

The University of Manchester

BOARD OF GOVERNORS

Wednesday 21 February 2024

Present: Philippa Hird (Chair), President and Vice-Chancellor, Ann Barnes (Deputy Chair), David Buckley, Gary Buxton, Anna Dawe, Deirdre Evans, Prof Danielle George (Items 1-7), Guy Grainger, Nick Hillman, Tom Jirat, Caroline Johnstone, Prof Paul Mativenga, Hannah Mortimer, Jatin Patel, Robin Phillips, Dr Hema Radhakrishnan, Tesnime Safraou, Prof Fiona Smyth (19 members)

Apologies: Dr Reinmar Hager and Natasha Traynor (Associate Member)

In attendance: Patrick Hackett, Registrar, Secretary and Chief Operating Officer (RSCOO), Prof Luke Georghiou, Deputy President and Deputy Vice-Chancellor, Carol Prokopyszyn, Chief Financial Officer, Prof Chris Taylor, Associate Vice-President Digital Strategy and Innovation (item 5), Matt Atkin, Director of Planning (item 6), Tom Pattinson, Director, Transformation Programme (item 6) and Richard James, Head of Strategic Project and Programme Delivery (item 6) and Mark Rollinson, Deputy Secretary.

1. Declarations of Interest and welcome

Reported: the President and Vice-Chancellor reported that she had been invited to join a task force to consider the regeneration of the area surrounding Old Trafford.

2. Minutes

Agreed: the minutes of the following meetings:

- i) Board meeting-23 November 2023
- ii) Accountability Review- 23 November 2023
- iii) Board meeting-13 December 2023
- iv) Joint Board-Senate meeting- 13 December 2023

3. Matters arising from the minutes

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

Noted:

(1) University College London (UCL) had issued a [statement](#) in relation to the Group litigation brought against them. This confirmed that the stay in Court proceedings had now been lifted and litigation could proceed: the claimants' lawyers had rejected UCL's offer to use its ready-made Alternative Dispute Resolution mechanism, whereby students could use the internal complaints procedure and, if not satisfied, refer the decision to the Office of the Independent Adjudicator. In parallel, the University (along with the several other institutions facing such claims) was going to reject a proposal for a standstill agreement from the lawyers of students making claims relating to the 2017-18 academic year as the students' lawyers have failed to provide sufficient information in relation to those proposed claims (these claims were at risk of becoming time barred, given elapse of time). The Board would be kept apprised of further developments.

Action: RSCOO

(2) The [University of Bristol had lost its appeal in the High Court](#) against a judgment that it had contributed to a student's suicide by discriminating against her, by failing to make reasonable adjustments in relation to a group presentation. The judge in the case had not ruled on the issue of whether there was a wider duty of care on providers.

(3) The joint meeting with Senate in December 2023 had considered the high levels of demand for Counselling and Mental Health services and had noted significant anecdotal evidence of the impact of student mental health challenges on academic staff. The Board agreed that it should dedicate time to a more detailed exploration of this matter.

Action: Deputy Secretary

(4) An update from the RSCOO on a recent cyber-incident. Along with some other institutions, the University had been subject to a Distributed Denial of Service (DDOS) attack which had impacted users. Whilst the incident was ongoing (and the University was working alongside JISC to resolve) it appeared that mitigating action had been effective, and unlike the previous incident there had been no loss of data or incursion into systems.

(5) The first meeting of the Student Experience Programme Evaluation Group was taking place on 22 February 2024. The first meeting would consider consultation which would include engagement with students (there were four student members on the Group).

(6) Members were encouraged to respond to requests from the Employee Relations Team for availability to serve on employee relations panels. Members has raised some issues regarding guidance and support available at panel hearings and this was being addressed.

Agreed: updated objectives for the President and Vice-Chancellor and Chair, incorporating comments from members at the previous meeting.

4. President and Vice-Chancellor's report

Received: a report from the President and Vice-Chancellor, with a brief further verbal update.

Reported:

(1) The financial position continued to be challenging for the sector with several institutions embarking on redundancy programmes.

(2) The report referred to recent press coverage about admission of international students, foundation years and use of agents. The University had issued a [statement](#) setting which confirmed that international students were subject to the same rigorous entry criteria as UK students and applications from both International and UK/Home applicants were treated on an equal basis at each stage of the application process.

(3) International Foundation Year courses formed an important bridge for students coming from countries where secondary schooling ends a year earlier than in the UK, and foundation options were also provided for UK students from backgrounds of educational disadvantage. Entry requirements for these programmes were at a lower level than year 1 undergraduate programmes for both UK and international students. Following those Foundation Year courses, students whether UK or International, must achieve the required entry level to go on to degree programmes. It was therefore untrue to state that international students took the places of UK students as there were separate targets for both groups and applications for both groups were given equal consideration.

(4) As a result of reported practice regarding use of overseas student recruitment agents at some universities, the Universities Minister had asked the Department for Education

(DfE) to undertake an urgent investigation. Sector agencies were liaising with the DfE to find out more about scope, timelines and likely process for this investigation.

(5) Universities UK (UUK) and the Russell Group had been liaising to mitigate the damage caused by the recent press coverage. A formal complaint had been submitted to the Sunday Times highlighting inaccuracies in their coverage, and a separate complaint had also been submitted to the Independent Press Standards Organisation which had initiated an investigation. There had been extensive engagement with the media to help them understand the sector's position. Similarly, ministers and officials had been provided with briefings. The sector had commissioned an independent review of international foundation programmes and was working with the DfE and others in the review announced into the use of agents, as well as making efforts to further strengthen the existing Agent Quality Framework.

(6) Government plans to reduce net migration included elements with potentially significant impact on the HE sector, including a review of the Graduate Route (ie post-study work visa) by the Migration Advisory Committee, due to report in September 2024, and a very large increase in the earnings threshold for overseas workers from spring 2024. These changes were in addition to the exclusion of dependants accompanying those on Post Graduate Taught programmes. The recent increase in student visa and health charges announced by the Home Office had also led to concerns over the impact on the attractiveness of the UK as a study destination for international students and the House of Lords Secondary Legislations Scrutiny Committee was considering this.

(7) The University continued to remain deeply concerned about the situation in Israel and Palestine, reiterating its commitment to good community relations, its support for peaceful and respectful protest and its lack of tolerance for discrimination. A motion to the next Senate meeting, calling for the University to end relationships with some organisations and institutions with alleged connections to Israeli military action, was anticipated.

(8) There had been recent press coverage about the establishment of a student Pro-Life Society. The Students' Union had issued a [statement](#) confirming that the society fulfilled the legal basis for affiliation and emphasising support available to students concerned about the situation.

(9) Events to commemorate the Bicentenary continued, most recently the [inaugural lecture by Professor Sir Chris Whitty](#) on health inequalities.

Noted:

(1) The potential for the Office for National Statistics to reclassify universities as part of the public sector with implications for autonomy. Whilst [commentary](#) indicated that such an outcome was uncertain, the Board would be kept apprised of developments.

(2) The University was contributing to the [independent review of the Office for Students](#).

(3) The Vice-President for Social Responsibility had recently issued a response to academic colleagues expressing concern about the situation in Israel-Gaza: it was agreed that this communication should be circulated to the Board. **Action: Deputy Secretary**

(4) The importance of ensuring widespread staff engagement in bicentenary activities, noting that the Festival from 6-9 June would provide a focal point for this. Fostering a sense of belonging and enhancing the University's global profile and reputation were all key measures of success for the Bicentenary programme.

(5) At its April meeting, the Audit and Risk Committee would be considering the University's use of International Agents. More generally, particularly given the government measures outlined above and the volatile geopolitical situation (with other countries now potentially more attractive options for international students), there was scope for the Board to carry out a deeper dive into the University's approach to recruitment, noting the potential consequences for the University's international diversification ambitions, operating model, and risk appetite. This should be informed by relevant trend data, noting that current data capture did not facilitate understanding of the efficacy of intervention measures in international markets.

Action: Deputy Secretary

(6) Work continued to enable better understanding of the attainment gaps (in relation to ethnicity, disability and social class) as outlined in the Performance Report, appended to the President and Vice-Chancellor's report. There was emerging evidence of the impact of assessment methods in this area.

5. Artificial Intelligence

Received: a report setting out the outcomes of a wide-ranging review of the opportunities and challenges facing the University because of the rapid evolution of Artificial Intelligence (AI). The report concluded that AI would impact on virtually all the University's activities and included a series of recommendations for action.

Reported: the report contained 26 recommendations, ranging across foundational activity, teaching and learning, research and innovation, social responsibility, and measures to enable delivery.

Noted: the following summary of implications for the University

(1) Given the wide-ranging implications for the University, the Senior Leadership Team was accountable for prioritisation and planning. A small action group was being established to oversee the development of a prioritized action plan, with the Board (and Planning and Resources Committee) being regularly apprised of progress.

Action: RSCOO/Deputy Secretary

(2) The importance of establishing a prioritized, budgeted action plan for implementation of the recommendations outlined in the report, including measures of success. There were already some funds allocated to AI work in existing budgets, but it was noted that there were challenging balance of investment decisions in the context of other investment requirements across the University.

(3) Amongst foundational activity, establishing clear principles, determining areas where the University wanted to lead and others where it was content to follow, and the importance of encouraging innovation through a managed programme of sandbox projects.

(4) Teaching and learning (including assessment), and the need to expand expertise and capability in this area (amongst existing and new staff), factoring this into recruitment. For students, assessing capability on arrival would be important, given the likely disparity in experience before admission. In this context, given that some students would be entering with advanced knowledge and understanding, there was potential for genuine co-creation between students and academic colleagues.

(5) The importance of including basic AI knowledge and skills in all degree programmes to enhance student employability (for example, including details in Intended Learning Outcomes).

(6) The importance of developing a clear policy and ethical framework across the range of activity, particularly in relation to research and innovation.

(7) Potential positive impact on workload and wellbeing, with increased focus on genuinely value-added work, noting reported evidence of positive initial experience in the FE sector. Ensuing effective and productive use of time freed up by use of AI was essential.

(8) Ensuring understanding of the impact of AI on the University's carbon footprint,

(9) Potential for liaison and collaboration at both a sector and regional level, which may need to be tempered by recognition of areas where the University has competitive advantage which it may wish to maximize. The University was working with Microsoft as a commercial partner and there was acknowledgment of the need to improve data to ensure optimal benefit from tools available.

(10) Given differing levels of experience amongst Board members, the potential to hold an awareness raising session for the Board to facilitate understanding of capability and potential of AI.

Action: Deputy Secretary

(11) Potential for the University to leverage commercial benefit from future use of AI.

(12) Consideration should be given to inclusion of AI on the Strategic Risk Register (either as an element of existing, defined risk, or a risk in its own right).

6. Approach to Change and Reporting and Strategic Change Portfolio Update

Received:

(1) A report and slide deck from the Strategic Change Office following a review of the approach to facilitating, managing, and overseeing the development and delivery of strategic initiatives at the University: this had been previously considered by Audit and Risk and Finance Committees

(2) A progress report on the Strategic Change Portfolio which covered benefits realisation, recent success, and cumulative impact of change,

Reported:

(1) The approach to change report reflected the need to adapt to global challenges, regulatory changes, student expectations and digital opportunities and to address the common challenges of delivery relating to cost, timescale and extent of disruption

(2) The report focused on doing the right things (ie ensuring that the Portfolio fully supports strategic ambition), setting the conditions for success (ie ensuring that delivery approaches, governance, leadership, and accountabilities support effective delivery) and delivering brilliantly (ie improving working practices, strengthening the quality of delivery insight, and enhancing the approach to assurance for better control over delivery risk).

Noted:

(1) The need to improve understanding of benefits, with clearer focus on outputs (and how these will be measured, eg against agreed targets, potentially with lead indicators,

and within agreed timescale). The Board welcomed the more incremental approach and focus on continuous improvement.

(2) The focus on benefits applied as much to programmes (for example Evolve) were essentially foundational in nature, with incremental, distributed benefits (eg reduced PC log in times, reduction in lost teaching hours), as it did to programmes which had more directly attributable benefits.

(3) The intention to have completed a full review of the current portfolio by the summer: this approach will be risk led, focusing on the most challenging areas. In some instances, there would be benefit in dividing programmes into smaller elements, enabling clearer focus on benefits and delivery. In other areas of the portfolio, there was potential to recategorize some areas as business as usual and consideration would also be given to the interdependency of some elements (eg Finance and People and Organizational Development) and the potential to rationalize and integrate.

(4) The approach to review of the portfolio, including challenge where appropriate, had been welcomed by colleagues. There was recognition of the importance of understanding and addressing cultural barriers to change and further developing change capability and capacity within the organization, and the Board offered its full support in this regard.

(5) Overall, the Board welcomed the revised approach outlined, noting ongoing work to refine further and ensure greater specificity in relation to agreed benefits, impact and timeline. There was a clear view from the Board that if the benefits of a programme or project could not be clearly articulated and quantified by the Strategy Day in May, the relevant activity should be discontinued.

Action: Director of Planning/Director of Transformation

7. Student Context - Issues Challenging the Student Experience

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

Noted:

(1) Joint efforts by the University and Students' Union to encourage student voter registration, noting that the potential for the next General Election to take place in the Autumn of 2024, shortly after the new student intake.

(2) Students in Greater Manchester had been lobbying the Greater Manchester Combined Authority and the Mayor before the imminent mayoral elections. At the initiative of the Greater Manchester Student Partnership (officers from the five Greater Manchester unions), the Mayor had confirmed that he will be adding as a manifesto commitment the development of the Student Living and Staying Strategy, working with the five Greater Manchester universities and student unions.

(3) In relation to assessment and feedback, the University was working with the Union to consider short-, medium-, and long-term goals and recommendations.

(4) Ongoing concerns about the inadequacy of financial support for students (the recently announced 2.5% increase in the maintenance loan represented a real terms reduction). The report highlighted the impact on students from a Widening Participation (WP) background (only 40% of WP students reported additional financial support from their family, compared to 73% of non-WP students)

(5) Ongoing work between the University and the Students Union to prepare for the implementation of the Higher Education Freedom of Speech Act from 1 August 2024 (the opposition to the recent launch of a student Pro-Life Society was referred to above).

8. Finance matters: report from Finance Committee

Received: a report updating the Board of Governors on the matters considered and decisions made by Finance Committee at its 5 February 2024 meeting.

Reported:

(1) The Committee received an update on ID Manchester. The Joint Venture had now moved into the delivery phase with the Renold building expected to be open as an innovation hub for early-stage companies by Autumn 2024. The Investment Zone status for Greater Manchester was a huge step forward and included a £15m grant for infrastructure in ID Manchester, and other changes had improved the likely (long term) financial model/return to the University. The Committee commended the ongoing work which demonstrated long-term, legacy thinking for the University and the city/region.

(2) The Board had approved the adoption of Total Return on endowments in July 2023 and the Committee had considered the approach and merger of existing funds so that the University was making the best use of money donated. The Chief Financial Officer (CFO) and Director of Financial Services had explained the position in detail at the Committee, and the Committee was content to recommend the approach as set out below to the Board and commend the work of the CFO and colleagues.

(3) All remaining issues regarding the Corporate Power Purchase Agreement (CPPA) had now been agreed and the contract was ready for signature, subject to Board approval. The CPPA would enable provision of circa 60% of the University's electricity demand to be generated from brand new solar infrastructure (through Medebridge based in Ockendon, Essex-the facility was due to come online in Q2 2025). Once operational, Medebridge will power the equivalent of 20,000 homes, off-setting 15,000 t/cO₂ from the atmosphere. The University will contract to purchase 80% of this output (58gWh).

Noted:

(1) Work on endowments had included risk assessment to ensure compliance with Charity Commission requirements.

(2) A repository on Diligent for the most referenced documents would be helpful and the Governance Office was asked to progress this. **Action: Deputy Secretary**

(3) There was no news yet on financial implications of any action taken by the Information Commissioner's Office in response to the cyber incident

Agreed to approve:

(1) The delegation of authority to Finance Committee to approve the relevant documentation for the adoption of Total Return and the proposed restructuring of some of the endowments. (Endowments and Total Return update)

(2) The moving of funds into existing merged expendable funds subject to resolving any final queries and the relevant revised trust deeds and supplementary deeds (Endowment Restructure Project (Phase 2): Endowments Transferred into Existing Merged Expendable Funds)

(3) The merging of ten funds into one new merged Ashburne Hall fund, the new merged endowment trust deed and the public benefit statement.

(4) The Corporate Power Purchase Agreement (cPPA) Contract.

(5) The Task Force For Climate Related Financial Disclosures (TCFD) Report on University Investments for the Year Ended 31 July 2023 for publication.

(6) In relation to the approach to change report (item 6 above), the Committee endorsed the problem diagnosis, and the intent and broad direction of travel within, whilst emphasising the need to see specific examples in future meetings of how this approach was being applied.

9. External Stakeholder Survey (including reference to earlier Stakeholder Mapping)

Received: the latest External Stakeholders Survey (ESS).

Reported:

(1) The External Stakeholders Survey (ESS) was a key component of the University's planning and accountability cycle and had been undertaken every two years since 2005. The tenth iteration was conducted over summer and autumn 2023. Appended to the report was the external stakeholder map presented to the March 2023 Board meeting.

(2) The survey was one of the most positive to date and found that the University's overall reputation was very strong, with notable reputational advances in civic engagement, innovation, health and social responsibility.

Noted:

(1) The survey revealed that only 14% of stakeholders were aware of the bi-centenary. This was in part attributable to the timing of the survey, noting concerted efforts to raise awareness since the launch Light Up event in January 2024. There was much greater awareness amongst the alumni community and there was clear potential to leverage further alumni interest in developing their ambassadorial role.

(2) Commissioning of a broader, global survey was under consideration.

(3) The importance of ensuring recognition and understanding of the University's commitment to technical education and its contribution to improving vocational skills.

(4) The importance of assessing the views of all the stakeholders set out in the March 2023 Board map, in particular the views of students and staff.

(5) The potential to integrate views of all internal and external stakeholders identified in the March 2023 Board map into a single document. **Action: Director of Marketing**

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

Noted:

(1) The latest Board forward look.

(2) The incoming President and Vice-Chancellor, Prof Duncan Ivison, was visiting the University next month and would attend the March Board meeting.

(3) Daniela Caselli has stepped down from the Board and an elected replacement member from Senate would be sought in due course.

(4) In the absence of the Chief Executive Officer of Manchester Innovation Factory on health grounds, Tony Raven had been engaged in an executive role on a consultancy basis and had stood down from the Board until that assignment was concluded.

11. Senate

Received: a report from the meeting of Senate held on 20 December 2023 and a brief verbal update from the meeting held on 14 February 2024 (as noted above the first meeting of the Student Experience Programme Evaluation Group would take place on 22 February 2024).

12. Planning and Resources Committee

Received: the report from the meetings held on 19 December 2023 and 30 January 2024.

Noted: confirmation that the Committee had endorsed the acceptance of potential lead gifts as outlined in the report and subject to confirmation these would be presented to the Board for approval in due course.

13. Board Committee reports

i) Audit and Risk Committee (31 January 2024)

Received: the report from the Audit and Risk Committee meeting held on 31 January 2024.

Reported:

(1) The Committee had approved minor amendments to its terms of reference. In reviewing the latest Uniac Progress Report, the Committee focused on two reviews with high-risk findings, UK Visas and Immigration (UKVI) Compliance – Student Attendance and Treasury Management, noting that in both cases management action on recommendations was being treated as an urgent priority. The International Travel review highlighted broader cultural and behavioural issues which had surfaced in earlier reviews seen by the Committee which had been referred to People Committee.

(2) The Committee proposed that the planned in-depth session on the Risk Register at the Board should take the form of a deeper dive into the risk of Failure of the Operating Model (Risk 7) at the May Board (either as part of the Strategy Day or the subsequent Board meeting) following consideration at the April Committee meeting

(3) The Committee welcomed the revised approach to change and reporting (see item 6 above)

Agreed: to endorse the plan for a deeper dive into the Failure of the Operating Model as outlined above, and to confirm that the Board should take an in-depth look at the Risk Register at least on an annual basis.

Action: Director Compliance and Risk and Deputy Secretary

ii) People Committee (7 February 2024)

Received: the report from the People Committee meeting held on 7 February 2024.

Reported:

(1) The meeting had been positive with good progress being made in relation to agreed priorities (noting that updates on People and OD and Equality, Diversity and Inclusion strategy implementation would be considered at the next Board meeting).

(2) Congratulations were extended to all involved in the achievement of the Athena Swan (AS) Gender Equality Charter Silver award.

iii) Nominations and Governance Committee (13 December 2023)

Received: the report from the Nominations and Governance Committee meeting held on 13 December 2023.

Noted: the Committee would meet with shortlisted firms bidding to be the University's longer term Lay Board member recruitment partner on 6 March 2024.

Agreed: to appoint Kathryn Leopold as Chair of the Alumni Association for a further year until May 2025 noting that work on planning for a successor will take place in 2024.

Action: Director of Development and Alumni Relations

iv) Remuneration Committee (10 December 2023)

Noted: confirmation that the recommendation from the meeting of the Committee held on 10 December 2023 had been approved by the special meeting of the Board on 13 December 2023 and was included in the minutes of that meeting (see item 2 iii) above). Once final, outstanding details of the total remuneration package were confirmed, details would be publicised, before the incoming President and Vice-Chancellor took up post,

14. Secretary's report

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

15. University-Union Relations Committee (7 February 2024)

Received: a report from the meeting of University-Union Relations Committee held on 7 February 2024.

16. Dates of remaining meetings in 2023-24

Noted: meeting dates in 2023-24 as below (unless stated, lunch from 12pm, briefing 12.30-2.30pm, meeting 3-6pm, supper 6-c7.30pm (all meetings in person)

- Tuesday 19 March
- Wednesday 22 May (Strategy Day, all day from 9am): Board meeting Thursday 23 May (am)
- Wednesday 24 July (timings for the Board briefing and the Board meeting will be adjusted to reflect timing of the celebratory event marking the end of Professor Dame Nancy Rothwell's term of office as President and Vice-Chancellor: further details confirming this to follow)