

APPROVED minutes



The University of Manchester

THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Wednesday 2 February 2022

MINUTES

Present: Mr Edward Astle
Mr Gary Buxton
Professor Danielle George
Mr Jim Hancock
Mr Nick Hillman
Mr Raoul Shah
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)

1. Declarations of Interest

Noted: No additional declarations of interest were made.

2. Minutes

Resolved: To approve the minutes of the meeting held on 15 December 2021, subject to a minor revision (Gary Buxton was not in attendance).

3. Matters arising

Recommended: the appointment of Philippa Hird to Remuneration Committee.

Noted: the intention to arrange a joint meeting of the Board and Senate this academic year.

At its meeting on 1 March 2022, Senate welcomed a proposal for an Academic Governance Protocol between the Board of Governors and Senate, and recommended it to the Board for approval (this was a recommendation (22) in the Governance Effectiveness Review (GER). Senate note that it was anticipated that the protocol may develop over time into something more akin to a scheme of delegation with increased detail on each process, and that academic risks, such as those identified by the CUC Code could be further discretised from corporate risks. The proposed protocol is intentionally high level. Once established it will be supported by a detailed code of practice for academic governance which implements GER recommendation 27, and the Senate Academic Quality and Standards Committees for i) Teaching, Learning and Students: and ii) Research, whose

establishment (at January 2022 Senate and reported to the Board in February 2022) implemented GER recommendation 24.

The proposed approach to Annual Teaching, Learning and Students Academic Governance Assurance Review was also recommended for approval by Senate.

Secretaries note: Subsequent discussions on this topic have been held, and a meeting will be organized between the Board and Senate next academic year.

4. Board succession and skills

Received: A report updating the Committee on the most recent skills audit, and potential areas of focus for future Board lay member recruitment.

Noted:

- i. Following reflection and comment on the outcomes of the most recent skills audit (which is being updated to incorporate recently appointed members) and consideration of current priorities for appointment, the Committee was asked to provide comment to inform the development of specifications for the two vacancies on the Board, with effect from 1 September 2022.
- ii. The report proposed that strong financial and commercial skills and experience (particularly to refresh and augment Finance Committee skillset) and experience in the areas of innovation, sustainability (and international experience to enhance existing skillset) or other priorities identified be the basis for future recruitment.
- iii. The need to supplement digital skills was discussed, but it was noted that there was experience amongst current membership (particularly in recent recruitment) and other in-house experience. Digital skills were potentially desirable, additional criteria for either of the above roles.
- iv. Another skillset currently absent from the Board, that was discussed, was significant and senior understanding and experience of the Further Education sector, preferably based in the North West region.
- v. The Committee recommended that an external search agency be engaged to support the process, against a specification agreed by the Board with the potential to consider candidates who met the criteria and had previously been considered. An outline timetable to enable appointment to be made by the Board at its July 2022 meeting was set out in the report.
- vi. Recruitment should ensure an appropriate balance in terms of members currently in full time executive careers and those who are predominantly pursuing non-executive portfolio roles. It should also continue to strive to improve diversity amongst Board membership. When appointing a search agency, it will be made clear that the University seeks a diverse 'long list' with an emphasis on disability, ethnicity and gender, with the panel of Committee members convened to interview prospective new members as diverse as possible.
- vii. An additional consideration for the Committee was the position of Associate Member. A decision needed to be made as to whether the current incumbent retains the position for a further year, or a new Associate Member is recruited and given the opportunity. In the first instance, the Chair of the Board will speak to Natasha Traynor to ascertain her thoughts on the role.
- viii. A candidate who had previously been interviewed for a lay member role last year, and had narrowly missed out, could be considered again for one of these vacancies.

Recommended:

- i. 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).
- ii. The re-appointment of Nick Hillman and Robin Phillips for further terms of three years, until 31 August 2025.
 - iii. After discussion and reflection on the proposed priorities as outlined in noted ii) above, that the focus of the two vacancies should be:
 - a) Strong financial and commercial skills experience (with particular emphasis on the former), in order to refresh and augment the skillset on Finance Committee (noting that both of the members retiring from the Board, Edward Astle and Neil McArthur, were currently members of Finance Committee).
 - b) Significant and senior understanding and experience of the Further Education sector, preferably based in the North West region (as this was a skillset currently absent from the Board).
 - iv. An external search agency be engaged to support the process
 - v. Any previous candidates who could be considered, or CVs/recommendations from others received during the year be compiled and provided to the search agents for consideration. **Action for all of the above: Deputy Secretary.**
 - vi. Natasha Traynor to be contacted to discuss the role of Associate Member. **Action Chair of the Board**

5. Governance Effectiveness Review

Received: a report updating the Committee on progress since the previous meeting towards implementation of the Effectiveness Review

Noted:

The meeting of the Committee on 15 December 2021 provided a comprehensive update on progress with the 34 recommendations and 26 suggestions arising from the Governance Effectiveness Review. This report remained available on Diligent and the update to the Committee contained detail of areas where there had been further progress. . A consolidated report will be made to the 16 February 2022 Board meeting, noting that some Senate related elements of the Review will be considered by a further meeting of Senate on 1 March 2022

6. Nominations Committee membership

Received: A report providing an update on Nominations Committee membership.

Noted:

- i. Expressions of interest were invited from external members of the General Assembly, for the two vacancies on the Nominations Committee. The deadline for receipt was 31 January 2022 and three submissions were received:
 - Marilyn Comrie
 - Zeb Farooq
 - Abigail Shapiro

Agreed: that a panel of members meet with all candidates and make recommendations for appointment to the Committee.

7. Position of Chair of the Board of Governors

NB, the Pro-Chancellor, Jim Hancock, chaired the meeting for this item

Received: A report updating the Committee on the appointment process for the position of Chair of the Board, from 1 September 2022.

Noted:

- i. The term of office of the current Chair of the Board of Governors, Edward Astle, ended on 31 August 2022: by this time, the current Chair will have served the normal maximum six-year term permitted under Statute and will step down from the Board. Statutes require that the Chair of the Board is appointed by the Board from among the Category 2 (lay) members.
- ii. The Ordinance for Nominations Committee notes that for all matters relating to the appointment of the Chair of the Board, the current Chair shall not chair the Committee, and the Pro-Chancellor shall chair the Committee.
- iii. The Committee approved the timeline below to seek and appoint a new Chair of the Board:
 - Expressions of interest in the role invited at the Board meeting on Wednesday 25 May, against an agreed role specification (The Deputy Chair has advised that she is willing to act as an informal contact for members interested in submitting an expression of interest, having advised that she does not wish to be considered as a candidate for the role).
 - Deadline for receipt of expressions of interest is 5pm on Friday 10 June.
 - A meeting of Nominations Committee (to be scheduled in mid-late June) will be held to consider expressions of interest received. The General Secretary of the Students Union will be invited to that meeting-all other categories of Board membership are represented: the Deputy Chair will also be invited. Any members of Nominations Committee who express interest in the role will need to recuse themselves from the Committee for consideration of this matter. Interviews between committee members and lay members who have expressed interest will be scheduled in late June/early July
 - Following consideration of all expressions of interest and interviews with candidates as required, the Committee will make a recommendation for the appointment of a new Chair to the meeting of the Board of Governors on Wednesday 20th July, with the new Chair formally taking up post on 1 September 2022.

Recommended:

The recruitment process outlined in the report be approved.

Action: Deputy Secretary

8. Board Membership

NB Nick Hillman recused himself from this agenda item

Received: A report updating members on a report and make recommendations to the Board regarding reappointment of lay members.

Noted:

The terms of office of the following two lay members of the Board of Governors expire on 31 August 2022: Nick Hillman and Robin Phillips. Both were eligible for a further term of office and wished to be reconsidered for appointment.

Recommended:

That Nick Hillman and Robin Phillips be re-appointed to the Board for a further three year term, until 31 August 2025.

Action: Deputy Secretary

9. Any other Business

None to report

10. Dates of scheduled meetings in 2021-22

Wednesday 18 May 2022 12pm (Secretary's note: this meeting was rearranged to Monday 6 June, with subsequent meetings arranged for Board recruitment and appointment of the Chair.