

**THE MANCHESTER METROPOLITAN UNIVERSITY**

**BOARD OF GOVERNORS**

**MINUTES OF THE MEETING HELD ON 21 MARCH 2003 IN THE BOARD ROOM, ORMOND BUILDING**

**Present:** Mr A T Booth (Chairman)  
Mrs A V Burslem  
Mr A Cooke  
Mr M N G Evans  
Professor J Finch  
Mr J R B Gould  
Mr C F Jeanes  
Mr P E Jones  
Mr J Martin  
Mr W Martin  
Professor K L Oglesby  
Mr R Saatchi  
Mrs S Smith  
Mr A J Strachan  
Mrs B Thomas  
Mrs J Warren

**In attendance:** Mr S Heaton (Clerk to the Board of Governors)  
Mr I W Hallam (Personnel Director)  
Dr M Wedgwood (External Relations Director)  
Mr A G Williams (Services Director)  
Mr J Atkins (Head of Estate Planning Services)

The Chairman opened the meeting by reminding the Board of the tragic and untimely death of Professor Peter Gacesa on 16 December 2002. The Chairman paid tribute to Professor Gacesa's work on behalf of the University and the Board of Governors.

**704 MEMBERSHIP**

**(i) Academic Board Nominee**

The Board received a nomination from the Academic Board in respect of Professor Leni Oglesby. The Board approved the appointment of Professor Oglesby to the Board for the remaining period of the term of office of Professor Peter Gacesa until 31 March 2004.

**(ii) Independent Members**

The Board received a recommendation from the Nominations Committee that two currently co-opted members, Mrs L Da-Cocodia and Mr J Martin, be appointed as independent members of the Board for a three year term commencing 1 April 2003.

The Board

RESOLVED

that the recommendation be accepted.

**(iii) Appointments to Standing Committees**

The Board approved the following appointments to Standing Committees:

- (a) Mrs J Warren to Audit Committee;
- (b) Mr J Martin to Finance and Personnel Committee
- (c) Professor L Oglesby to Estates and Services Committee.

**705 APOLOGIES FOR ABSENCE**

Apologies for absence were received from Messrs W Cairns, J Chapman, K Pathak and Mrs L Da-Cocodia.

**706 MINUTES**

RESOLVED

that the minutes of the meeting held on 29 November 2002 be approved and signed as a correct record.

**707 MATTERS ARISING**

***Minute 687 Race Equality Policy***

The Chairman reported that the Governor named as lead Governor on the Race Equality Policy was Mrs L Da-Cocodia.

**708 ACTION TAKEN BY THE CHAIRMAN**

It was reported in accordance with Article 6.2 that the Chairman had taken action on behalf of the Board in relation to the following matters:

<b>APPLICATION OF THE UNIVERSITY SEAL</b>	
Funding Agreement with NWDA re Digital Media U	29 November 2002
Collaboration Agreement with CSMA Ltd	29 November 2002
Advanced Bio-Process Shareholders Agreement	31 January 2003
Licence for Rooms at Wilmslow Park with Opal Trafford Limited	31 January 2003
<b>OTHER ACTIONS</b>	
Approved minor amendments to the Data Protection Policy	21 <sup>st</sup> February 2003

**709 REPORT OF AUDIT COMMITTEE**

The Board received a report of the Audit Committee (ref BG/03/03). In addition, the Secretary tabled at the meeting the 2001/2002 Management Letter in its final approved version. It was confirmed that this had been submitted to the Funding Council in order to meet their deadline of 28 February.

RESOLVED

that the report be received.

**710 REPORT OF THE FINANCE AND PERSONNEL COMMITTEE**

The Board received a report (ref BG/03/04). The Chairman, Mr Evans, commented on the recent Funding Council settlement. This had been good in parts but contained some disappointing elements, particularly in relation to research. University funding to the Students' Union had been increased following a benchmarking exercise with other similar institutions' Students' Unions.

The proposed tendering for banking services had been deferred so that negotiations over loan facilities could be combined with transaction banking, which it was hoped would produce a more favourable outcome overall for the University.

The Personnel Director's report drew attention to the University's Equal Opportunities and Race Equality Policy which had been chosen by the Funding Council as an exemplar.

The report also recommended the change of title of the Finance and Personnel Committee to Finance and Human Resources Committee and the addition of a further item to the terms of reference to read: “consider present and future workforce needs of the University”.

It was

RESOLVED

that the recommendation be accepted.

### **Capital Programme**

The Board received detailed papers relating to the Capital Programme proposals which had been considered by the Finance and Personnel Committee. The Chairman of Estate and Services Committee confirmed that a series of options had been considered and that the preferred option was the refurbishment of five of the floors of the John Dalton Tower for Science and Engineering purposes, with a further three floors to be commissioned in a basic but adaptable format.

Board members questioned the financial implications in detail and the impact on the University’s cash flow. Consideration was also given to the use of the SRIF finance.

The Vice-Chancellor assured the Board that the figures presented were worst case, and that there was every expectation that further funding would be made available to the University. This would have the effect of reducing the need to use the borrowing facility for which permission was now sought.

The Committee

RESOLVED

- (i) that the revised expenditure on the Estates Strategy be approved;
- (ii) to approve additional expenditure of £18m on John Dalton Tower;
- (iii) that the Financial Director be authorised to negotiate additional loan facilities to borrow up to £25m.

The difficulty of achieving the timescales involved in the two separate John Dalton projects was acknowledged, although in that context the timescale in relation to the John Dalton Tower was more critical. The Services Director commented on the levels of assistance being received from *UMIST*, who were able to provide laboratory space for teaching.

It was confirmed that the sale of Greystoke Hall had not yet been completed and that final discussions on the details of the contract were taking place on 21 March 2003, with a view to early completion.

The Committee

RESOLVED

that the report be received.

## **711 REPORT OF THE ESTATES AND SERVICES COMMITTEE**

The Committee received a report (ref BG/03/05). Mr Saatchi took the opportunity to draw the Board's attention to the high quality campus which the University was developing, with the All Saints West building nearing completion.

The impact of the bringing forward of the John Dalton Phase 2 project had knock on implications in relation to Loxford. This was being refurbished in order to house staff temporarily whilst the redevelopment of John Dalton Tower took place.

### **Crewe+Alsager**

Mr Saatchi asked for a progress report on the playing fields and the Pochins/Hall of Residence. The Board were informed that further meetings had taken place with the Duchy of Lancaster. Various proposals were now being considered and a further meeting was due to take place within the next fortnight. As far as the Halls of Residence were concerned the Financial Director had been leading negotiations which turned on price. Negotiations were continuing on this matter.

Mr Jones raised the issue of the appointment of the management team supervising the John Dalton project and the need for those projects to be carefully co-ordinated. The Head of Estates Planning outlined the approach being taken with consultants overseeing Phase 2 being charged with the responsibility of ensuring integration with Phase 1. In view of the importance of this matter the Vice-Chancellor suggested that a small meeting be set up with Governors with particular interest.

The Board

RESOLVED

that the report be received.

**712 REPORT OF THE NOMINATIONS COMMITTEE**

The Board received a report (ref BG/03/06). The Chairman drew attention to the recommendations in relation to Governor training and the suggestions in the appendix to the report. The Clerk confirmed that the documentation currently circulated to newly appointed Governors would continue to be circulated and the measures proposed were seen as additional. The Board asked that the programme of induction and development take on a structured format but with some element of flexibility to allow for further development. It was also suggested that performance measures needed to be developed and that there should be linkage with the Committee of University Chairmen Effectiveness of Governance Guidance. It was further suggested that in seeking to measure effectiveness the concept of added value should be incorporated. Methods of assisting Governors to expand their knowledge of academic agenda and perhaps the political agenda in relation to higher education were also canvassed.

The Chairman pointed out that a number of independent members were due to reach the end of their term of office later in the year and that steps were in hand to secure replacements where appropriate. Governors were invited to submit further names so that the pool from which the Governing Body could choose would be as wide as possible.

The Board

RESOLVED

that the report be received.

**713 REPORT OF THE WORKING PARTY ON THE EFFECTIVENESS OF GOVERNANCE**

The Board received notes of the meeting of the Working Party held on 7 March (ref BG/03/12). The results of the questionnaire had been analysed and in consequence a number of recommendations were made.

The Board

RESOLVED

- (a) that there should be a fourth formal Board meeting each year to be held in mid to late September to consider broad strategic issues;
- (b) that sub-committee reports presented to the Board should be taken as read, subject to a Governor's right to raise issues at the meeting if necessary;

- (c) that strategic discussions were the province of the Board as a whole but this did not preclude the possibility of Working Groups being established to consider the specific matters which would then be discussed at a full Board meeting.

In addition, it was agreed that as a matter of working practice each of the existing three Board meetings would contain a standing item under which the Vice-Chancellor would provide a brief commentary on current issues.

The Board then considered the recommendation of the Working Party that the Working Party itself be wound up and that the Nominations Committee terms of reference be broadened. The Board considered a draft of the terms of reference. Two minor amendments were proposed. At para 2 “governor development” to read “governor induction and development”. In the membership of the Committee, two independent members of the Board of Governors other than the Chairman and Deputy Chairman to be appointed, rather than one. It was also suggested that this would be an ideal committee to include an external member. The Chairman also indicated that he would anticipate the committee carrying out a further analysis of its proposed terms of reference and reporting back to a future meeting of the Board.

The Board

RESOLVED

- (i) that the proposals be accepted subject to the minor amendments proposed;
- (ii) that the thanks of the Board be recorded to the Working Party for its work over the past three years.

## **714 INTERIM STRATEGIC REVIEW**

The Board received a report from the Vice-Chancellor (ref BG/03/07) in which she outlined the process which the Strategic Review had followed thus far. The latest iteration was as a result of consideration by the Academic Board. This had resulted in the development and statement of some core commitments. The Vice-Chancellor was keen to hear governors’ comments and also formulate topics for discussion at the Away Day on 29 April 2003. The Board briefly considered the University’s external relations, its unique selling point, how one might measure the Strategic Review in quantitative terms and the implications of the merger of the University of Manchester and UMIST.

The Vice-Chancellor wanted the outcome of the Away Day to be a further step towards a definitive Strategic Plan document which could be given further

consideration by Directorate and reviewed finally by the Board of Governors on 4 July, prior to submission to the Funding Council by the end of July.

The Board

RESOLVED

that the report be received.

#### **715 RISK MANAGEMENT**

The Board received a report (ref. BG/03/08) with the latest version of the Risk Management Policy and accompanying documentation. The Risk Management Policy was amended to read in para 2 “The Risk Management Policy of the Manchester Metropolitan University will adopt best practice . . .”. The Board considered the risk matrix and the interaction of the probability and impact axes in relation to the risk rating. Further consideration would be given to the graphical presentation of this data.

The Board

RESOLVED

that the report be received.

#### **716 REPORT OF THE ACADEMIC BOARD**

The Board received a report (ref. BG/03/09) of the Academic Board meeting held on 5 March 2003. Discussions about the implications of the White Paper and its influence on the interim Strategic Review were detailed in the report. The Board also received the detailed report from the Director of External Relations.

The Board

RESOLVED

that the report be received.

#### **717 UPDATE ON MANCHESTER SCHOOL OF PHYSIOTHERAPY**

The Board received a report (ref. BG/03/10) on the proposal to include the School of Physiotherapy within the University. The main issue outstanding related to Human Resources. The detailed assessment of the contractual position in respect of the staff of the School of Physiotherapy was still in progress and until that was



completed the proposal could not be finalised. A further report would be presented to the next meeting of the Board.

**718 DEPUTY VICE-CHANCELLOR'S ACADEMIC REPORT**

The Board received a report (ref BG/03/11).

The Board

RESOLVED

that the report be received.

**719 REVIEW OF THE STUDENTS' UNION CONSTITUTION**

The Board received a proposal for review of the Students' Union Constitution (ref BG/03/13) supported by draft constitutional documents. The Students' Union President outlined the rationale behind the proposals. The current constitutional arrangement was that final authority within the Students' Union rested with General Meetings. However, as a matter of practice, it had not been possible to convene a quorate General Meeting for some years. Accordingly, it was now proposed to make the sovereign decision-making body of the Students' Union the elected Student Council. The Student Council should not be unfettered however, since it would be subject to powers which could be exercised at emergency General Meetings or at the Annual General meeting.

Board members raised questions about the mechanism for calling emergency General Meetings and the powers of such meetings. The role of the Annual General Meeting was also queried. There were a number of drafting matters in relation to the proposals which required further consideration.

The Board

RESOLVED

- (i) to approve in principle the move to a constitution in which the Student Council was the sovereign decision-making body of the Students' Union;
- (ii) that, in conjunction with the Chairman and Clerk, the Students' Union seek to carry out revision and clarification of those items identified by the Board of Governors as issues for concern.

The Board was also asked to consider a proposal to increase the number of sabbatical officers from seven to eight. The rationale behind the proposal was explained by the Students' Union President.

Board members felt that it would be inappropriate to agree to an increase in sabbatical officer numbers at the present time and suggested that the Students' Union seek to find other imaginative solutions to the problem outlined by the Students' Union President.

The Board

**RESOLVED**

that it did not approve any increase in the number of Students' Union sabbatical officers.

The Chairman noted that this was Mr Cooke's last Board meeting as a Governor and placed on record the Board's thanks to him for his contribution to the work of the Board

**720 ANY OTHER BUSINESS**

**(a) Return of confidential papers**

The Clerk confirmed that members wishing to dispose of confidential papers could do so via the Clerk.

**(b) Mr A J Strachan**

It was noted that Mr Strachan would be leaving the Board of Governors with effect from 31 March 2003, following appointment to a new post in Scotland. The Chairman placed on record the University's thanks to Mr Strachan for his contribution to both the Board of Governors and the business community in Manchester and the North West over a number of years.