

The University of Manchester

## **BOARD OF GOVERNORS**

Thursday 10 October 2024

*Present:* Philippa Hird (Chair, except item 22), President and Vice-Chancellor, Ann Barnes (Deputy Chair, in the chair for item 22), Lexie Baynes, David Buckley, Anna Dawe (by videoconference, until item 12), Deirdre Evans (by videoconference, until item 9), Prof Danielle George (from item 5), Guy Grainger (by videoconference, until item 12), Dr Reinmar Hager, Nick Hillman, Katie Jackson, Tom Jirat, Prof Paul Mativenga, Jatin Patel, Robin Phillips, Dr Hema Radhakrishnan, Prof Fiona Smyth, Prof Soumhya Venkatesan and Natasha Traynor (Associate Member, until item 21).  
(19 members)

*Apologies:* Tony Raven

*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, Matt Atkin, Executive Director of Planning (item 4), Prof Alice Larkin, Academic Lead, Energy Beacon (item 9), Prof Nalin Thakkar, Vice-President, Social Responsibility (items 10-12), Sinead Hesp, General Counsel and Executive Director of Legal Affairs and Board Secretariat (items 10-12), Ben Ward, Chief Executive Officer, University of Manchester Students Union (item 10), Dr Andrew Walsh, Executive Director for Research and Business Engagement (items 10-12) and Dale Cooper, Deputy Director (Strategic Partnerships), Development and Alumni Relations (items 10-12).

*(To ensure the requirement for a lay majority of members was fulfilled, the President and Vice-Chancellor and Prof Danielle George did not participate in decision making on items where Board approval was required.)*

### **1. Declarations of Interest**

**Noted:** there were no new declarations of interest.

### **2. Minutes**

**Agreed:** the minutes of the meeting held on 24 July 2024.

### **3. Matters arising from the minutes**

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

### **4. New strategy development-launch of Manchester 2035**

**Received:** a link to the [President and Vice-Chancellor's inaugural address](#) and a brief slide deck setting out headline approach and timeline for development of the new strategy, [Manchester 2035](#).

**Reported:**

(1) The inaugural address had set out the need for the University, to become more impactful, more innovative, more committed to excellence in teaching and research and

more engaged with the community than ever before over the next decade. This was in response to megatrends shaping the sector and society nationally, regionally and globally.

(2) The ten-year timeframe for the strategy was important to ensure that it captured the necessary scale of ambition.

(3) The emerging strategy contained five themes to help frame discussion and arrive at the choices necessary to ensure that it has impact and meaning. Noting that others might emerge in the course of engagement with the University community (and that innovation was an underpinning theme), the five themes were: Advancing Social Responsibility: Accelerating our Research Impact, Reimagining Student Experiences, Funding a World-Class University for the Future: and Becoming One University.

(4) Some changes were already underway to ensure that delivery of the strategy was facilitated, for example, rationalising and streamlining the senior management committee structure, a changed approach to communications and engagement and the creation of [Unit M](#), connecting different capabilities from around the campus to catalyse the regional innovation ecosystem. As noted below, in the President and Vice-Chancellor's report (Item 5), in response to the disappointing National Student Survey results, there was full commitment amongst SLT to the delivery of 15 identified key actions across faculties by the end of January 2025.

(5) Relevant and appropriate metrics to monitor the delivery of the strategy was an integral next step, noting that there was an opportunity to develop success metrics alongside the strategy.

(6) There would be at least six touchpoints for the Board as the strategy emerged from the listening and discussing phase (October 2024-January 2025) to testing (February-May 2025) and approval and publication (June-October 2025). Pairs of Senior Leadership Team members would take the lead on the five themes, each of which would include thought pieces setting out a range of potential future scenarios in 2035, to engage the community and evaluate options.

**Noted:**

(1) From Board members (in all categories) who had attended the inaugural address, the very positive response from the University community.

(2) The importance of the strategy being distinctive and providing clear differentiation between the University and its peers: the collaboration between the University and the city-region and the opportunities available through devolution provided this point of difference.

(3) The importance of inclusive innovation as a concept to assist the evolution of the strategy: this included facilitation of interdisciplinary activity and openness to academic knowledge as part of policy development.

(4) It was important to frame the provision of an excellent research environment and an excellent student/learner experience as mutually supportive and to support that framing throughout the institution.

(5) Enhanced learner analytics were vital to develop better understanding and thus improvement of the learner experience.

(6) The focus on improving the pace of research impact did not preclude continuation of research in areas which did not have immediate and discernible impact.

(7) Development of discrete work packages would be an essential element in the development of the strategy.

(8) The strategy needed to focus beyond immediate issues and priorities: however, resolution and achievement of these would help to enable focus on the bigger picture and wider ambition.

(9) The “Becoming One University” theme was as much about approach and behaviour as structure and process, noting that a standard approach to key issues to enhance overall experience did not require homogenisation.

(10) The process of developing the *Manchester 2035* Strategy would include reflection on the implementation of the current strategy, covering both successes and areas where there was still work to be done.

## 5. President and Vice-Chancellor’s report

**Received:** a report from the President and Vice-Chancellor. The report covered the following:

- Initial engagements and induction to the University (including interaction with external stakeholders).
- Development of the *Manchester 2035* Strategy as outlined in the previous item.
- Evolving how the University’s most senior leadership operates: this included rationalising governance as outlined above, and the mobilisation of the “Top 200” as a group that will be central to the design and delivery of the revised University strategy.
- Review of the University’s current position in global research rankings.
- The budget building process.
- Engagement with the sector (including mission groups) and government.
- Future approach to debate and communications (see also item 10 below)

### **Noted:**

(1) In the development of the new strategy, a decision had been made not to alter the University’s core values and purpose, as there was broad consensus that these were still appropriate. As noted above, focus was on the choices that the University needed to make to become a truly distinctive and world leading institution.

(2) Media reports indicated that the new government was considering an increase in the home undergraduate tuition fee in line with inflation as a stability measure, although it was unlikely that there would be definitive news on this before the Budget announcement later in the month. There had also been some commentary about the possible reintroduction of the student maintenance grant and the level of the maintenance loan was a priority for the University. There was continued concern at government level about the financial viability of some institutions and the potential destabilisation that would result from the failure of one or more providers.

(3) In response to the disappointing National Student Survey results, there was full commitment amongst SLT to the delivery of 15 identified key actions across faculties by the end of January 2025. These were foundational requirements that, once in place, would provide a platform to tackle further issues – including poor student facing systems and digital platforms (including a lack of learning analytics), an overly complex curriculum, and better support for staff to deliver high quality teaching. This was essential to improve learner experience and address potential wider reputational impact.

(4) Initial indications were that student recruitment was slightly below target (with international and, especially, postgraduate markets impacted), however when compared to the sector more broadly (including some Russell Group peers) the University’s position was relatively healthy.

## 6. Appointments to the Board: recommendations from Nominations and Governance Committee (10 October 2024)

**Received:** a verbal report from the Chair, following the meeting of Nominations and Governance Committee earlier in the day to consider recommendations for appointment of lay members to the Board to fill the three current vacancies, following a search process (assisted by Saxton Bampfylde) for candidates against the role descriptor agreed by the Board.

**Agreed:** that the following be appointed, subject to completion of formalities for three-year terms ending on 31 August 2027:

- Kerris Bright (Chief Customer Officer, BBC)
- Paul Thwaite (Chief Executive Officer, Nat West Group)
- Emma Wade-Smith (Senior Vice-President, Government Affairs, De Beers Group)

## 7. Student context- Key issues for the student experience

**Received:** the latest student context report from the two student Board members.

### Reported:

(1) The report emphasised the close and inseparable relationship between the academic and broader student experience.

(2) This report was, and future reports would be, evidence based and solutions focused, informed by the work of the Students' Union's in-house Research and Insight Team and drawing on findings from the 2023-24 Undergraduate Insight Report, [Educate MCR](#).

(3) The incoming Students' Union executive team were committed to maintaining the close and effective relationship with University senior management which distinguished Manchester from many of its peers.

### Noted:

(1) The potential to glean further useful information (at both sector and institutional level) from review of recent annual [HEPI/Advance HE Student Academic Experience Survey](#) reports.

(2) The report highlighted the inconsistencies of the current academic advisor system and the need to explore alternative approaches and models

(3) The Educate MCR survey indicated that levels of loneliness and developing a more consistent sense of student belonging were areas to address.

(4) The University's size, scale and complexity were all potential contributory factors to comparatively low NSS scores: however, other institutions of comparable (if not the same) size had managed to achieve consistently better outcomes and as noted above, senior management were committed to achieving improvement.

(5) Comment on the relatively low score in the Educate MCR survey for personalised experience of learning. As noted in the President and Vice-Chancellor's report, improvements to student facing systems and digital platforms (including improved learning analytics), simplifying an overly complex curriculum, and providing better support to enable staff to deliver high quality teaching, would all help to effect improvements in this area.

(6) The Union had scored relatively well in response to the NSS question about how well it represented students' academic interests, but there was more to do achieve the sector leading metrics achieved by, for example, the University of Sheffield Students' Union.

## **8. Finance matters: report from Finance Committee (25 September 2024)**

**Received:** a report on matters considered and recommendations and decisions made by Finance Committee at its 25 September 2024 meeting.

### **Reported:**

(1) The Committee had approved the following: Endowment Budget for 2024-25, Tax Strategy, Treasury Annual Report including a change in term of the banking contract and the Treasury Management Policy.

(2) Other matters considered by the Committee included the latest Strategic Change update.

### **Noted:**

(1) The proposed replacement Revolving Credit Facility (RCF) and the Private Placement Financial Covenant Amendments were presented for approval following action by the Chair of the Committee after recent conclusion of arrangements post Committee meeting. The Board was reminded that the RCF was a contingency and not expected to be used, and the replacement facility had been obtained at a very competitive rate.

(2) There would be a further opportunity to revisit the Responsible Investment Policy in the context of conversations and outcomes from the strategy refresh: an open meeting on the University's approach to investments was planned, involving the Senior Leadership Team and the Students' Union Executive.

### **Agreed:**

(1) The Resolution on the Adoption of Total Return for Endowments and associated appendix

(2) The updated Policy for Responsible Investment

(3) The proposed Replacement Revolving Credit Facility and the Private Placement Financial Covenant Amendments.

**Action: Chief Financial Officer**

## **9. Research Presentation**

**Received:** a presentation from Prof Alice Larkin, academic lead for the Energy Beacon.

### **Reported:**

(1) The role of Beacons in facilitating inter-disciplinary collaboration and cross-sector partnerships, tackling global challenges. Energy was one of five such Beacons

(2) The University's research was at the forefront of progress towards energy transition, working to mitigate the impact of climate change, enabling a future just and prosperous future. Research covered society and governance, infrastructure, innovation and remediation.

(3) The strategic aims of the Beacon were: to strengthen internal cohesion and mutual understanding: raise the profile of the University's energy research with external stakeholders: and help the University's energy researchers reach collective potential.

(4) The presentation highlighted examples of research relating to health and energy, hydrogen and off-shore renewable energy, and also emphasised the breadth of academic staff involved.

**Noted:**

(1) There was a separate, broader group, comprised of academic and Professional Services staff, reviewing the University's sustainability challenges (including most recently, for example, the update Travel Plan).

(2) The University's significant contribution to climate change research did not obviate its own decarbonisation obligations.

(3) The importance of knowledge exchange and transfer, and their contribution to raising the profile of the University's energy research.

(4) Discussion about the increased opportunities for undergraduate students to be involved in relevant projects.

(5) The potential for more research in relation to storage, albeit funding available for research into batteries was relatively modest and concentrated in a small number of institutions.

(6) Notwithstanding the success of the Beacons, the potential to explore other mechanisms to engage.

## 10. Freedom of Speech and Hard Conversations

**Received:** a report updating the Board on the current legislative position and confirming the University's commitment to provide an environment which enables respectful and informed debate of challenging and contentious topics.

**Reported:**

(1) At the meeting on 24 July, the Board received a report summarising the key aspects of the Higher Education (Freedom of Speech) Act, 2023 ("the Act") for Universities in England, and how the University was responding to those changes. This included development of an overarching Policy and a revised Code of Practice to ensure consistency with the new legislation.

(2) The Board agreed to approve the Policy and Code and noted that should the implementation of the Act be paused by the new government, the approval of the Policy and Code would be in principle and subject to further review as required if there was change to legislation and/or guidance. In the event, shortly after the last Board meeting (on 26 July), the Secretary of State for Education confirmed that she had stopped further commencement of the Act in order to consider options (including possible repeal).

(3) Further announcements from the government on the future of the Act were awaited but indications from sector wide groups were that the Act was unlikely to be implemented. If the Act was repealed, a self-regulatory approach, including refreshed and strengthened Office for Students (OfS) Conditions of Registration was a likely direction of travel (this could include for example, a requirement to resubmit Freedom of Speech Codes of Practice to the OfS). This would allow the OfS to maintain regulatory

oversight of free speech and academic freedom in a less onerous, more light touch way than is proposed by the Act.

(4) Once there was clarity about the government's intentions, any necessary revisions to the revised Code of Practice and Policy (for example, removing references to the Act) would be brought back to the Board for approval.

(5) The University remained an environment where freedom of expression and academic freedom were integral, and this was underpinned by legislation and the University's own governing instruments. It was essential to provide an environment which enabled expression of different perspectives and debate about challenging and contentious issues in a civil and mutually respectful way.

(6) At meetings in 2023-24, in addition to the centrality of academic freedom and freedom of speech and confirmation of the University's charitable and legal obligations, the Board had endorsed the University's position as below:

- i) The importance of accepting views that may be diametrically opposed provided that they are not illegal or disrespectful of others: this included both protecting the right to lawful, peaceful and respectful protest and taking action when protest was not peaceful or respectful and when normal activities were significantly disrupted.
- ii) The implications of the University stepping away from a neutral role, noting and completely respecting the rights of individuals to take personal actions.
- iii) Awareness that all university alliances and research collaborations were compliant with applicable national and international statutory and regulatory requirements.

(7) The University operated within established ethical frameworks (for example in relation to research and philanthropy: see item 12 below)

(8) It was important to consider the commitment to freedom of expression alongside legal obligations and commitments in relation to diversity, noting that the manner and context (as well as content) of expressed views were key and essential in order to maintain good campus relations.

(9) The different charitable law context for Students Unions, noting that the Charity Commission's stance could, on occasion, be antithetical to expectations in relation to freedom of speech. The Charity Commission's approach did not fit easily with complex, multi-purpose organisations, such as students' unions, which included political entities (like student political societies) and this could result in tensions.

(10) The Students' Union worked constructively with the University to enable a rigorous approach to review of external speakers, whilst enabling events to proceed in accordance with agreed policy.

**Noted:**

(1) The importance of providing an environment which encouraged students to think critically and debate difference in an open and respectful way: this was a core skill which should be embedded across the curriculum.

(2) The strategy relaunch provided an opportunity to reconsider what it means to be a socially responsive university and what this in turn means for the student experience and broader policy. Consultation on the new strategy would enable full exploration of these issues, and there would be further opportunities for students to ask relevant questions of the University leadership.

(3) Whilst strengthening of OfS Conditions of Registration, including extension of the public interest governance principles, was a likely direction of travel, a judicial review of the decision to pause the legislation had been issued.

## 11. Research Relationships Oversight Group and Gift Oversight Group-Annual Reports

**Received:** the annual reports from the Research Relationships Oversight Group and Gift Oversight Group (this included a record of decisions made by each Group). The *modus operandi* of the Groups was analogous, and they had the same membership.

**Reported:** details of a small number of gift approaches or research opportunities declined following consideration by the respective Groups

### **Noted:**

(1) Both Groups were cognisant of the obligation to accept money offered to further the University's charitable objectives. Exceptions to this were cases where due diligence revealed significant reputational or other risks which outweighed the financial benefit.

(2) In the context of the imminent Campaign, where the University would be increasing its scale of philanthropic ambition, it was important to revisit risk appetite.

(3) Provided the need for strict confidentiality was recognised and maintained, there was potential to add a student member to both Groups.

(4) In practice the reserve power to consult on cases with a nominated Board member was very rarely used.

### **Agreed:**

(1) Both Groups be asked to reconsider risk appetite in light of the above discussion and the increased ambition arising from the Campaign.

(2) That the Groups consider the addition of a student member, noting the need to maintain strict confidentiality.

(3) On the rare occasions when there was a need to consult with a Board member, the default would be liaison with the Chair.

### **Action: Vice-President (Social Responsibility) and Deputy Secretary**

## 12. Research Integrity Statement

**Received:** the annual Statement of Research Integrity.

### **Reported:**

(1) The University was required by its funders to produce an Annual Statement of Research Integrity to evidence that it complied with the Universities UK Concordat to Support Research Integrity. Previously, it had utilised the annual report of Research Compliance Committee as the annual statement. However, the University was now required to use a specific template.

(2) The Statement described the University's approach to the promotion of research integrity, recent projects and plans for 2024/25. It had undergone a consultation exercise



via Research Operations Group and been approved by Research Compliance Committee.

(3) Action on lessons learned as outlined in the report will be monitored through the Research Operations Group

**Agreed:** to approve the Statement for publication on the University website, subject to any comments received from members before 16 October 2024.

**Action: Deputy Secretary**

### 13. Chair's Report

**Received:**

- (1) Outcomes of Board evaluation for 2023-24
- (2) The Board focus areas for 2024-25
- (3) The Board forward look for 2024-25

**Noted:**

(1) In order to broaden members' understanding of the institution and increase Board visibility, there was merit in visits to Schools. Members were keen not to add additional events to the academic calendar and increase workload and asked that the potential for member visits to School Boards and student faculty forums (as observers) be explored.

**Action: Deputy Secretary**

(2) As in previous years, there was potential to move meetings around the University and members would be advised once arrangements were confirmed,

**Action: Deputy Secretary**

(3) There would be opportunities for members to engage with the Campaign during the course of the academic year.

### 14. Objectives 2024-25

**Received:** objectives for the Chair of the Board and the President and Vice-Chancellor for 2024-25.

**Noted:** the potential to add a specific Equality, Diversity and Inclusion objective to the objectives for the President and Vice-Chancellor.

**Action: President and Vice-Chancellor**

**Agreed:** with the above addition, to approve the Objectives for the Chair and the President and Vice-Chancellor for 2024-25.

### 16. Planning and Resources Committee

**Noted:** the report from the meeting of the Committee held on 17 September 2024.

### 17. Other Board Committee reports

#### i) Audit and Risk Committee (18 September 2024)

**Received:** a report from the meeting of the Committee held on 18 September 2024.

**Reported:** key areas of focus were:

(1) The Strategic Risk Register (cyber risk score remained unchanged, the geopolitical risk score had increased and a new risk relating to Artificial Intelligence (AI) had been added). It was noted that the imminent review of strategy and planned discussion of risk appetite would impact on future iterations of the Risk Register with the aim of making it more dynamic.

(2) The internal audit progress report: all reports had provided at least reasonable assurance. The percentage of overdue actions had increased slightly compared to the previous six-month period and this would be kept under close review.

(3) Approval of the 2024-25 internal audit plan: the final version of the 2023-24 internal audit annual report would be brought to the November meeting.

(4) An increase in the number of cases of admissions fraud amongst applicants, students and graduates. Overall numbers and impact were relatively low and mitigating measures were being put in place, and the Committee would be updated at its next meeting, including extent of involvement of agents.

(5) External audit: PKF were on course for timely delivery of the audit ensuring consideration by the Committee and Board at scheduled meetings in November.

**Noted:**

(1) Discussion about the emerging risk relating to AI as outlined above: this was in the early stages of development and would develop as the University's approach and strategy evolved. The report prepared by Prof Chris Taylor, Associate Vice President, Digital Strategy and Innovation seen by the Board earlier in the year was an excellent starting point and Prof Taylor was now working with the Strategic Change Office to develop a business plan and prioritised sequence of activities.

(2) The potential for AI to personalise the student learning experience.

**ii) Nominations and Governance Committee (10 October 2024)**

**Received:** a verbal report from the meeting of the Committee held earlier on 10 October 2024. Recommendations for appointment to the Board were considered under item 6.

**Reported:**

(1) The Committee had agreed that the next external governance review take place in 2025-26, after the conclusion of the strategy review.

(2) The focus of Board pairs would change, moving away from assigning pairs to faculties, PS, strategic goals and EDI and instead aligning members to the five themes in the emerging strategy (advancing social responsibility, accelerating our impact, reimagining student experiences, becoming one university and funding a world class university, with innovation as a cross-cutting theme). Members would be asked to express a preference for alignment to themes.  
**Action: Deputy Secretary**

(3) Given current operational challenges, the process of seeking lay Board members to chair panels convened to hear matters raised under relevant People related procedures was under review.  
**Action: Executive Director of People**

**iii) Remuneration Committee (23 September 2024)**

**Received:** a report from the meeting of the Committee held on 23 September 2024.

## 18. The role of the Board of Governors

### Received:

- (1) The Statement of Board Primary Responsibilities
- (2) Standing Orders of the Board
- (3) Scheme of Delegation
- (4) Membership of the Board from 1 September 2024

## 19. Annual update on members' legal obligations

**Received:** an annual update on members' legal obligations.

**Reported:** the report reminded members of the University's charitable status, set out members' fiduciary duties, compliance obligations to the regulator (the Office for Students) and the expectations of the Nolan Principles and the Committee of University Chairs Code of Governance. It also set out the Board's responsibility for strategic direction and risk management, its ultimate accountability for academic governance, and emphasised the Board's stewardship role, and its responsibility to ensure the University thrives.

## 20. Secretary's report

### Received:

- (1) Board attendance report for 2023-24
- (2) The report on Exercise of Delegations covering the recent award of Emeritus Professorships, and the use of the Seal.

## 21. Dates of meetings in 2024-25

**Noted:** dates of remaining meetings in 2024-25 as below: (unless stated, meetings will start at midday and some meetings will be followed by a working supper which should be finished by c7.45pm (all meetings in person)).

- Thursday 10 October 2024
- Wednesday 20 November 2024 (Accountability Review/strategy session 9am-2.30pm: meeting 3-6pm)
- Wednesday 11 December 2024 (joint meeting with Senate 4-5pm)
- Wednesday 19 February 2025
- Wednesday 19 March 2025
- Wednesday 21 May 2025 (Board Strategy Day: all day, from 9am)
- Thursday 22 May 2025 (meeting 9am-12pm)
- Wednesday 23 July 2025

## 22. Evaluation of Chair of the Board

**Received:** a report setting out the outcome of the 2023-24 anonymised evaluation questionnaire on the performance of the Chair of the Board.

**Noted:**

(1) Responses were extremely positive and demonstrated a high degree of confidence and respect for the Chair in performance of her duties. The report, including learning points and suggestions for consideration, had been discussed with the Chair.

(2) Recognition of the commitment and involvement of the Chair at events outside the Board meetings.

(3) Questions be reviewed and refreshed for the next survey, evaluating performance in 2024-25.

**Action: Deputy Secretary**