

THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Tuesday, 4 December 2018

MINUTES

Present: Mr Jim Hancock (Chair)
Mrs Catherine Barber-Brown
Mrs Susan Lipton
Professor Silvia Massini
Mr Andrew Spinoza
Ms Roz Webster

In attendance: Mr Patrick Hackett (RSCOO), Mr Edward Astle (Chair of the Board), Mr Mark Rollinson (Secretary), Miss Sally Ainsworth, Professor Danielle George (for agendum item 5)

Apologies: Professor Dame Nancy Rothwell (President and Vice-Chancellor)
Mrs Gillian Easson(Pro-Chancellor)
Mr Wakkas Khan

1. Welcome and Apologies

Noted: The Chair welcomed everyone to the meeting, in particular Professor Danielle George, who was attending to speak to item 5 on the agenda.

2. Declarations of Interest

No new declarations were made.

3. Minutes

Resolved: Subject to a minor amendment (RSCOO added to those in attendance), the minutes of the meeting held on 10 October 2018 were approved.

4. Matters arising

Reported:

- (i) That Trevor Rees had been approached and had confirmed that he would be happy to continue as a co-opted member of the Audit Committee for a further term of three years, from 1 September 2019.
- (ii) That progress was being made with regards to the recruitment of a co-opted member to the North Campus Working Group and a member of the Committee would be involved in that process. The February meeting date had been moved to the 14th.

5. Review of Ordinances, including an update from Professor Danielle George, on the work of the Senate Effectiveness Task & Finish Group (SETFG)

Received:

- (i) An update on the review of Statutes and Ordinances
- (ii) A copy of the draft revisions to the Statutes
- (iii) An additional paper containing draft suggested revisions to Statutes arising from consideration by SETFG (final draft version of Statutes to be submitted to the Board of Governors, following review by the Nominations Committee).

Reported:

- (i) The Deputy Secretary updated the Committee on the background to and rationale for proposed changes to Statutes and Ordinances and progress since the Board meeting in July 2018. The Board had agreed that as part of the process of review of Ordinances, the Task and Finish Group established to consider Senate Effectiveness (SETFG), chaired by Prof Danielle George, should be used as a sounding Board, with the Nominations Committee being used to oversee and steer the process on behalf of the Board. SETFG had proposed some relatively modest further amendments to the version of Statutes considered by the Board at its meeting in July 2018. Specifically, this included adding back and/or inserting slightly more detail to those Statutes relating to the Board of Governors (VI), Senate (VII) and Faculties and Schools (XV).
- (ii) Professor Danielle George then updated the Committee on the work of SETFG, including the membership and terms of reference, and the proposed timeline of work. SETFG will submit their final amendments to the Senate at their February 2019 (13th) meeting, but will engage with Senate members in advance of the meeting, so that any issues can be dealt with in a timely manner. The final revised version of Statutes would be considered by Senate at its 13 February 2019 meeting, so that it could express an opinion prior to these being considered by the Board of Governors at their meeting (20 February 2019), with the Committee first considering proposed amendments at its next meeting (14 February 2019). The Board would be asked to recommend submission of revised Statutes to Privy Council after the February 2019 meeting.
- (iii) It was also intended to submit draft amended Ordinances to the February 2019 Senate and Board meetings. Provided that there was agreement that no further amendment to Statutes was possible after the February 2019 round of meetings, there was potential to delay finalisation of some elements of revised Ordinances until after that date. However, the intention was to submit the revised Ordinances to the February 2019 round of meetings for consideration and approval by the Board.
- (iv) Professor George thanked Mark Rollinson, Sinead Hesp and Gayle Ditchburn (external legal adviser, Pinsent Masons) for all their advice and guidance during the project.

Noted:

- i) Discussions were held regarding other potential future changes to the Statutes, (including the process of installing a Chancellor and the process to elect the Category 4 (other staff) member to the Board (ie the potential to broaden the electorate which currently comprised General Assembly members only). Statute XIII was not included in the current round of changes (as this was the subject of separate

- consultation with the Trade Unions) so there was potential for outstanding issues to be considered alongside Statute XIII in a second wave of amendments.
- ii) The DfE had advised informally that the Privy Council may not have oversight of Statutes for chartered universities in the future, so there is the potential that the University may be able to make future amendments in a more agile manner.
 - iii) Reference to the term “technical defect” in Statute VIII and whether this required further definition. (Secretary’s note; the University’s external legal advisers commented subsequently that technical defect in this context means a slight error in process which should not invalidate the action taken. They did not consider a further definition necessary but felt it was important to retain the word “technical” so that it was explicit that more substantial defects would not be allowed.)
 - iv) Members asked if the Ordinances review could be completed by the February deadline. Professor George informed the Committee that it was the intention to do so, and that SETFG were scheduled to meet a further three times before this deadline, in order to discuss the Ordinances.
 - v) Overall the scale of amendments to Statutes was modest compared to more radical, *ab initio* reviews undertaken in some other universities.
 - vi) In relation to Statute XV relating to School Boards, the proposed amendment was a reinsertion of text in the current version of this Statute.
 - vii) Professor George was thanked for her update and contribution to the meeting.
 - viii) The Committee had no substantive comment or amendment to the proposed revisions that had emerged from SETFG.

Resolved: to note progress on revisions to Statutes and Ordinances and receive a further report at the next meeting on 14 February (after the Senate meeting), prior to final sign off of documentation by the Board on 20 February.

6. Governance Review – General Assembly

Received:

A report which proposed the next steps in the review of the General Assembly, following consideration of the earlier report by the General Assembly in June 2018.

Noted:

- (i) The Deputy Secretary had met with the President and Vice Chancellor and the Vice - President for Social Responsibility to consider a refreshed membership for General Assembly, as agreed at the last Committee meeting. Subsequent discussions have been held with the RSCOO and the Chair of the Board. A potential model for future size and composition was appended to the report.
- (ii) The key points from the report to note were:
 - A proposed overall reduction in size in the order of 40%;
 - Removal of specific categories, 5-7 and 9-10 in favour of a more generic appointed category, i.e. “up to 50 other persons as may be nominated by Nominations Committee and approved by the Board and General Assembly”;
 - Appointed members continue to comprise a majority of the overall membership;
- (iii) A further more detailed report will be made to the next meeting of the Committee in February 2019, with General Assembly provided with a general progress report at its January 2019 meeting.
- (iv) Concern was expressed that a reduction in total membership numbers could mean significantly reduced overall attendance at meetings. It was noted further that if members were more engaged, this could result in better turnout at meetings.

- (v) It would be important to manage relationships with those who, after membership reform, will no longer be General Assembly members, in order to provide them with opportunity to remain engaged with the University, and feel that their contributions to the General Assembly have been valued. Other methods of staff engagement with key stakeholders will also need to be considered in the future.
- (vi) Given General Assembly's role as a civic engagement body, it was important to strike the right balance of internal and external members. (Alumni members in category 13 should not be classed as internal members).
- (vii) The potential to pause elections to the General Assembly scheduled for early 2019, given the clear intention to reduce the size of General Assembly. The normal maximum length of membership was currently fifteen years (five, three-year terms) and the norm in most governance bodies was a maximum of three, three year terms or nine years (this applied to the Board and was in the CUC Governance Code)

Recommended: given the intended reduction in overall size of the General Assembly, that the elections to the General Assembly in categories 11, 12 and 13 scheduled for 2019 be postponed.

Action: Deputy Secretary

Resolved: that the progress report to General Assembly include the following broad parameters for consideration:

- Overall membership of the General Assembly is reduced to between 80 and 100 members.
- Internal (ie staff, Senate and student) membership should comprise between 25% and 33% of overall membership (noting the category of alumni membership should be classified as external).
- As far as possible for external members, removal of specific categories in favour of a more generic appointed category, e.g. "up to xx other persons as may be nominated by Nominations Committee and approved by the Board and General Assembly. The nominations and appointment process will aim to ensure representation of a broad and diverse range of external stakeholders. This will include representatives from key local and regional public and private sector bodies."
- Maximum length of membership should be limited to three terms of three years (rather than five terms of three years as at present), with the retention of the clause permitting further periods of continuous membership provided that these are separated by at least a year (with consequent revisions to draft Ordinances).

Action: Deputy Secretary

7. Replacement of the Pro-Chancellor

Received:

A report concerning the process to appoint a new Pro-Chancellor from 1 September 2019. The report set out a proposed way forward, including timescale to appoint a replacement (the Nominations Committee recommends appointment of the replacement Pro-Chancellor to General Assembly). The report noted changes to the role of Pro-Chancellor arising from the review of Statutes and an outline of key requirements for the role.

Noted:

- (i) It was noted that either the role description or supporting materials should include some information about the time commitments necessary for the role. The important ceremonial role of the Pro-Chancellor was emphasised.
- (ii) There may be suitable nominations put forward from a wide range of people, not just those who are members of the General Assembly, and the report proposed inviting nominations from staff, students and alumni
- (iii) Members were happy with the proposed timeframe for the appointment process.

Resolved: to submit the report to General Assembly for consideration.

Action: Deputy Secretary

8. Future meetings:

Thursday 14 February (10.00am)
Wednesday, 27 March 2019 (2:00 pm)
Thursday, 9 May 2019 (10:00 am)

9. Any Other Business

Noted: there might be potential for a potential other individual **[Redacted-restricted information]** to be involved in the work of the North Campus Working Group, given his role at the University. The Chair of the Board undertook to raise this matter with the President and Vice-Chancellor.

Action: Chair of the Board