

APPROVED minutes



The University of Manchester

The University of Manchester

BOARD OF GOVERNORS

Wednesday 22 February 2023

Present: Philippa Hird (in the Chair), President and Vice-Chancellor, Ann Barnes (Deputy Chair, via Video Conference), Samantha Bronheim, Gary Buxton, David Buckley, Prof Daniela Caselli, Anna Dawe, Deirdre Evans, Prof Danielle George, Nick Hillman, Caroline Johnstone, Prof Paul Mativenga, Jatin Patel, Robin Phillips, Tesnime Safraou, Natasha Traynor (Associate Member), Dr Jim Warwicker, Roz Webster and Alice Webb (via Video Conference) (19 members).

Apologies: Dr Reinmar Hager and Dr Eric Lybeck.

In attendance: The Registrar, Secretary and Chief Operating Officer (RSCOO), the Deputy President and Deputy Vice-Chancellor, the Vice-President and Dean of Faculty of Biology, Medicine and Health, the Chief Financial Officer, the Director of Communications, the Director of Planning (item 6), the Vice-President (Teaching, Learning and Students, item 9), the Vice-President (Research, items 9-10), Prof Mike Shaver (item 10) 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 24 November 2022 and the report of the Accountability Review on the same day were agreed as a correct record.

3. Matters arising from the minutes

Received: an updated report on ongoing issues that had been raised at previous meetings. The Chair agreed to review this before the next meeting. **Action: Chair of Board**

Noted: the engagement session with the Faculty of Biology, Medicine and Health (FBMH) which preceded the meeting had been extremely valuable. Noting that further engagement sessions were planned with the other faculties, the Board made the following suggestions for enhancement (and was keen to hear feedback from faculty participants):

- Ensuring sufficient time for break out sessions and discussions with staff and students:
- Ensuring that all student contributors were aware of the purpose of the sessions and how they can contribute:
- Recognising the request from Faculty Leadership Team for connections, the importance for the Board in understanding what happens after suggestions for connections are communicated:
- Ensuring that faculty leaders come to the session with ideas about how the Board could be most useful.

Agreed: the Chair of the Board to write to the FBMH participants thanking them for their work

and asking for feedback.

Action: Chair of Board

4. President and Vice-Chancellor's report

Received: the report from the President and Vice-Chancellor (the Performance Report was appended).

Reported:

(1) UCU had suspended strike action scheduled for 21,22,23,27, 28 February and 1 and 2 March while negotiations continue with UCEA on pay. On the pensions element of the dispute, interim information from USS suggested improved financial performance, noting that the next formal valuation was not due to conclude until June 2023. Discussions were ongoing on other aspects of working conditions

(2) A small number of students were still occupying parts of the Simon Building: earlier occupations of the John Owens Building and parts of the Samuel Alexander Building and the Engineering Building had now ended.

(3) The position in areas experiencing the most acute staff recruitment issues had eased.

(4) A successful recent visit to Hong Kong, the first for three and a half years.

(5) Activities in support of the Campaign were now beginning to gather pace.

(6) Latest headline student data had been circulated and was available in the Reading Room. The overall position was healthy (noting that nationally applications were down on the comparative position last year) with particularly significant increases in postgraduate taught and postgraduate research applications (whilst applications from China had increased slightly increases from other countries, eg Malaysia, UAE, Saudi Arabia and USA were at a higher rate).

(7) Meetings with staff in the Strategic Change Office had included discussion about the delivery of change programmes which are essential to improve effectiveness and efficiency of services and processes, whilst acknowledging this brings challenges where practices have to change to effect improvements.

(8) A recent meeting with about 45 leading researchers, covering a wide range of topics including supporting researchers, research teams and research leaders.

(9) ID Manchester continued to progress well.

(10) A recent meeting with the CEO of Northern Gritstone, the venture capital investment organisations set up between and the universities of Manchester, Leeds and Sheffield. Northern Gritstone had raised £215m (at first close) and had now started to invest in companies, including several from University of Manchester staff and students.

(11) There would be an opportunity to consider the Staff Survey outcomes in more detail at the next meeting as part of consideration of People and Organisational Development progress: comments from members were invited and are set out under Noted (8) below.

(12) Handover of the [Pankhurst Institute Building](#) and [Paterson Building](#) was imminent.

(13) The Museum reopened on 18 February and visitor numbers had been exceptional (over 20,000 visitors since reopening): there was interest in a future Board event at the Museum.

Action: Deputy Secretary

(14) Members were thanked for their valuable feedback on the President and Vice-Chancellor's performance: there would be a summary of responses at the next meeting.

Action: Chair/Deputy Secretary

Noted (in response to questions from members):

(1) Confirmation that [the cost-of-living payment to staff](#) was over and above salary.

(2) £1.6 million allocated for affiliation to the Horizon EU Research Funding Programme had been reclaimed by the Treasury as it had not been spent.

- (3) A national decline in applications for Nursing programmes.
- (4) The size of the attainment gap between White and Black students had decreased significantly. Overall, two of four targets relating to this target had been achieved, but given the positive direction of travel, the amber ranking was justified.
- (5) A further report on the progress of the Campaign would be submitted to the May meeting.
- (6) The operational challenges of ensuring capacity to successfully manage the volume of applications: whilst the implementation of the Student Experience Programme to date had effected improvements, the full benefits of automation were yet to be realised.
- (7) The slight decline in the Global Influence indicator was largely a result of new entrants to the Times Higher Education (THE) Most International Universities table and not an indication of a decline in performance: the ambition to be in the top 25 remained.
- (8) Members raised the following issues to be considered at the March meeting as part of the review of Staff Survey Outcomes and People and Organisational Development progress (noting a request to drill down further into data and identify specific local issues):
 - a) Given concerns raised about senior leadership and change management capacity, the need to recognise the cultural impact of change and its perception and reception. Effective and engaging communication about change was essential to ensure that staff feel they are participants in the change process.
 - b) Free text comments circulated to People Committee should also be made available to all Board members
 - c) Plans to address concerns raised about bullying, harassment, discrimination etc:
 - d) Whether outcomes and the level of response reflected dissatisfaction or apathy (or both): as an aside whether there was any information about participation rates for the aborted survey and if these had been projected to be higher than the actual survey
 - e) Consideration of the broader staff engagement strategy, including how the University collects softer intelligence around engagement
 - f) The potential to better articulate and disseminate the vision for senior leadership.

Action: Director of People and OD

5. Chair's report: Board forward look 2022-23

Received: the updated Board forward look for 2022-23.

Reported:

(1) Comments on the forward look, and on the Strategic Risk Register, appended to the report from Audit and Risk Committee (item 11 i) were welcome

(2) A key focus for the Board Strategy Day in May would be consideration of the University of the future (a fifteen-year time horizon) through the lens of decarbonisation, which would impact across the range of University activity. A draft agenda for the Strategy Day would be included in the March Board pack.

Action: Deputy Secretary

Noted:

(1) The Committee of University Chairs would revisit its position on USS at its next meeting and would be keen to avoid the adverse impact of steep variations in valuation that had occurred in recent years.

(2) The comment that in-year changes of strategic target should be avoided (unless there were agreed changes to strategy).

6. Major Projects

Received: an update on major change projects and the Strategic Change Project Status update reported to the Finance Committee at its meeting on 31 January.

Reported: the update set out the current state of the portfolio and noted that the current risk profile and risk appetite would be subject to deep dive at the Audit and Risk Committee meeting in April.

Noted:

(1) The update indicated a significant level of activity, with financial and non-financial benefits (the latter included process improvements to address operational shortcomings): the current stage in the process meant that resulting benefits were not uniformly visible to colleagues.

(2) External review of the Student Experience Programme (SEP) indicated comparatively good ambition when measured against other parallel comparable programmes elsewhere in the sector. The SEP was shown as blue on the Project Status update report, as replanning was in progress. Nevertheless, technology and process elements were still being delivered or in the process of delivery, and it was important to reflect successes and achievements in future updates.

(3) In the context of discussion about communication and staff reception and perception of change, the comment that most staff were not opposed to change but had reservations about implementation and impact. There was recognition that change would not be uniformly welcomed and acknowledgement that earlier communications could have been more explicit about the challenges in successfully delivering complex change programmes,

(4) In the Strategic Change Office, the University had a dedicated, specialist team dedicated to delivery of change, and they had a clear focus on liaison and co-creation with relevant colleagues impacted by change in specific areas.

(5) Stabilizing IT had impacted on aspects of other major projects and timescale for delivery, but robust IT underpinning was essential for longer term, sustainable successful project delivery. External support was providing assurance that the focus on IT was appropriate.

(6) A risk informed approach was being taken to projects requiring IT enabling support: for example, attention and resource was being devoted to effect improvements to the process for student module choice which has been a consistent source of student criticism.

(7) The comment that the RAG rating in the Status Report should also assess capacity to deliver.

(8) The importance of transparency in measuring non-financial benefits: in relation to benefits as a whole, but particularly in the context of financial benefits, the importance of a staged approach to enable regular assessment of progress against agreed milestones.

(9) Progress against Major Projects would continue to be reported to each Board meeting, noting the intended focus on risk profile and risk appetite at the April Audit and Risk Committee.

7. Student context- Significant issues challenging the student experience

Received: a report summarizing key long-term and immediate issues affecting the student experience, identifying new and emerging priorities.

Noted:

(1) The President and Vice-Chancellor's report included reference to the student occupation of certain university buildings. The occupiers had raised a mixture of local (e.g. level of rent in University accommodation) and national issues (e.g. level of student maintenance loan).

(2) There was recognition of the cost of living pressures on students and the Board had previously been advised of [cost of living payment](#) to students and further targeted support would be rolled out shortly: the report noted that 40,000 (of approx. 43,000) students had received the one-off payment of £170.

(3) Although the above support was welcomed by students, cost of living pressures were still acute. There was agreement that the proposed 2.8% increase in the student maintenance loan was insufficient and the University was involved with others across the sector in active lobbying to encourage a review of this. In response to questions, student Board members recognized planned investment in student residences but noted frustration amongst the current student body that they would not experience the benefits of this firsthand (although there was keen interest in legacy for future student cohorts).

(4) It was important to decouple broader student dissatisfaction about the current position with the actions of the small number of occupiers. The University recognized and was supportive of students' right to peaceful protest. However, and notwithstanding recognized concerns about cost-of-living pressures, the actions taken by occupiers had gone beyond reasonable levels of protest and included entry to private office space and health and safety breaches.

(5) Whilst resolution of the current position was a matter for the executive (and would include discussion with the Students' Union), there were reputational implications for the Board (noting that there had been limited and largely regional coverage of the occupation thus far).

(6) Comments about the lack of an effective national student lobbying body, given the current difficulties of the National Union of Students, and potential alternative mechanisms and vehicles to ensure that the student voice was heard at a national level.

(7) Praise from Board members for the comprehensive and insightful Teaching Excellence Framework student submission: the submission referenced the importance of standardization of feedback practice across the institution, and progress was beginning to be made in this regard.

8. Report from Senate (1 February 2023)

Received: a report from the meeting of Senate held on 1 February 2023.

Reported:

(1) Senate had recommended approval of the Annual Assurance Report for Research to the Board, having previously approved the equivalent report for Teaching, Learning and Students at its previous meeting. The Board considered the reports under a discrete agenda item (9) and in the joint meeting with Senate which followed the Board meeting.

(2) The report contained a summary of key points from the Annual Report on Appeals, Complaints and Discipline, with the full Annual Report available in the Reading Room.

9. Academic Governance Annual Assurance Reports

Received: the annual Academic Governance Assurance Reviews for Teaching, Learning and Students and Research.

Reported:

(1) In response to the recommendations of the 2021 Governance Effectiveness Review an Academic Governance Protocol was agreed by the Board of Governors and Senate which detailed the way the Board receives assurance on academic governance. The Protocol enables the Board to test, with Senate, that academic governance is robust, adequate, and effective, as required by the sector regulator, the Office for Students.

(2) Senate had considered both annual reviews and had recommended them to the Board.

(3) At its meeting on 8 February 2023, Audit and Risk Committee had considered both reviews and commended the rigour and quality of the assurance process, noting the extensive amount of supporting material made available in the Diligent Reading Room (also made available to the Board, for reasons of transparency) and endorsed Senate's recommendation that the report be approved by the Board.

Noted:

(1) The important assurance role played by the Academic Quality and Standards Committees of Senate (introduced following a recommendation from the external Governance Effectiveness Review).

(2) Senate had recommended the Annual Academic Assurance Report to the Board at its meeting on 19 October 2022. Subsequently, Senate considered the separate Update on the Annual Review of Teaching and Learning and the Student Experience Action Plans at its meeting on 1 February 2023 and also recommended this to the Board (this was appended to the Assurance Report).

(3) Both reports were aligned with the Strategic Risk Register and measures in the Board Performance Report.

(4) The annual assurance cycle was dynamic with continuous activity and the reports therefore represented a snapshot at a specific point in the cycle. Whilst the primary purpose of the reports was to provide assurance, they also set out recommendations relating to enhancement.

(5) The Teaching Excellence Framework (TEF) submission was included as an appendix to the report, and future reports would reflect on TEF related data. The Research report referenced relevant external benchmarks and mechanisms.

(6) In commending the report to the Board, Audit and Risk Committee had reflected on the potential to review the academic governance assurance process to ensure that it was optimal and as efficient and effective as possible. Provision of further assurance through commissioning of relevant internal audits had already been factored into future provision with Uniac. An Assurance Map, providing commentary on the University's approach to meeting the Office for Students Conditions of Registration would be submitted to the April Audit and Risk Committee, via the March meeting of Senate and its committees.

(9) Audit and Risk Committee had noted that key issues identified in the reports included: student voice: assessment and feedback: optimising academic capacity: and size and shape of research.

Agreed: to approve the academic governance assurance reports, noting that this approval would be conveyed to the joint meeting with Senate which immediately followed the Board meeting.

Action: Deputy Secretary

10. Research presentation: Prof Mike Shaver: “Sustainable Futures, Sustainable Plastics, Sustainable Systems

Received: a presentation from Prof Mike Shaver on [Sustainable Futures](#): slides were subsequently circulated to members.

Noted: in response to a question, research in this area impacted practically on University operations and was feeding into the evolving Environmental Sustainability Strategy which would come to the Board in May.

11. Board Committee reports

i) Audit and Risk Committee (25 January and 8 February 2023)

Received: the report from the Audit and Risk Committee meetings held on 25 January and 8 February 2023.

Reported:

(1) The Committee had considered the latest iteration of the Strategic Risk Register, which was appended to the report. Notwithstanding the commentary in the summary report about change in risk profile, the Committee had noted that risk scores were largely unchanged from the previous (June 2022) version seen by the Committee. In addition to ranking the order of risks so that it was based on the gap between current and target score and thus areas most in need of further mitigation, the Committee agreed that there was merit in including an expected timescale for adequate mitigation, and thus achievement of the target score: the defined risk score (and the Committee’s acceptance of it) effectively defined institutional risk appetite.

(2) The experience of Committee members attending Faculty Leadership Teams was that, without explicit reference to risk registers, risk assessment was clearly ingrained in discussion and helped shape decision making. The Committee noted that it was important to ensure that this was factored and appropriately referenced into future consideration of risk. Although the next iteration of the Risk Register was not due until June, the Committee agreed, at its next meeting, to return to consideration of the Risk Register, focusing on areas where there were the most significant differences between actual and target risk scores.

(3) The Committee’s consideration and commendation of the annual academic governance assurance reports was referenced in item 9 above,

Noted: a consequence of the approach outlined above was tolerance of risks at agreed acceptable levels. Whilst this might mean less frequent review of some risks, it was important to ensure all risks which remained on the Risk Register remained subject to periodic Board scrutiny.

Agreed: to approve the extension of the current audit contract for PKF Littlejohn LLP to the year ended 31 July 2026, subject to continued satisfactory performance, which would be assessed annually.
Action: Chief Financial Officer

(i) Finance Committee (31 January 2023)

Received: the report from the Finance Committee meeting held on 31 January 2023.

Noted: the report included reference to University gas and electricity contracts. Current contracts were due to expire in March 2023 and recent geopolitical events had impacted on the tender process for a new supplier resulting in a limited number of tenders, with only one potential electricity supplier identified. The Committee had encouraged securing price beyond the immediate term (until July 2023) for a longer period.

Agreed (on the recommendation of Finance Committee):

- (1) To approve the extension of the Revolving Credit Facility (also recommended by Planning and Resources Committee).
- (2) To approve the University Endowment Investments Portfolio, Task Force for Climate Related Disclosures report for the year ended 31 July 2022
- (3) To approve the Urwick Library Scheme, in order for the Charity Commission to appoint the University as trustee for the Urwick Library
- (4) To note that the Chair of the Board had approved the following on behalf of the Board:
 - i) Gas and electricity contracts
 - ii) Request for Power of Attorney for Signature of University Spinout Divestment Documents (CTX)

(iii) People Committee (1 February 2023)

Received: the report from the People Committee meeting held on 1 February 2023.

Reported: as set out in item 4 above, the Board would return to consideration of staff survey outcomes at its meeting on 21 March.

Agreed: on the recommendation of the Committee and having given full and proper consideration to progress as outlined in the report and the proposals following closure of the Voluntary Severance (VS) Scheme and the progress of the VS Agreement;

In accordance with Part III of Ordinance XXIII, to institute the proposed compulsory redundancy [Redacted] **Redacted – restricted information**

(iv) Nominations Committee (18 January 2023)

Received: the report from the Nominations Committee meeting held on 18 January 2023.

12. Planning and Resources Committee (6 December 2022 and 7 February 2023)

Received: a report from the meetings of Planning and Resources Committee held on 6 December 2022 and 7 February 2023.

Agreed: [Redacted] **Redacted – restricted information**

Action: Director of Estates and Facilities

13. Secretary's report

Received: the report on Exercise of Delegations covering the recent award of Emeritus Professorships and use of the Seal.

14. University-Union Relations Committee (8 February 2023)

Received: a report from the meeting of University-Union Relations Committee held on 8 February 2023.

15. Any other business

Noted: an update on the class action brought against several universities, as reported to the previous Board (over 20,000 students claiming to have received a sub-standard experience because of disruption caused by industrial action and the pandemic), with further news expected by the time of the March Board.