

Approved Minutes

The University of Manchester

BOARD OF GOVERNORS

Thursday 25 May 2023

Present: Philippa Hird (in the Chair), President and Vice-Chancellor, Ann Barnes (Deputy Chair), Samantha Bronheim, David Buckley, Gary Buxton, Prof Daniela Caselli, Anna Dawe, Deirdre Evans, Prof Danielle George, Dr Reimnar Hager, Nick Hillman, Caroline Johnstone, Dr Eric Lybeck, Prof Paul Mativenga, Jatin Patel, Robin Phillips Tesnime Safraou, Natasha Traynor (Associate Member), Dr Jim Warwicker and Roz Webster (20 members).

In attendance: The Registrar, Secretary and Chief Operating Officer (RSCOO), the Deputy President and Deputy Vice-Chancellor, the Chief Financial Officer, the Director of Communications, the Vice-President for Social Responsibility (item 9), the Director of Equality, Diversity and Inclusion (item 9), Luke Taylor, Deputy Director (Development) (item 10), Pam Davis (Global Philanthropic) (item 10) and the Deputy Secretary.

To ensure the requirement for a lay majority was fulfilled, as and when required, the President and Vice-Chancellor did not participate in the meeting when the Board made decisions.

Pre-meeting discussion (Board members only)

i) Before the meeting formally began, the Chair of the Board briefed Board members on the consultation process which was informing the draft role specification for the next President and Vice-Chancellor. Discussion focused on the magnitude of the job, the balance between the internal and external facing nature of the role, the ability to engage and communicate, and the ability to develop a high performance, high capability team. The Board also discussed the balance between continuity and enabling transition, whilst still allowing scope and capacity for change.

ii) The current plan was to advertise the role early in the summer and to allow the search firm to do their work over an extended period to 1 September 2023. The Board would be able to consider the role descriptor at an additional meeting on 6 June 2023 and this would enable the Board to confirm the specific elements of the role. Further consideration would be given to measures to enable engagement in the process by those Board members not on the Appointment Panel. The intention was still to make and confirm an appointment by the end of the calendar year.

1. Declarations of Interest

Reported: there were no new declarations of interest.

2. Minutes

Agreed: the minutes of the meeting held on 21 March 2023

3. Matters arising from the minutes

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

4. Board Strategy Day (24 May 2023)

i) Initial Feedback

Reported: initial feedback from the Board Strategy Day on 24 May 2023, as recorded in the report of that meeting. In the context of the 2038 zero carbon target, the University was faced with a complex set of challenges, regarding the use of the estate and the future of teaching and learning and research, and generation of sufficient surplus to meet its decarbonisation ambitions. The Board will revisit the issue of whether there are decisions in these areas which, taken early, would make the ambitions more accessible.

ii) Environmental Sustainability Strategy

Received: the draft Environmental Sustainability Strategy as discussed at the Board Strategy Day. The Strategy was linked to the core goals of learning and teaching, research and discovery and social responsibility.

Noted:

(1) In relation to a question about local targets and action plans, this level of granularity was an executive matter, for consideration at Environmental Sustainability Sub-Committee and Planning and Resources Committee, with the Board being regularly apprised of progress and contribution to overall target.

(2) The importance of developing a language and means of communicating which enabled common understanding of purpose and recognition of individual contribution.

(3) The potential to accelerate ambition around target dates for completion of training.

Agreed: to approve the Environmental Sustainability Strategy.

Action: Vice-President (Social Responsibility) and Head of Environmental Sustainability.

5. President and Vice-Chancellor's report

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

Reported:

(1) In relation to ongoing UCU industrial action, as reported to the previous meeting, the dispute was no longer about the USS pension, which now appeared to be in a strong position and, subject to formal evaluation, this was likely to allow reversal of many of the changes required after the last valuation and enable a more advantageous scheme for colleagues.

(2) The current dispute was about pay and working conditions. The pay award for 2023-24 had now been implemented (average 5.25%, 8% for the lowest paid) and this was in addition to increments for approximately 50% of staff and cost of living awards.

(3) Pay negotiations were carried out at national level and significant financial pressure in parts of the sector (aggravated by an increase in employer contributions to the Teachers' Pension Scheme in post-92 institutions) meant that further pay offers were not feasible.

(4) UCU members were taking part in a [Marking and Assessment Boycott](#) as part of action short of a strike. Take up and impact were difficult to measure as the local UCU branch had advised members not to confirm participation in advance (an approach which contradicted UCU national guidance). Extensive mitigating plans were in train with a working group managing six separate workstreams (this included ensuring dialogue with

relevant Professional Statutory and Regulatory Bodies). The University was committed to ensuring all student work was marked, noting that in some areas and depending on the impact of the boycott, this might mean that degrees were initially issued without classification. The potential for adversely impacted students to seek external redress was noted.

(5) The group litigation brought against University College London had been considered in the High Court on 24 May: the matter had been adjourned to allow the judge time to consider the issues in full, and a further report would be made to the July Board.

Action: Deputy Secretary

 **Redacted – restricted information**

(7) Home and International student application, offer and acceptance data continued to be generally very healthy, with a full report available in the Diligent Reading Room.

(8) UK Biobank, the world's most significant source of data and biological samples for health researchers [had been awarded £128 million from UKRI](#) to move to a new purpose-built facility on Manchester Science Park adjacent to the University.

(9) Recent events had included the Making a Difference awards, the [Cockcroft-Rutherford Lecture](#) by Prof Tony Redmond and the opening of the [Chinese Culture Gallery in the Museum](#).

6. Student context- Significant issues for the student experience

Received: a report summarising key long-term and immediate issues affecting the student experience.

Noted:

(1) The report emphasised student concerns about the uncertainty resulting from the Marking and Assessment Boycott, and potential impact on ability to graduate and job offers.

(2) Ongoing concerns about cost of living: in this context, the Board welcomed early collaborative steps between the University and the Students' Union to enable the creation of a job agency service.

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7. Major Projects

Reported:

(1) Reporting on Major Projects was included in reports from Finance Committee and Audit and Risk Committee.

(2) The Finance Committee report included a RAG rated assessment of each of the major Strategic Projects, noting:

i) recent achievement in relation to the Student Experience Programme:

- ii) the different workstream elements of the People and Organisational Development Transformation Programme:
- iii) good progress in relation to the IT related projects (albeit with increases to both scope and cost):
- iv) the recent decision to review and replan the Finance Transformation Programme: and:
- v) staffing issues resulting in delays to the Research Lifecycle Programme.

(3) [REDACTED] was allocated for Strategic Projects in the current 10-year financial plan, and of this sum only [REDACTED] **Redacted – restricted information** was now unallocated. Given additional demands (not least from the zero-carbon agenda) there was a need to reconsider this when the latest 5-year plans were presented to the Finance Committee in June. The overall strategic programme was significant and continued to evolve in terms of overall management, reporting and controls.

(4) The Audit and Risk Committee had received a report outlining the connection between the strategic plan and the current portfolio of major change projects, the University's risk appetite in relation to the project portfolio, key threats to delivery, and the range of risk mitigations in place.

(5) The Audit and Risk Committee report contained a thematic analysis and significant themes highlighted included: the complexity of legacy technologies and processes, securing engagement and buy-in, and the ebb and flow of capacity for change in a volatile environment. To enable the Committee to understand better, for example, the approach to prioritisation (in the context of 36 live projects), institutional attitude to change, the compelling argument for change and approach to communication, an informal workshop for Committee members and relevant officers had been arranged for 5 June 2023.

Noted (from members' comments and questions):

(1) IT legacy issues arising from historic underinvestment continued to emerge, and ensuring sound IT underpinning was fundamental to the overall success of the Strategic Change Programme.

(2) The importance of ensuring appropriate programme management skills at all levels of the organisation.

(3) The need to ensure Board understanding of recent past and projected total investment in IT (revenue, capital and strategic expenditure) and benchmarking analysis to assess adequacy to meet strategic objectives. In this context, the relevant appendix in the report from the Finance Committee noted that the required scope of medium to long-term investments associated with the ITS Roadmaps would be undertaken during 2023-24 and this would identify further investment needed.

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

Received: the report which included the Board forward look for 2022-23, noting that a proposal for 2023-24 would be submitted to the July meeting. The report also proposed that all lay members be transferred to University IT accounts only for Board business from 1 August 2023.

Agreed: that from 1 August 2023, all lay members use University IT accounts only for Board business and that the Deputy Secretary ensure liaison between Board members and technical colleagues to enable this.

Action: Deputy Secretary

9. Equality, Diversity and Inclusion (EDI) Strategy-Progress Update

Received: an update on progress since EDI Strategy was approved by the Board in July 2022.

Reported: The following details were included in the Board pack:

- i) Progress on implementation of the year one plan of the EDI Strategy
- ii) An update on Staff Network Groups
- iii) Annual Equality Information Report
- iv) Gender, Ethnicity and Disability Pay Gap reports.

Noted: (in response to comments and questions from members)

(1) The Board welcomed progress to date and commended the work of the Director of EDI and team.

(2) The report provided helpful detail on progress on initiatives and actions underway to address the gender, ethnicity and disability pay gaps, including the Academic Returners Scheme, an inclusive recruitment review, facilitation of an inter-sectional approach and the development of an Inclusive Advocacy Programme.

(3) Board specific EDI training was still to be arranged.

(4) The importance of establishing a pipeline of female and BAME talent to contribute to addressing gender and ethnicity imbalance in senior appointments.

(5) In the context of BAME staff, there was a relative paucity of Black academic staff.

(6) In academic areas particularly, there was a disproportionately high number of applications from BAME candidates significantly under-qualified for roles (for example, international academics applying for relatively senior positions at an early stage in their career).

(7) Embedding EDI objectives in the Annual Performance and Development Review was a proactive and constructive way to embed the Strategy.

(8) The importance of promoting and promulgating the University's significant global student profile and presence.

(9) The potential to further improve the University's benchmarking position as set out in the report.

(10) The need to be mindful of the recent increase in students declaring mental health conditions and ensure that provision and support was kept under regular review.

10. Campaign Update

Received: a report updating the Board on the Campaign.

Noted:

(1) The importance of a focused and clear narrative for the Campaign, as exemplified by strong propositions, indicated in the pack, e.g. Student Access and Success Fund, Breakthrough Fund, Impact Innovation Fund): it was also important to balance this with a potentially agile approach, reflecting the interests of particular donors.

(2) To assist Board members in their ambassadorial and promotional role, relationship managers would be assigned to each Board member, with details to follow in due course. Board members could also help by providing access to relevant networks and acting as a sounding board for testing propositions.

Action: Director of Development and Alumni Relations

11. Senate

Noted: reports from the meetings of Senate on 29 March 2023 and 20 April 2023, the latter held as part of extensive institutional consultation to inform the role descriptor for the next President and Vice-Chancellor.

12. Planning and Resources Committee

Received: the reports from the meetings held on 29 March and 2 May 2023.

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Noted: discussion about the feasibility and desirability of involving building users in consideration of proposals for naming of buildings, noting that all buildings were institutional assets and not owned by specific areas or disciplines.

Agreed:

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Action: Director of Estates and Facilities

(2) To approve the revised Naming Policy for University Buildings, Facilities and Public Spaces, subject to consideration of the potential insertion of a clause providing greater clarity about the strategic leadership of policy.

Action: Director of Development and Alumni Relations

13. Board Committee reports

i) Audit and Risk Committee (26 April 2023)

Received: the report from the Audit and Risk Committee meeting held on 19 April 2023, noting that the section relating to Major Projects was dealt with under item 7 above. A further workshop on Major Projects and Risk was scheduled for 5 June 2023.

ii) Finance Committee (19 April 2023)

Received: the report from the Finance Committee meeting held on 19 April 2023, noting that the section relating to Major Projects was dealt with under item 7 above.

Reported:

- (1) The Committee had approved the ID Manchester Masterplan and Site Development Plan: Gateway Approval.
- (2) The Committee had confirmed Chair's action to approve the Booth Street East Long Term Maintenance Project and Dalton Ellis Refurbishment and agreed that requests for Chair's action in relation to significant projects should be kept to a minimum.

Agreed:

- (1) To approve the Student Experience Programme Updated Outline Business Case.

Redacted – restricted information

- (3) To approve the change request for the ADA Programme.
- (4) To approve the Outline Business Case for the Evolve Programme
- (5) To approve the Drawdown Request for Humanities Size and Shape.

iii) People Committee (3 May 2023)

Received: the report from the People Committee meeting held on 3 May 2023. The report included a framework for supporting lay members of the Board of Governors to attend formal panels convened to determine action under the Universities formal Employee Relations Procedures.

Agreed:

- (1) To approve proceeding with the process outlined in the Contracts Procedure to deal with those staff considered to be at risk on open ended contracts linked to finite funding for the period from 1 January 2024 to 30 June 2024.
- (2) That the University continues to take all steps outlined in the report to avoid the need for redundancy wherever this is possible.

iv) Nominations Committee (17 May 2023)

Received: the report from the Nominations Committee meeting held on 17 May 2023. The report included an update on lay member recruitment.

Agreed:

- (1) To approve the role descriptor for the additional vacancy created by the resignation of Alice Webb and that further consideration be given the selection of search agents to assist in filling the vacancy, noting the intention to move to a longer-term relationship with a search agency.

- (2) To approve proposed changes to Ordinances and General Regulations.
- (3) That given its expanded remit as reflected in its current terms of reference and the revised Ordinance, Nominations Committee changes its name to Nominations and Governance Committee and the relevant Ordinance (II) be amended to reflect this.

v) Remuneration Committee (19 April 2023)

Received: the report from the Remuneration Committee meeting held on 19 April 2023. The report was in two parts, the first covering the salary review the President and Vice-Chancellor and the second covering other matters, including pay gap reports, succession planning in relation to the Senior Leadership Team and the salary review for the President and Vice-Chancellor's direct reports.

Noted:

- (1) As had been the case in recent years, the President and Vice-Chancellor had declined receipt of any increment.
- (2) A further meeting of the Committee would take place on 8 June 2023, to consider a salary range for the next President and Vice-Chancellor
- (3) The overall allocation of increments to the senior staff group, noting the potential for the Committee to revisit its current approach in future.

14. Any other business

Noted:

- (1) A question about a donation outlined in the Campaign summary: the Board asked for assurance on review and due diligence.

Action: Deputy Secretary and Director of Development and Alumni Relations

- (2) A question about the feasibility of reinstating Board member visits to School Boards: the Deputy Secretary agreed to liaise with the Chair on this matter.

Action: Deputy Secretary

15. Secretary's report

Received: the report on Exercise of Delegations covering the recent award of Emeritus Professorships, a reappointment to the University of Manchester Superannuation Scheme, and use of the Seal.