

APPROVED minutes



THE UNIVERSITY OF MANCHESTER

NOMINATIONS COMMITTEE

Monday 6 June 2022

MINUTES

Present: Edward Astle
Gary Buxton
Jim Hancock
Nick Hillman
Raoul Shah

In attendance: Patrick Hackett (RSCOO), Mark Rollinson (Deputy Secretary), Sally Ainsworth (minutes)

Apologies: Prof Danielle George
Roz Webster
Prof Dame Nancy Rothwell (President and Vice-Chancellor)

1. Declarations of Interest

Noted: No additional declarations of interest were made.

2. Minutes

Resolved: To approve the minutes of the meeting held on 2 February and 31 March 2022

3. Matters arising

None to report

4. 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](#)

Noted:

- i. Halpin has 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 RSCOO and the Deputy Secretary held a review meeting with representatives of Halpin in April 2022. Halpin was impressed by progress made in the time since the review was completed and commented on the clear commitment of staff, Board and Senate members to improvement. Halpin had a high degree of confidence that the review will be fully implemented and progress compared well to other reviews. The intention was to complete remaining actions by the end of the calendar year.
- iii. The potential to gather evidence that staff and students were engaging with the Board Sketch.
- iv. Given the comments in the Halpin Review on the Executive Leadership style and approach to communications and engagement, the need to reflect on progress to date.

Action: RSCOO/Deputy Secretary

- v. The revised draft Terms of Reference for Audit and Risk Committee and for Finance Committee would be circulated to the committee Chairs shortly as a precursor to consultation with both Committees and formal adoption at the first meeting of the new academic year.

Agreed:

- i. To consider measures to assess the impact of Board communications to the wider staff community, including potentially adding a question to the staff survey.

Action: Director of Communications

- ii. Whilst welcoming the detailed narrative report, that consideration be given to the production of a simplified narrative version for subsequent dissemination to the Board.

Action: Deputy Secretary

5. Revisions to Statutes

Received: a report updating the Committee on proposed changes to the Statutes consequential to implementation of the Halpin Governance Effectiveness Review recommendations.

Noted:

- i. During the course of 2021-22, Senate had considered the implementation of recommendations arising from the Halpin Governance Effectiveness Review. Implementation of some of these recommendations required changes to Statutes (primarily changes to the membership of Senate). The Charter requires Senate (and the General Assembly) to be provided with an opportunity to express an opinion on amendments to Statutes before consideration by the Board of Governors. Once approved by the Board, amendments to Statutes will be forwarded to the Privy Council for formal approval.
- ii. At its meeting on 1 June, Senate had been provided with this opportunity and proposed a minor amendment to the quoracy provision. General Assembly would be provided with an opportunity to express an opinion at its meeting on 22 June.
- iii. Proposed amendments to Ordinances and Regulations arising from the Governance Review and reflecting other changes in practice (e.g confirming recent changes to General Assembly) will be brought forward to Nominations Committee in 2022-23.
- iv. Further potential amendments to Statutes will be considered at a later stage.

6. Committee membership and Board pair arrangements

Received: A report providing an overview of the current position in relation to Board Committee membership and Board pair arrangements.

Noted:

- i. Further consideration of changes to Committee membership would take place once the appointment to lay member vacancies had taken place (in consultation, committee chairs have expressed interest in the concept of additional lay member assistance to committees on specific topics as required, and this will be explored further after recruitment to current vacancies is completed).

Action: Chair of the Board

- ii. There may be a need to consider appointments from Senate/Staff members to People Committee and Nominations Committee once the outcome of nominations/election of Senate members to the Board is known (Danielle George's current term of office ends in August 2022).

Agreed:

- i. Trevor Rees be reappointed as a co-opted member of Audit and Risk Committee for a third and final three-year term subject to confirmation that he is willing to be reappointed
- ii. The Chair of Remuneration Committee (currently Gary Buxton) be appointed to People Committee in an ex-officio capacity.
- iii. The member filling the vacancy requiring financial/commercial expertise be appointed to the position on Finance Committee vacated by Neil McArthur, with the potential to co-opt further expertise to the Committee where required (Chair of the Board to discuss this with members in forthcoming one to one meetings)
- iv. The potential for the new member appointed to fill the FE experience/Levelling Up Board vacancy to join Nominations Committee (to fill the place vacated by Gary Buxton), subject to confirmation of experience
- v. Appointments to vacant positions in the Board pairs as indicated in the report be revisited once membership of the Board in 2022-23 in these categories is fully known.

7. Associate membership of the Board of Governors

Received: A report regarding Associate membership of the Board

Noted:

- i. The Board appointed its first Associate Member (Natasha Traynor) with effect from 1 September 2021. The Board supported the concept as a means of developing experience for candidates with relatively limited non-executive director experience and the potential both to benefit from participation at Board level and, in due course, to progress to full Board membership (either at Manchester or elsewhere).

Agreed:

- i. continued support from Nominations Committee for the concept of Associate Membership
- ii. to recommend to the Board of Governors that Natasha Traynor be reappointed as an Associate Member for a further year, until 31 August 2023.

8. Chair of the Board of Governors

Received: A verbal report updating members on the recruitment of the next Chair of the Board of Governors

Noted:

The recruitment process was underway, and the closing date for expressions of interest to be received was 10 June 2022 at 5:00pm. A further update will be provided to the Committee after this date.

9. Any other Business

None to report

10. Dates of further scheduled meetings in 2021-22

i) Shortlisting for the Chair of the Board of Governors (via Zoom) Monday 20 June 12-1:00 pm.

ii) Monday 27 June: Shortlisting for lay member vacancies (via Zoom) 12:30-1:30pm

b) Interviews for Chair of the Board 4-5:30pm 5 July 2022

iii) Interviews for lay members of the Board scheduled for:

Wednesday 13th July 1 – 5 pm Owens Committee Room

Thursday 14th July 1 – 4:30 pm Owens Committee Room

(Membership of the panels to be determined, taking into account availability as declared.)

11. Meetings in 2022-23 (all meetings planned to be in person, potential for additional meetings to be arranged if required)

Wednesday 12 October 2022 11.30am

Wednesday 15 March 2023 11am

Wednesday 17 May 2023 12pm