

THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Wednesday 6 May 2020

MINUTES

Present: Mr Edward Astle (Chair)
Mrs Gillian Easson (Pro-Chancellor),
Professor Danielle George
Bridget Lea
Mr Jim Hancock
Mr Nick Hillman
Mrs Susan Lipton
Ms Roz Webster

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

Apologies: Mr Gary Buxton

1. Apologies and Declarations of Interest

Noted: there were no new declarations of interest.

2. Minutes

Resolved: The minutes of the meeting held on 15 January 2020 were approved

3. Matters arising

None to report

4. Appointment of lay members of the Board

Received: a report containing details of the current terms of office of five lay members which will expire on 31 August 2020. All five members were eligible for reappointment and wished to be considered for a further term of office

(NB Bridget Lea and Nick Hillman declared an interest and took no part in consideration of their reappointment)

Noted:

- i. The terms of office of the following five lay members of the Board of Governors expire on 31 August 2020: Ann Barnes, Colin Gillespie, Nick Hillman, Bridget Lea and Robin Phillips
- ii. The reappointment schedule in the report provided for a regular flow of appointments/reappointments.

Recommended: the following reappointments

- Ann Barnes for three years until August 2023
- Colin Gillespie for two years until August 2022 (at the expiry of this term, this would enable the Board to consider a further two year appointment until August 2024, the maximum nine year term)
- Nick Hillman for two years until August 2022 (at the expiry of this term, this would enable the Board to consider a further three year appointment until August 2025, the maximum nine year term)
- Bridget Lea for three years until August 2023
- Robin Phillips for two years until August 2022 (at the expiry of this term, this would enable a further three year appointment until August 2025, the maximum nine year term).

5. Review of Committee membership

Received: Following a recent meeting between the Chair of the Board and committee members, committee chairs were asked to provide a brief assessment of current membership requirements and an outline succession plan. The report set out returns from committee chairs, for information and comment.

Noted:

- i. That if all lay members whose terms were ending on 31 August 2020, were re-appointed, then there was no need for any further changes to lay membership of committees for the year 2020-2021
- ii. That current members have the correct combination of skills and experience to fulfill the terms of reference of each of the committees. There was potential for Audit and Risk Committee to be augmented by an additional member with cyber security experience and this should be considered further, with regards to membership in 2020/21.
- iii. That Jim Hancock will stand down from the General Assembly on 31 August 2020, after serving 15 years as a member, which will also mean that he will also step down from the Nominations Committee.

Resolved:

- i. The Chair of the Board of Governors be appointed as Chair of the North Campus Working Group, from 1 September 2020 (following discussion with the incoming Chair of Finance Committee and other relevant members).
- ii. That a role descriptor be prepared for the vacancy for a General Assembly member on the Nominations Committee from 1 September 2020, to be circulated to members of the General Assembly, with expressions of interest to be invited (see also item 10 below).

Action: Deputy Secretary

6. Appointment of Deputy Chair to the Board of Governors

Received: A report from the Deputy Secretary detailing the role description and one expression of interest submitted for the role of Deputy Chair, from Ann Barnes.

(NB Gillian Easson declared an interest in this matter given her previous close working relationship with Ann Barnes and took no part in discussion of this item)

Recommended:

- i. Unanimously, that Ann Barnes be appointed as Deputy Chair of the Board of Governors from 1 September 2020.

7. Appointment to Board committees

Received: Following earlier resolution of the Board, a report considering appointment of Senate/staff members to Finance Committee and Remuneration Committee (the latter for business relating to the salary review for the President and Vice-Chancellor, noting that this would require amendment to the relevant Ordinance). The report also proposed the addition of a student member to Remuneration Committee.

Noted:

- i. That the next Finance Committee meeting was in June 2020, therefore the Committee should aim to appoint a member in time to attend this meeting
- ii. That there would be benefit in the student member of Remuneration Committee being the General Secretary of the Students' Union, but that the final decision on this would rest with the Students' Union
- iii. Although the initial report suggested an academic member of staff be appointed to Finance Committee, that this should be widened to include any current Senate or staff member of the Board

Resolved:

- i. That a notice be issued to all current Senate and staff members on the Board of Governors, inviting expressions of interest in membership of Finance Committee and Remuneration Committee, and that brief role descriptions as approved by the Committee be circulated to the relevant staff members with a sub-group of the Nominations Committee meeting thereafter to consider all applications. **Action: Deputy Secretary**

8. Governance Review-General Assembly

Received: A report advising of a delay in the restructure of the General Assembly

Noted:

- i. The revised timescales to complete the review. The report updated the Committee on the proposed approach to contacting prospective members, noting that this was not currently a priority, given the Covid-19 pandemic, and resources required to ensure effective outcome.
- ii. As previously reported to the Committee and General Assembly, existing members will continue to serve on General Assembly until the expiry of their current term, resulting in a transition from existing to new membership (once this detail was confirmed).
- iii. The terms of office of some members runs until August 2021, so General Assembly will not meet in its finally reconstituted form until after this date.

Resolved:

- i. The campaign to recruit new members should start again later in the year at an optimal time, with help from colleagues in Communications and Marketing, with

recommendations from the Committee to General Assembly in either January 2021 or June 2021 depending on circumstance.

- ii. Approaches be made to the designated bodies and small number of individuals outlined in the report, where there was continuity of membership, in the immediate term
- iii. All three lay members of the Board who had expressed interest in remaining as General Assembly members (Ann Barnes, Gary Buxton and Michael Crick) be appointed for the transitional year 2020-21

Action: Deputy Secretary

9. Pro-Chancellor appointment

Received: A report advising the Nominations Committee of the delay in the recruitment of a new Pro-Chancellor because of the Covid-19 pandemic response.

Noted:

- i. The process of inviting nominations had been scheduled to go live in mid-March, which coincided with the escalation of the Covid-19 outbreak. Given this, the process was paused.
- ii. Given the uncertainty about the extent and scope of the current lockdown it was premature to propose a revised timeline. A key consideration will be when staff and students are able to engage meaningfully with the nominations process.
- iii. The General Assembly meeting on 17 June 2020 will need to be updated on the latest position; the intention was to complete the process in time for a recommendation to be made to the General Assembly meeting in January 2021.
- iv. The current Pro-Chancellor, Gillian Easson, had advised that she was willing to continue in the Pro-Chancellor role until a replacement was appointed and the General Assembly meeting in June will be asked to confirm this in the current exceptional circumstances. (Statutes provided for an initial four-year term followed by one further term and Gillian Easson would have served eight years on 1 September 2020).

Recommended:

- i. That General Assembly be apprised of progress at the June 2020 meeting and that the current Pro-Chancellor continue in post until an appointment is made.

Action: Deputy Secretary

10. Potential further amendments to Statutes, Regulations and Ordinances

Received: A report outlining further potential amendments to Statutes, Ordinances and Regulations in the short and longer term.

Noted:

- i. The timescale proposed for this work in the report to the January 2020 Committee had been delayed, given necessary reprioritisation following the Covid-19 pandemic
- ii. Work on revisions to Statute XIII and related staffing Ordinances (unchanged at the last review) had not progressed given the urgency of response to the Covid-19 pandemic.
- iii. There were some other amendments to Ordinances that will be required when changes to General Assembly are finalised and this was noted in the current version of the Ordinances.
- iv. At its March 2020 meeting, the Board resolved to add a staff and student member to the Remuneration Committee for business relating to the salary review for the President and Vice-Chancellor (see item 7 above). This requires a slight amendment to Ordinance VIII c.

- v. In relation to membership of Nominations Committee, Ordinances currently provide for three lay members of General Assembly (one of whom is the Pro-Chancellor), stating that “the members drawn from the membership of the General Assembly shall be nominated for appointment by the Board by the General Assembly according to a procedure of its own choosing.” Under item 5 above, the Committee had agreed a brief role descriptor be devised against which General Assembly members putting themselves forward may be assessed.
- vi. In due course, during the next round of revisions, to amend the General Assembly’s role in appointing the staff member of the Board, in Statute VI 3 (d) and Regulation VI; and to amend Ordinance II, the appointment of General Assembly members to the Nominations Committee.

Resolved:

- i. The General Assembly and Senate be informed of the amended timetable of further changes to Statutes and Ordinances, and as a precursor to formal consultation be apprised of proposed changes in the method of appointment of the Chancellor, and of a staff member to the Board of Governors. **Action: Deputy Secretary**

11. Future meetings

Wednesday, 14 October 2020 at 12 noon

Wednesday 24 March 2021 at 11.00am

Wednesday 19 May 2021 at 10am

12. Any other business

Noted: A skills analysis of current members would be discussed at the May Board meeting. This will provide a template for consideration of future vacancies.