

THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Wednesday 15 December 2021

MINUTES

Present: Mr Edward Astle
Mr Gary Buxton
Professor Danielle George
Mr Jim Hancock
Mr Nick Hillman
Ms Roz Webster

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

Apologies: Mr Gary Buxton and Mr Nick Hillman

1. Declarations of Interest

Noted: No additional declarations of interest were made.

2. Terms of Reference and current membership

Noted: The updated terms of Reference and current membership

Resolved: To approve the amended Terms of Reference.

3. Minutes

Resolved: To approve the minutes of the meeting held on 6 October 2021, subject to a minor revision (reference to a meeting on 23 March to be removed).

4. Matters arising

Noted: The need to replace Colin Gillespie on Remuneration Committee.

Action: Deputy Secretary

5. Governance Effectiveness Review

Received: A report updating the Committee on progress to date on implementation of the 34 recommendations and 26 suggestions arising from the Governance Effectiveness Review; a report considering whether a Senior Independent Governor (SIG) role is required on the Board of Governors; and a draft Board Code of Conduct.

Noted:

- i. The report summarised progress against the recommendations and suggestions in the Governance Effectiveness Review report. Members were reminded that Halpin concluded that when measured against its Governance Maturity Framework, Manchester's arrangements were judged to be good and effective, with some areas of leading-edge practice: of the ten priority recommendations, six were related to Senate (with a seventh, on constitution and governance structures also related to Senate).
- ii. The Governance Effectiveness Review contained a recommendation that, in order to comply with the CUC Governance Code, the University consider whether a Senior Independent Governor (SIG) role was required. The Committee was asked to consider the merits of the appointment of a SIG (noting the already established position of Deputy Chair) and make a recommendation to the Board.
- iii. With regards to the Code of Conduct, at the moment Ordinance XVIII essentially fulfils the role, but there is potential to strengthen this. The report noted practice elsewhere in the sector and information currently conveyed to members in letters of appointment and set out a draft Code for consideration.
- iv. With regards to raising the profile of Board members, the potential for members to engage with School Boards and meetings of Professional Services staff. Further suggestions could be submitted to the Deputy Secretary, noting the planned member engagement with Schools as part of the Board day in March 2022.
- v. The potential to clarify further that SLT was an advisory body, with PRC having the formal governance role, in externally facing web pages.
- vi. The Committee agreed that detailed ethnic and other diversity targets were not appropriate given the limited numbers involved, but agreed that it was important to continue the drive to improve diversity
- vii. A date for the proposed joint meeting of Senate and the Board be established as soon as feasible (noting the extant invitation for Board members to attend meetings of Senate).
- viii. Senate was giving consideration to its committee structure and the Committee supported the view that it was appropriate for the chairs of such committees to have senior executive roles in the university

Recommended:

- i. After due consideration, not to appoint a SIG, and that the Deputy Chair role descriptor be updated to ensure that key potential SIG responsibilities were added where appropriate. The role descriptor should make explicit that appointment to the Deputy Chair role does not imply succession to the Chair role to highlight the independence of the role. (the Chair of the Board noted that the training and mentoring of Board members should remain a part of the role of the Chair, and not be delegated to the Deputy Chair).
- ii. The establishment of a Code of Conduct (Appendix A) which reflected comments made at the meeting. **Action: Deputy Secretary**

6. Board member appointments

Received: a report updating members on changes in Board membership, and future vacancies which will arise next year.

Noted:

- i. That Deirdre Evans had been appointed as a lay member and Chair of the Audit and Risk Committee, as recommended by the Board

- ii. There will be two lay member vacancies with effect from 1 September 2022, when Edward Astle and Neil McArthur stand down, having served the maximum term allowed. Two further lay members will complete their current terms of office on 31 August 2022 – Nick Hillman and Robin Phillips - and were both eligible to stand for a further term, should they so wish and should the Committee recommend reappointment.
- iii. Two Senate members in Category 3 will also reach the end of their current terms on 31 August 2022 – Claire Alexander and Danielle George- and the ensuing vacancies will be dealt with through the usual election processes. Both are eligible to stand again if they remain on Senate.
- iv. There will be an additional vacancy for a staff member in Category 4 from 31 August 2022 and the report outlined the constitutional position in relation to this and recommended an interim way forward

Resolved: that The Board members skills audit to be revisited, and circulated to new members for completion. **Action: Deputy Secretary**

Recommended: that Roz Webster's term of office as a Category 4 (staff) member be extended for a further year, until 31 August 2023, to enable further consideration of potential options for replacement given recent substantial changes to the composition of General Assembly (source of both candidates and electorate under current constitutional arrangements).

7. Update on the Chancellor nominations and election process

Received: A report providing an update on the Chancellor nominations and election process

Noted:

- i. The Board had confirmed use of Single Transferable Vote for the election.
- ii. Nominations open on 14 February and can be made until 28 March; voting will take place between 9 and 23 May
- iii. In order to be validly nominated, candidates must have the support of at least twenty electors and consent to stand (there were no other eligibility criteria). The electorate is as follows:
 - Alumni for whom the Alumni Association have up to date contact details
 - Staff: those holding paid, superannuable positions at a date 14 weeks before the date appointed for the election
 - Board of Governors and General Assembly members

8. General Assembly

Received: A report updating the Committee on progress regarding the current membership position of General Assembly, reflecting recent recruitment.

Noted:

- i. Active recruitment of lay members had paused, but should members wish to nominate any further candidates for discussion, they should do so, via the Deputy Secretary.
- ii. Elections for staff member positions on General Assembly were currently taking place

- iii. A virtual induction for new members took place on 7 December. 26 new members attended the event. Members were asked for suggestions on how the University could best engage with them outside of the two formal meetings each year, and the Governance Office will follow up on any suggestions received.

9. Nominations Committee membership

Received: A report updating members on the vacancies on the Nominations Committee for lay members of the General Assembly.

Resolved: that expressions of interest will be invited from lay members of the General Assembly, after the next meeting of General Assembly, for consideration by Nominations Committee.

Action: Deputy Secretary

10. Awards and Honours Group

Received: A report updating members on the membership of the Awards and Honours Group

Resolved: that Caroline Johnstone, Raoul Shah and Nick Hillman be appointed to the three vacancies on the Awards and Honours Group.

11. Any other Business

None to report

11. Dates of scheduled meetings in 2021-22

Wednesday 2 February 2022 1pm

Wednesday 18 May 2022 12pm