

THE MANCHESTER METROPOLITAN UNIVERSITY

BOARD OF GOVERNORS

MINUTES OF THE MEETING HELD ON 29 NOVEMBER 2019

Present: Ms Vanda Murray (Chair)
Ms Evelyn Asante-Mensah
Dr David Birch
Mr Darren Dancey
Mrs Janet Dawson
Mr Simon Duffy
Ms Lucy Follon
Mr Carlo Frondaroli
Mr Mohammad Habeebullah
Mr Norman Harrison
Professor Donna Lee
Ms Penny Macbeth
Mr Mike Perls
Professor Malcolm Press (for minutes 1828–1838 & 1840-1852)
Mr Miles Rothbury
Mr Mark St John Qualter
Mr Neil Thompson
Ms Karen Varty
Mx Anna Welsh

In attendance: Ms Pam Aspden (Head of Governance and Secretariat)
Mr Andrew Hewett (Director of Finance)
Professor Karen Moore (Chief Operating Officer)
Mrs Marie Morrissey (Head of Governance and Secretariat)
Ms Helen Barton (Director of Strategic Planning) for minute 1831
Mr Mike Sheppard (Director of Estates, Facilities and Capital Development) for minute 1835

1828 APOLOGIES

Apologies for absence were received from Ms Rowena Burns.

1829 DECLARATION OF INTERESTS

Board members were invited to declare any possible conflicts of interest on any matters being discussed at today's meeting. Mr Darren Dancey declared a possible conflict of interest in relation to the item on the appointment of External Auditor (minute 1834). Professor Malcolm Press declared a conflict of interest in relation to the item on the Vice-Chancellor's remuneration (minute 1839) and indicated that he would be leaving the meeting for that item.

1830 VICE-CHANCELLOR'S BRIEFING

The Vice-Chancellor presented an update (BG/19/45) on University and sector developments. The main points of discussion included:

1830.1 Key Issues Affecting the Sector

The key issues currently affecting the sector included:

- Value for money for students and taxpayers.
- Impactful research.
- Internationalisation.
- Pay and pensions.
- Societal issues including social mobility and mental wellbeing.

The Board was assured that the University was continuing to focus on:

- Efficiency and effectiveness.
- Income diversification.
- Areas of strength.
- Research to support economic growth and environmental sustainability.
- Internationalisation including growth in international partners and student numbers.

1830.2 Queen's Anniversary Prize

The Board was pleased to note the University's success in the award of a Queen's Anniversary Prize for Higher and Further Education for its multilingual poetry project, 'Mother Tongue Other Tongue'.

RESOLVED

that the report be received.

1831 ANNUAL PERFORMANCE REPORT: OVERVIEW OF KEY PERFORMANCE INDICATORS 2018/19

The Director of Strategic Planning presented a report (BG/19/46) on the University's Key Performance Targets, providing an overview of 2018/19 performance, progress towards 2020/21 targets and performance against the sector. The main points included:

1831.1 Overview of Performance

The report confirmed that the University had improved performance in almost all of its metrics and, in some areas, had already met its 2021 targets. Research performance was developing strongly and the University's Education metrics were also improving, with an improved NSS score, although performance in Graduate Outcomes remained more challenging.

The University was continuing to grow its international student numbers and diversify its income streams, but the pace of progress was slower than the internal targets and the wider sector.

More detailed analysis of progress against the thematic Education, Research and Knowledge Exchange and Internationalisation Strategies would be provided as part of the Board's schedule of business during 2019/20. It was suggested that the inclusion of lead indicators in these forthcoming Strategy updates, together with demographic breakdowns, where appropriate, would assist Governors further in monitoring performance.

Overall, the University was confident that it had the strategies, resources and processes in place to deliver the agreed strategic priorities and that it was on the right trajectory to continue the progress made on the delivery of a step change in performance and profile.

The Board welcomed the clarity of the report, the progress that had been made and the work taking place to achieve the 2020/21 targets.

1831.2 Future Strategy Development

The report also set the context for future strategy development, outlining the steps that the University was already taking to identify the priorities for the period beyond the current Strategic Performance Framework. During the coming year, the University would work with the Board to identify and define the extent of the University's ambitions to 2030, including metrics and targets. This would, in turn, inform the development of a new strategic performance framework for the period 2021 – 2026.

1831.3 Annual Report on Academic Quality and Standards

The Board received the University's Annual Quality and Standards Report for 2018/19, which provided an overview of the University's systems and processes for securing the academic standards of its awards and for enhancing the quality of the student learning experience, including an overview of student complaints, which were monitored annually by the Education Committee.

It was noted that more in-depth analysis would be provided on Good Honours in the Education Strategy Update in the Summer Term 2019.

RESOLVED

that the report be received.

1832 ANNUAL REPORT AND FINANCIAL STATEMENTS 2018/19, ANNUAL ASSURANCE RETURN AND FINANCIAL COMMENTARY

The Director of Finance presented for approval the draft Annual Report and Financial Statements for 2018/19, the Representation Letter to the External Auditors, and other associated annual returns (BG/19/47). It was noted that both the Audit Committee and the Finance and Resources Committee had reviewed and endorsed the Financial Statements.

RESOLVED

that the following be approved for submission to the Office for Students:

- Draft audited Financial Statements for 2018/19.
- Representation Letter to the External Auditors.
- Annual Assurance Return.
- Research Return.
- Financial Return and Commentary.

1833 AUDIT COMMITTEE ANNUAL REPORT

The Chair of the Audit Committee presented for approval the Audit Committee 2018/19 Annual Report (BG/19/48).

RESOLVED

that the Audit Committee Annual Return be approved for submission to the Office for Students.

1834 APPOINTMENT OF EXTERNAL AUDITOR

The Director of Finance and the Chair of the Audit Committee presented a report (BG/19/49) proposing that the University should commence a competitive tender process to appoint a new external auditor.

RESOLVED

that the proposed use of a competitive tender process to appoint an external auditor to commence with the audit for the 2019/20 financial year be approved.

1835 CONFIDENTIAL MINUTE

Not for publication in accordance with the Freedom of Information Act.

1836 ANNUAL STATEMENT OF COMPLIANCE WITH THE CONCORDAT FOR RESEARCH INTEGRITY 2018/19

The Vice-Chancellor presented for approval the Annual Statement of Compliance with the Concordat for Research Integrity (BG/19/51). The Statement formed part of the University's evidence for compliance with the UK Universities Concordat to support Research Integrity.

RESOLVED

that the Annual Statement on Compliance with the Concordat for Research Integrity be approved.

1837 ANNUAL REPORT ON THE IMPLEMENTATION OF THE PREVENT DUTY

The Chief Operating Officer presented the Annual Report on the implementation of the Prevent Duty (BG/19/52). The report confirmed the effectiveness of the University's Prevent-related policies and processes during 2018/19 and also included the annual return required by the Office for Students.

The Board welcomed the introduction of online training for all staff, complemented by face to face sessions for staff who needed it. Board members noted that the training was also available to them if they had not received the training via other means. It was also suggested that it would be useful to provide Governors with further information about the suite of training available to them, including Prevent and GDPR.

RESOLVED

that the Annual Report on the Implementation of the Prevent Duty be approved for submission to the Office for Students.

1838 MODERN SLAVERY AND HUMAN TRAFFICKING STATEMENT

The Director of Finance presented for approval the University's Modern Slavery and Human Trafficking Statement 2019 (BG/19/53), which was a requirement of the Modern Slavery Act 2015.

It was noted that a number of organisations had looked into their history in relation to slavery and it was suggested that the University could consider doing this.

RESOLVED

that the Modern Slavery and Human Trafficking Statement 2019 be approved.

1839 VICE-CHANCELLOR'S REMUNERATION AND REMUNERATION ANNUAL REPORT

The Vice-Chancellor withdrew from the meeting for this item.

The Chief Operating Officer presented a report on the Remuneration Committee's decisions relating to the Vice-Chancellor's remuneration (BG/19/54). Also attached to the report were the Vice-Chancellor's objectives for 2019/20 and the Remuneration Annual Report, which had also been approved by the Committee.

RESOLVED

to endorse the decisions of the Remuneration Committee in relation to the Vice-Chancellor's remuneration, the Vice-Chancellor's 2019/20 objectives and the Remuneration Annual Report.

1840 BOARD MEMBERSHIP AND APPOINTMENT OF CHAIR AND DEPUTY CHAIR

The Chief Operating Officer presented a report (BG/19/55) outlining recommendations from the Nominations and Governance Committee in relation to Board membership and the appointment of Chair and Deputy Chair.

The Board was reminded of the importance of maintaining a gender balance when considering future new appointments.

RESOLVED

that the following be approved:

- (i) The appointment to the Board of Sean Anstee as a Co-opted Governor for a three-year term of office from 1 December 2019 – 30 November 2022.
- (ii) The appointment of Andrew Watson as a co-opted member of the Finance and Resources Committee for a three-year term of office from 1 December 2019 – 30 November 2022.
- (iii) The proposed revised timescale for the appointment of Chair and Deputy Chair.

1841 BOARD EFFECTIVENESS

The Chief Operating Officer presented a report (BG/19/56) on Board effectiveness.

1841.1 Board Effectiveness Framework

The Board was reminded that, in addition to an external Board Effectiveness Review, which took place at least every four years, it had been agreed that a light touch review would be undertaken each year, via an online survey, to review progress. In addition, more immediate feedback was gathered from the Meeting Effectiveness Questionnaires, which were completed by a small number of Governors after each Board meeting, and the Chair had recently conducted one to one meetings with Governors.

1841.2 Results of 2019 Survey

The Board welcomed the positive results from the 2019 survey and noted the action which had been taken in response to comments on:

- the skills and diversity of the Board;
- the effectiveness of the use made of Board members' skills;
- the relationship with Academic Board;
- the use made of benchmarking data.

There was discussion about the induction of new Board members and it was noted that, since there would be two new Students' Union Officers joining the Board in 2019/20, advice would be taken from the current student Board members to ensure their effective induction.

RESOLVED

that the report be received.

1842 COMMITTEE TERMS OF REFERENCE

The Chief Operating Officer presented a report (BG/19/57) on proposed changes to the terms of reference and membership of the Finance and Resources Committee and Remuneration Committee.

The proposed changes aimed to provide greater clarity in relation to staff pay with the Remuneration Committee having responsibility for University Executive Group salaries and the Finance and Resources Committee having responsibility for all other staff salaries. There would also be some cross representation in the membership of the two Committees. It was noted that the terms of reference would be kept under review as it was acknowledged that the Finance and Resources Committee had an extensive remit.

RESOLVED

that the following be approved:

- (i) Revised terms of reference for the Finance and Resources Committee and Remuneration Committee.

- (ii) The corresponding changes to the Board's Scheme of Delegation.

1843 ACADEMIC BOARD REPORT

A report (BG/19/58) was submitted providing an update on business conducted by the Academic Board at its meetings on 2 and 30 October 2019.

RESOLVED

that the report be received.

1844 MINUTES OF THE BOARD MEETING HELD ON 28 JUNE 2019

RESOLVED

that the minutes of the Board meeting held on 28 June 2019 be approved as a correct record and signed by the Chair.

1845 ACTIONS ARISING FROM THE PREVIOUS MEETING

A report (BG/19/59) was submitted setting out actions to be taken following the meeting of the Board held on 28 June 2019 and progress made with regard to those actions.

RESOLVED

that the report be received.

1846 NOTES OF THE JOINT BOARD OF GOVERNORS AND UNIVERSITY EXECUTIVE GROUP STRATEGY MEETING HELD ON 10 AND 11 OCTOBER 2019

A report (BG/19/60) was submitted providing an update on business conducted by the Board of Governors and the University Executive Group at the Strategy Meeting held on 10 and 11 October 2019.

RESOLVED

that the notes of the of the meeting held on 10 and 11 October 2019 be approved as a correct record.

1847 BOARD OF GOVERNORS' ANNUAL REPORT 2018/19

A report (BG/19/60) was submitted providing an update on the current membership of the Board and a summary of the work of the Board and its Committees during 2018/19.

RESOLVED

that the report be received.

1848 ACTION TAKEN BY THE CHAIR

A report (BG/19/61) was submitted outlining actions that the Chair had taken on behalf of the Board in accordance with Article 6.2 of the Articles of Government.

RESOLVED

that the report be received.

1849 RISK MANAGEMENT UPDATE

A report (BG/19/62) was submitted by the Chief Operating Officer providing an update on risk management.

RESOLVED

that the report be received.

1850 OFFICE FOR STUDENTS LETTER ON REGULATORY COMPLIANCE

A report (BG/19/63) was submitted by the Chief Operating Officer about a letter received from the OfS in relation to compliance with regulatory deadlines.

RESOLVED

that the report be received.

1851 COMMITTEE REPORTS

The following reports were submitted for information:

- Audit Committee – 1 November 2019 (BG/19/64).
- Finance and Resources Committee – 31 October 2019 (BG/19/65).
- Nominations and Governance Committee – 1 November 2019 (BG/19/66).
- Remuneration Committee – 20 September 2019 (BG/19/67).

RESOLVED

that the reports be received.

1852 SCHEDULE OF AGENDA ITEMS

The Schedule of Agenda Items for 2019/20 (BG/19/68) was submitted for information.

RESOLVED

that the report be received.

Signature of Chair _____

Date _____