

THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Wednesday 15 January 2020

MINUTES

Present: Mr Edward Astle (Chair)
Mr Gary Buxton
Professor Danielle George
Mr Jim Hancock
Mr Nick Hillman
Mrs Susan Lipton
Ms Roz Webster

In attendance: Professor Dame Nancy Rothwell (President and Vice-Chancellor), Mr Mark Rollinson (Secretary), Miss Sally Ainsworth.

Apologies: Mrs Gillian Easson (Pro-Chancellor), Mr Patrick Hackett (RSCOO),

1. Apologies and Declarations of Interest

Noted: there were no new declarations of interest.

2. Minutes

Resolved: The minutes of the meeting held on 20 November 2019 were approved, with the addition of Richard Heeks as in attendance for part of the meeting.

3. Matters arising

Noted: Caroline Johnstone had been appointed as a lay member of the Board and Chair of Finance Committee, from 1 September 2020 (subject to her formal acceptance). Caroline will attend Board and Finance Committee meetings in this academic year, as an observer, and to shadow the current Chair of Finance, John Stageman.

4. Terms of Reference

Received: a report containing the draft amended terms of reference (ToR) for the Committee

Noted:

- i. The ToR document should be further simplified to remove soon to be redundant references to specific categories of General Assembly membership and include the main tasks of the Committee (i.e. to recommend Board and committee members and appointments including Deputy Chair of the Board) **Action : Deputy Secretary**

Resolved:

- i. The text “ shall be eligible to be nominated” be added to point 1 of the document **Action : Deputy Secretary**

ii. The change in clause 8 (To regularly review membership requirements of Board committees, sub-committees and ad-hoc groups and make recommendations to the Board for appointments to these bodies) be approved, and further changes circulated to the Committee for approval, before going to the February Board meeting for approval.

Action : Deputy Secretary

iii. The Governance Office assist committee chairs in reviewing committee skills profiles and report back to the Nominations Committee (noting that this would assist in succession planning) **Action : Deputy Secretary to lead**

5. Governance Review – General Assembly

Received: A report updating the Committee on further work carried out on the review of General Assembly membership since the meeting of General Assembly in June 2019.

Noted:

- i. That at its meeting later that day, the General Assembly would be asked to approve the recommendation that Nominations Committee carries out the work to populate the membership of the restructured General Assembly
- ii. The potential for current category 6 and 7 members (Professional bodies etc), to be considered as individual members
- iii. A key theme in the new strategic plan was civic engagement and the revised General Assembly would be a key mechanism in helping to deliver this. .

Resolved:

- i. Subject to comment from General Assembly, work on the population of the General Assembly to continue with the aim of providing a list of confirmed new members to General Assembly in June 2020. **Action : Deputy Secretary**
- ii. In consultation with the Vice-President for Social Responsibility and the Associate Vice-President for External Relations and Reputation, a work plan be devised, focusing on initial informal contact with prospective new members supported by appropriate and compelling marketing and promotional literature. **Action : Deputy Secretary**
- iii. To assist this process, members of the Board, Nominations Committee and the Senior Leadership Team to be asked to make initial approaches to potential candidates known to them. **Action : Deputy Secretary**
- iv. Consideration to be given to assignment of project management resource to this work (from outside the Governance Office). **Action : Deputy Secretary in discussion with the Vice-President for Social Responsibility and the Associate Vice-President for External Relations and Reputation**
- v. v. The categories of prospective members were not prescriptive and could be added to or expanded (e.g. adding Sport to Arts/Culture and adding Housing to Third Sector/Voluntary **Action : Deputy Secretary**
- vi. To achieve the reduction in category 3 General Assembly members (past or current Board members), current Board members to be asked to submit an expression of interest to the Deputy Secretary, if they are interested in remaining a member of the General Assembly, for consideration by the Committee. **Action : Deputy Secretary**

6. Pro-Chancellor appointment

Received: A brief update on practical arrangements to facilitate the appointment of a new Pro-Chancellor from 1 September 2020, noting that the proposed approach would be put to the meeting of General Assembly later on 15 January 2020 for approval

Resolved:

- i. The suggested timetable submitted in the report be amended, so that the launch occurs in March to enable a long list of candidates to come to the scheduled meeting of the Committee on 6 May. **Action: Deputy Secretary (to finalise nominations process and timetable and circulate to the Committee for information)**
- ii. A sub-group of the Committee be involved in the selection process after the 6 May meeting with delegated authority to make a recommendation for appointment to the General Assembly meeting on 17 June 2020. **Action: Deputy Secretary (to source dates for selection meeting and confirm sub-group membership)**

7. Potential further amendments to Statutes

Received: A brief report from the Deputy Secretary proposing further amendments to the Statutes to be considered

Noted:

- i. There is on-going work regarding Statute XIII and related Ordinances that is intended to be completed in the first half of 2020.
- ii. Statute IV and related Ordinance, concern the appointment of a Chancellor and discussions took place about changing the current electoral arrangements to an appointment process (the latter was the practice at the vast majority of peer institutions).
- iii. The advantages of a nominations process included explicit student involvement (students were currently excluded from the election), eliminating any risk of reputational damage through the election of an unsuitable candidate and attracting candidates who would be reluctant to stand in an election. It would be important to ensure that, if such a change was implemented, the full range of stakeholders were represented in the selection process. .
- iv. Statute VI 3.d concerned the election of a staff member to the Board of Governors. Currently those eligible to stand for election were staff members in category 12 of the General Assembly, a category which was reducing from twenty members to eight with the restructure of the General Assembly. The electorate comprised General Assembly members. There was potential to appoint following a nominations process (particularly given the reduced number of potential candidates and the nature of the electorate).
- v. Research into practice elsewhere had found that many institutions had adopted a nominations process to fill staff position(s) on the Board, with staff invited to nominate themselves against a role specification and the final decision being taken by a body equivalent to Nominations Committee.

Resolved:

- i. To begin work on revision of Statute IV and related Ordinance and this work should reference any examples of institutions moving from an elected to a nominated process for appointment of Chancellor. The intention was for a proposal to be submitted to the April Senate meeting and May Board for comment, with formal Board approval (following General

Assembly comment in June) at the July Board, prior to submission to Privy Council. (NB the above timetable will require circulation of draft proposals to the Committee for comment before the April Senate) **Action : Deputy Secretary**

- ii. To draft revisions to Statute VI 3d to enable a nominations process for the appointment of the staff member of the Board, and alongside this develop a draft role specification and nominations process for consideration at the next Committee meeting; both Senate and General Assembly would be offered an opportunity to express an opinion on the proposed change before Board approval. **Action : Deputy Secretary**
- iii. To receive a broad update on the ongoing work on Statute XIII and related Ordinances at its next meeting. **Action : Deputy Secretary**

8. Appointment of Deputy Chair to the Board of Governors

Received: A report detailing the process of appointing a new Deputy Chair

Resolved:

- i. The role description for the Deputy Chair be approved for circulation to the Board in the next Board pack., noting that expressions of interest will be invited at the February Board meeting, and any submissions will be considered by the Nominations Committee at the meeting on 6 May (with the potential for a sub group of the Committee to be subsequently involved in a selection process to enable a recommendation to be made to ensure the role is filled by the end of the current academic year).
Action : Deputy Secretary

9. Future meetings

Wednesday, 6 May 2020 (2:00 pm)

10. Any other business

The Committee were informed that a casual vacancy had arisen on the Board of Governors, category 3 (member of Senate), following Professor Aneez Esmail's resignation.

Because of the requirement for a balance of appointments across the three faculties, nominations for this vacancy were only open to Senate members in the Faculty of Humanities. One nomination was submitted, therefore there was no requirement to hold a ballot. Professor Claire Alexander had been appointed to the position and invited to attend the next Board meeting and the Accountability Review on 19 February 2020.