

THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Wednesday 14 October 2020

MINUTES

Present: Mr Edward Astle (Chair)
Mr Gary Buxton
Professor Danielle George
Mrs Bridget Lea
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: Mrs Gillian Easson (Pro-Chancellor)

1. Apologies and Declarations of Interest

Noted: Nick Hillman declared that he was a member of the Advisory Committee for ApplyBoard.

2. Terms of Reference

Resolved: The Terms of Reference were adopted for 2020-21.

3. Minutes

Resolved: The minutes of the meeting held on 6 May 2020 were approved

4. Matters arising

Reported:

- i) Further to item 5 (resolved 2) the process of appointing a member of General Assembly to Nominations Committee (to replace Jim Hancock) was paused and will be completed once the review of membership of General Assembly is finalised.
- ii) Further to item 7, that Prof Steve Jones and Dr Delia Vazquez (respectively) were appointed to Finance Committee and Remuneration Committee.

5. Governance Review-General Assembly

Received: a progress report on the reconstitution of General Assembly membership. The Committee were asked to:

- i. consider the draft resources to be used in recruiting new members and the optimal approach to this (including timing), given continued Covid-19 demands (noting the intention that the list of new members is presented to the meeting of General Assembly in June 2021).
- ii. note the draft list of prospective new members

Noted:

- i. That retention of the General Assembly was a key element in retaining community links and connection with stakeholders
- ii. Due to the increase in workloads of senior staff members, there was little bandwidth for these staff to be making approaches to the proposed new members.
- iii. Members positively received the pack to be used for recruitment, and made suggestions regarding additions.

Resolved:

- i. That senior members of the General Assembly (to be identified) be asked to make approaches to prospective new members, and consideration be given to employing a student ambassador to assist with coordination and administration of the task
- ii. That members review the list of prospective new members and advise the Deputy Secretary:
 - a) of any suggested additions to or removals from the list (noting the need to ensure currency);
 - b) willingness to approach any of the names on the list.

Action: Deputy Secretary

6. Pro-Chancellor appointment

Received: A report on the recruitment of the next Pro-Chancellor

Noted:

- i. The nominations period opened on Monday 12 October, and would close on Monday 2 November
- ii. The Committee would shortlist and meet with potential candidates, before making a recommendation to the General Assembly for approval at its meeting on January 2021.

Resolved:

- i. A sub group of the Nominations Committee be established to meet with prospective candidates, to be chaired by Edward Astle (sub-group members availability would be sought once a date had been identified)
- ii. Once ratified by the Committee, the sub group recommendation would be put to the General Assembly for approval at their meeting in January 2021. Once the appointment had approval from the General Assembly, the candidate would then officially take up their role.

Action: Deputy Secretary

7. Board member appointments (lay member vacancies from 1 September 2021)

Received: A report from the Deputy Secretary detailing the lay member vacancies on the Board of Governors from 1 September 2021.

Noted:

- i. There were two vacancies for lay Board members, one of which was from the Alumni Association (AA) constituency. The AA constitution was under review and this included the method of identifying the new Board member (the constitution would ultimately be brought to the Board for approval).
- ii. The Board had identified the following skills and experience as being particularly important when considering the latest vacancies: senior communications/media/PR: international markets (especially China and the Far East): and cyber-security (noting that the latter might be filled through specialist advice to the Audit and Risk Committee).
- iii) Further enhancing Board diversity should be a key element of the next recruitment round and the Committee should reflect on any special characteristics not currently represented on the Board.
- iv) Role specifications would need to be prepared for the vacancies, noting the potential to recruit to the AA vacancy first, enabling greater specificity about the other role to be filled by a more open recruitment process.
- v) The recent approach of using external consultants (Odgers Berndtson) to assist in filling vacancies had been successful, although recruiting to just one vacancy meant that there would be no benefit from economies of scale. There was potential to use existing networks on this occasion, although there was merit in preliminary exploration of the cost of external agencies.

Resolved:

- i. Role specifications for the vacancies be developed.
- ii The likely timeframe for review of the AA constitution and thus filling the AA vacancy be established (noting that this would inform the process of filling the remaining vacancy).
- iii. Members be encouraged to explore existing networks for potential candidates to inform the decision about necessity to engage external consultants.

Action: Deputy Secretary

8. Senate comment on proposals to amend Statutes and Ordinances

Received: A report noting comments from Senate members on proposals to amend Statutes and Ordinances, relating to the method of appointment of the Chancellor, and of a staff member to the Board of Governors, as discussed previously by the Committee

Reported:

- i. As a precursor to formal consultation on the wording of revisions to Statutes (and related Ordinances) as required by the Charter, Senate had been apprised of broad direction of travel in relation to the above.
- ii. A minority of Senate members (12) had identified concerns about both proposed changes. In a letter sent after initial consideration by Senate, these members had expressed opposition to any measures attenuating or removing electoral processes. They had also asserted that if prospective candidates for the role of Chancellor did not wish to stand for election, then they would not be candidates whose values would be worthy of the University and its responsibility in civic society. The letter supported the extension of the electoral franchise for the election of the University Chancellor to all current students. The view had also been expressed that moving to an appointment process for the position of Chancellor could result in a narrower and less diverse pool of candidates.

iii. In relation to the staff member of the Board, similar philosophical disagreement had been expressed in relation to the proposed replacement of the current election by a nominations process. The letter had noted that this would result in an inequity of practice (Senate members of the Board would continue to be elected) notwithstanding the unusual and diminishing nature of the electorate for the staff Board member (through General Assembly). The letter had encouraged revival of the electoral process, for example through hustings.

Noted:

- i. There were examples of candidates from a diversity of backgrounds being appointed to the position of Chancellor at other institutions and the University's history provided an example of a female, minority ethnic candidate not being elected.
- ii. Whilst the concerns of the minority of Senate members who had expressed an opinion were respected and acknowledged, a clear majority of Committee members were of the view that a robust and inclusive nominations and appointment process was the option most likely to achieve the appointment of the best candidate as Chancellor.
- iii. The current process for electing the staff member of the Board was clearly sub-optimal. This was borne out by the change in the role of General Assembly, the diminished General Assembly electorate (with no knowledge of staff candidates) and the experience of the current staff member that the existing process was arbitrary and unsatisfactory. An election of one staff member from an electorate of several thousand PS staff members was also clearly disproportionate.
- iv. The aim should be to ensure that the staff member appointed to the Board was demonstrably independent of senior management and that the nominations process was as open and inclusive as possible (for example, by alerting any specific, organized staff groups/constituencies to the vacancy). There should be a clear role specification against which candidates could be evaluated effectively.
- v. Examples of inclusive nominations and appointment processes in other sectors should be investigated and potential adoption or partial adoption at the University considered (in that context, the Chair agreed to forward details of a similar approach at BT Openreach where he was a Board member)

Resolved:

- i. Senate be apprised of the Committee's response to its comments (noting that it would have the opportunity formally to offer an opinion on proposed revisions at a future meeting).
- ii. Further research be undertaken into methods used in other sectors to achieve an inclusive nominations and appointment process for staff Board members. **Action: Deputy Secretary**

9. Governance Effectiveness Review

Received: A report outlining the proposed remit for the Governance Effectiveness Review, with proposed timescales (including engagement with Senate). It was proposed that Nominations Committee oversee the process of appointment of reviewers, recommending appointment to the Board at the February Board meeting. The review was intended to be wide-ranging in scope, covering the Board, Senate (and the relationship between the two) as well as the wider governance framework (including governing instruments).

Noted:

- i. The report contained a non-exclusive list of potential candidates to carry out the review. The procurement process would be in accordance with standard University practice and a timeframe to enable consideration of prospective candidates by the Committee in time for a recommendation to the February Board would be developed. Members with any experience of working with prospective candidates were encouraged to feedback to the Deputy Secretary.
- ii. The importance of establishing the identity of staff assigned to the review before selection.

Resolved:

- i. To confirm the remit, method and timeframe as outlined in the report, noting that Senate's comments would be invited at its meeting on 21 October 2020.
- ii. Following liaison with the Procurement Office, that the process and timeframe for further engagement with the Committee be confirmed.

Action: Deputy Secretary

10. Awards and Honours Group vacancy

Received: A report outlining a vacancy for a lay member on the Awards and Honours Group, to replace John Stageman, who had completed his final term as a Board member.

Noted:

- i. The Board were informed of the vacancy at their meeting on 7 October 2020 and expressions of interest invited.
- ii. Two further vacancies for lay members on the Group would arise on 31 August 2021
- iii. One member, Bridget Lea, had volunteered to take on the role

Resolved:

- i. That Bridget Lea be appointed to the vacancy, until 31 August 2023 (the end of her current term on the Board) (NB Bridget Lea did not take part in consideration of this resolution.)

11. Gift Oversight Group vacancy

Received: A report outlining the role of the Gift Oversight Group (GOG). The constitution of the GOG required the appointment of a lay member of the Board to liaise with the Board if necessary about matters relating to the Group. This role was vacant now that John Stageman had stood down from the Board.

Noted:

- i. The Board of Governors were informed of the vacancy at their meeting on 7 October 2020 and expressions of interest invited
- ii. Three Board members volunteered to take on the role, two of whom (Michael Crick and Andrew Spinoza) would come to the end of their final term on the Board on 31 August 2021.
- iii. For reasons of continuity, an appointment of longer than a year's duration was preferable.

Resolved:

- i. Caroline Johnstone be appointed to the role until 31 August 2023 (the end of her current term on the Board)
- ii. The Deputy Secretary inform all those who had expressed an interest.

12. Future meetings

Wednesday 24 March 2021 at 11.00am
Wednesday 19 May 2021 at 10am
(Dates for additional meetings to be advised)

13. Any other business

None reported