

THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Wednesday, 10 October 2018

MINUTES

Present: Mr Andrew Spinoza (Acting Chair)
Mr Jim Hancock
Mrs Susan Lipton
Professor Silvia Massini

In attendance: Professor Dame Nancy Rothwell, Mr Edward Astle, Mr Mark Rollinson (Secretary), Miss Sally Ainsworth

Apologies: Mrs Catherine Barber-Brown
Mrs Gillian Easson, Pro-Chancellor
Mr Wakkas Khan
Ms Roz Webster

1. Welcome and Apologies

Noted: The Acting Chair welcomed everyone to the meeting, and noted that Gillian Easson, the current Chair, had stepped down from the Chair following relocation to New Zealand. The Committee thanked her for all her contributions to and leadership of, the Committee, and noted that a later agenda item would consider an interim replacement for 2018-19.

2. Declarations of Interest

No additional declarations were made.

3. Terms of Reference

Resolved: The Terms of Reference were noted

4. Minutes

Resolved: The minutes of the meeting held on 11 April 2018 were approved.

5. Matters arising

Reported: That the following appointments were confirmed: Mrs Ann Barnes, Mrs Bridget Lea, Mr Richard Solomons and Mrs Alice Webb as lay members to the Board of Governor from 1 September 2018; and the appointment of Ms Erica Ingham as a co-opted member of the Audit Committee, also from 1 September 2018.

6. Appointments to the Board of Governors, Board Committees and General Assembly

(a) In relation to the Board of Governors

Received: The following documentation was provided:

- (i) The membership of the Board of Governors as at 1 September 2018
- (ii) Biographies of the Board's current lay membership
- (iii) Board membership update

Noted:

- (i) Membership and biographical details.
- (ii) An update on those members whose terms of office would come to an end on 31 August 2019
- (iii) Vacancies that will arise at the end of the current academic year and the impact of the changes to Board size and composition that will arise from the impending revision of Statutes.
- (iv) Paul Lee will reach the end of his third and final term on 31 August 2019, and his retirement would enable the reduction in lay membership provided for in the revised Statutes to be reached naturally.
- (v) If for some reason there was a delay in approving the amended Statutes to enable this reduction, the Board could operate with a vacancy, until such time as the Privy Council approve the Statutes.

(b) In relation to the General Assembly

Received: The following documentation was provided:

- (i) The membership of the General Assembly as at 1 September 2018
- (ii) Details concerning lay members of the General Assembly whose current appointments will expire on 31 August 2019

Noted:

- (i) The membership list and details concerning lay members of the General Assembly whose current appointments will expire on 31 August 2019.
- (ii) Membership details would be discussed in conjunction with Agendum item 8.

(c) In relation to co-opted members

Noted:

- (i) The appointment of Trevor Rees as a co-opted member of Audit Committee expires on 31 August 2019 and he is eligible for re-appointment
- (ii) Jon Lamonte, co-opted member of the Finance Committee had stepped down from his position, due to relocation.
- (iii) A Board working group had been established to provide oversight of the North Campus project, and it was recommended that a suitably qualified and experienced (and non-conflicted) individual be co-opted to serve on this group

Resolved:

- (i) That, in relation to the renewal of the term of office of the co-opted member of Audit Committee, the Secretary take soundings from the Chair of the Audit Committee and (subject to satisfactory response) then approach Trevor Rees to see if he wished to serve a further term on the Committee. **Action : Deputy Secretary**
- (ii) That a member of the Nominations Committee be involved with the recruitment process for the co-opted member to the North Campus Working Group and report back to the Committee. **Action : Deputy Secretary**

7. Review of Ordinances

Noted:

- (i) A paper on progress on the review of Ordinances.
- (ii) The Board had approved revisions to Statutes (in July 2018) and agreed that these be sent to the Privy Council for approval following the Board meeting which will consider revised Ordinances, to enable Senate to express an opinion on any Ordinances within its purview (this approach would enable the Board to make any further revisions to Statutes arising from the review of Ordinances before seeking Privy Council approval)
- (iii) At its July meeting, the Board agreed that Nominations Committee should play a role in steering the process of revision of draft Ordinances, noting that this approach was consistent with the Lauwerys Review recommendations for Nominations Committee to take on a broader governance role
- (iv) The Senate Effectiveness Task and Finish Group (SETFG) has been asked to act as a sounding board on changes to Ordinances within Senate's purview. Under an amended timetable agreed by the Board, the SETFG would report to the 14 February 2019 Senate meeting to enable Senate to express an opinion on changes to Ordinances within its purview to the 21 February 2019 Board meeting.

Resolved:

- (i) That the Chair of the Senate Effectiveness Task and Finish Group be invited to attend the December meeting of the Nominations Committee (which would need to be rearranged). **Action : Deputy Secretary**
- (ii) That the February meeting of the Nominations Committee be rescheduled so that it follows the Senate meeting, but precedes the Board meeting, to enable the Committee to report to the Board. **Action : Deputy Secretary**

8. Governance Review-General Assembly

Received:

A report which summarised the recommendations from the review of the General Assembly, commissioned as a consequence of the broader review of University governance arrangements in early 2017.

Reported:

To progress the review, the Committee needed to revert to consideration of size and composition of General Assembly. Key issues to consider included:

- optimal size, noting comparative data about similar bodies at other Russell Group institutions.
- once there is agreement on optimal size, the proportion of members in current membership categories once there was agreement on the relative size of different membership

categories, the process of reviewing current membership to achieve the desired overall size and shape (noting that, transitional provisions would apply to introduce agreed changes incrementally).

Noted:

- (i) It was important to ensure that revisions ensured that key local stakeholders, from a variety of fields, were included.
- (ii) Enhanced engagement with General Assembly members had been recommended in the review and members had received invitations to two specifically organised events (including one where members views were sought on the future University vision) , both of which take place before the next scheduled meeting of General Assembly on 16 January 2019. In addition, General Assembly members continued to receive details of University events and to receive the President and Vice-Chancellor's weekly update.

Resolved:

- (i) That the President and Vice-Chancellor liaise with the Vice-President for Social Responsibility to consider a refreshed membership for General Assembly and report to the December Nominations Committee (with a view to updating General Assembly on progress at its January 2019 meeting)

9. Replacement of the Pro-Chancellor and the appointment of an interim Chair of the Committee

Noted:

- (i) The current Pro-Chancellor, Gillian Easson had relocated to New Zealand for an extended and as yet undefined period of time. Gillian's second and final term of office as Pro-Chancellor was due to end on 31 August 2020 and she would remain in post in 2018-19 to allow the process of selecting a successor to be completed.
- (ii) The Pro-Chancellor was appointed by the General Assembly on recommendation from the Nominations Committee. An outline timetable for the process of appointment was presented to the Committee.
- (iii) An interim Chair for the Committee in 2018-19 was also required.
- (iv) It was expected that revisions to Statutes (and Ordinances) referred to above would be approved during 2018-19 and these changes include the Chair of the Board acting as Chair of the Nominations Committee. This would mean that, from 2019-20, the Pro-Chancellor essentially had two roles:
 - a) other than for conferment of degrees, deputising for the Chancellor (or acting as the Chancellor in the case of a vacancy); this would include chairing the General Assembly in cases where the Chancellor is unavailable;
 - b) being a member of the Nominations Committee, including acting as Chair for any matters relating to Chair of Board appointment or reappointment.

Resolved:

- (i) That the Secretary prepare a person specification for the role and proposed process for appointment and bring this to the next meeting. **Action : Deputy Secretary**
- (ii) That the January General Assembly meeting be asked to confirm process for appointment. **Action : Deputy Secretary**
- (iii) That subsequently, the Nominations Committee review any expressions of interest submitted and then make a final recommendation for appointment to the June 2019 General Assembly meeting. **Action : Deputy Secretary**

- (iv) That Jim Hancock be appointed as interim Chair of the Nominations Committee for the remainder of 2018-19. **Action : Deputy Secretary**

10. Future meetings:

Wednesday, 12 Dec 2018 (2:00 pm) * date subsequently rescheduled to **Tuesday 4 December at 2.00pm**

Thursday, 7 Feb 2019 (2:00 pm) * date subsequently rescheduled to **Thursday 14 February at 10.00am.**

Wednesday, 27 March 2019 (2:00 pm)

Thursday, 9 May 2019 (10:00 am)