

Approved minutes



## NOMINATIONS COMMITTEE

17 May 2023

**Present:** Philippa Hird (Chair), Zeb Farooq, Prof Danielle George, Jim Hancock, Nick Hillman, and Roz Webster.

**Apologies:** Marilyn Comrie and Anna Dawe.

**In attendance:** Prof Dame Nancy Rothwell (President and Vice-Chancellor) (except for item 8), Patrick Hackett (RSCOO), Mark Rollinson (Deputy Secretary), Kate Brown (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 March 2023.

### 3. Matters arising

None to report.

### . Lay member recruitment

**Received:** a report updating the Committee on the lay member recruitment process and a proposed role descriptor for the additional vacancy for recommending for approval to the Board.

#### **Noted:**

- a) Members of the Committee met on 14 April 2023 to consider a longlist report from Saxton Bampfylde. All members of the Committee met again on 10 May 2023 to consider a shortlist report. It was agreed that five candidates be invited for interview for the two vacancies advertised (two with a property/real estate specialism and three with an innovation/entrepreneurship specialism). Interviews with a panel of Nominations Committee members will take place in June. At its meeting on 21 March 2023, the Board approved delegation of appointment to lay member vacancies to the Nominations Committee panel (after circulation and confirmation of recommendations by the Board by correspondence) to enable newly appointed members to attend the July Board meeting. As previously agreed, an ongoing relationship would be developed with a search firm.
- b) Alice Webb had submitted her resignation from the Board because of pressure of other executive and non-executive commitments. A role specification had been developed: the Committee suggested that the

reference to “senior experience of effective delivery of organisational transformation” be amended and reflect senior experience of delivering organisational development and performance improvement to realise tangible benefits at significant scale and complexity. Given the University’s context, the role specification included an expectation that candidates have experience of a complex stakeholder environment in which outcomes will be financial and non-financial.

**Agreed:** to recommend the proposed role descriptor for the additional vacancy for approval by the Board, subject to the change as outlined above.

## 5. Board and Committee membership

**Received:** a report providing an overview of the current position in relation to Board Committee membership, Board pair arrangements and other related membership matters.

**Noted:**

- a) The following reappointments: Ann Barnes, three years (until August 2026); Deidre Evans, two years (until August 2025); Caroline Johnstone, one year (until August 2024); Natasha Traynor one year as an Associate Member (until August 2024, which includes membership of the Audit and Risk Committee).
- b) Reinmar Hager and Jim Warwicker will both end their current terms as Board members on 31 August 2023, in category 3 (Senate). Category 3 membership is determined by election. Reinmar was eligible to stand again for one further term of three years and had stood for re-election. Jim did not stand for re-election to Senate, and therefore cannot stand again for election to the Board. The ballot for the two vacancies closed on Wednesday 24 May 2023. *(Secretary’s note Reinmar Hager was re-elected for a further three-year term, along with Hema Radhakrishnan.)*
- c) Roz Webster’s term of office as Category 4 (Professional Services member) ended on 31 August 2023. The replacement Board member will be elected by General Assembly members from a pool of staff members on the General Assembly. The six current eligible General Assembly members had been invited to submit nominations (the deadline was Thursday 25 May 2023, followed by an election involving General Assembly members if there was more than one nomination).
- d) Once new members were appointed, committee membership and pair arrangements will be reviewed. With Alice Webb’s departure and Roz Webster due to step down in August, a new pairing would be required for Humanities, particularly in time for the Accountability Review.
- e) A proposal to change the process for appointing the General Assembly member should be on the agenda for 2023/24. It was noted that other universities had moved to a nomination rather than election process.

**Agreed:**

- a) that pair arrangements be considered further at the next meeting.  
**Action: Deputy Secretary**
- b) to amend the report to correct Nick Hillman’s term of office (he would complete the maximum 9 years in August 2025).

**Action: Deputy Secretary**

## 6. Revisions to Regulations and Ordinances

**Received:** a report outlining proposed amendments to Regulations and Ordinances, arising from the Governance Effectiveness Review, for recommending for approval to the Board.

**Noted:**

- a) The process for Senate to report on assurance was queried. It was clarified that Senate would consider two assurance reports: Teaching and Learning and Research, following initial consideration by the respective Senate committees. The review process would be via Senate, then to Audit and Risk Committee and then a joint meeting of Senate and the Board. The Board would then sign off the Senate reports as having provided assurance.
- b) Given Nominations Committee's responsibility for governance, there was a suggestion to change the Committee's title. A change to Nominations and Governance Committee was proposed. It was noted that there may be questions from Senate regarding the responsibility for academic governance and it would be confirmed that academic governance would remain in Senate's purview.

**Agreed:**

- a) to recommend the proposed amendments to Regulations and Ordinances for approval to the Board.
- b) to recommend the change the Committee's title to Nominations and Governance Committee.

**7. General Assembly membership**

**Received:** a proposal to appoint Reverend Ian Rutherford to General Assembly. Rev. Rutherford is the Faith Sector Lead on Homelessness and Housing for Mayor Andy Burnham, Chair of the Greater Manchester Food Security Action Network, and a Trustee of the Greater Manchester Mayor's Charity.

**Agreed:** the appointment of Reverend Ian Rutherford to General Assembly.

**8. President and Vice-Chancellor recruitment**

**Received:** an update on the President and Vice-Chancellor appointment process.

**Noted:** an additional virtual Board meeting (on 6 June 2023) would be convened to formally approve the role specification. The Board would receive a further briefing at its meeting on 25 May 2023 and non-Board members of the Committee would have the opportunity to see the final role specification before sign-off by the Board on 6 June 2023.