

approved minutes  
DRAFT – prepared by the committee secretary  
UNAPPROVED – signed off by the Senior Officer/Chair of the committee  
APPROVED – formally approved by the committee



## **NOMINATIONS & GOVERNANCE COMMITTEE**

**10 OCTOBER 2024**

**Present:** Philippa Hird (Chair), Zeb Farooq, Prof Danielle George, Jim Hancock and Tom Jirat

**Apologies:** Nick Hillman, Anna Dawe

**In attendance:** Prof Duncan Ivison (President and Vice-Chancellor), Patrick Hackett (RSCOO), Mark Rollinson (Deputy Secretary), Sally Ainsworth (minutes)

### **1. Welcome and declarations of interest**

**Noted:** No additional declarations of interest were made.

### **2. Terms of Reference**

**Resolved:** To approve the Terms of Reference and current membership

### **3. Minutes**

**Resolved:** To approve the minutes of the meeting held on 8 May 2024

### **4. Lay member recruitment**

**Received:** a report summarising the recent lay member Board recruitment round and making recommendations for appointment.

**Reported:**

- i. On 23 May 2024, the Board agreed the role specification for the three Board vacancies arising from the resignation of Alice Webb from the Board in 2023 and the end of term of office for Caroline Johnstone and Gary Buxton in August 2024. As the University's confirmed longer term Board recruitment partner, Saxton Bampfylde assisted with the search.
- ii. Committee members considered a longlist of 20 potential candidates at a meeting on 5 July 2024 and identified a shorter list of candidates for further consideration. At a further meeting of members on 6 August 2024, a shortlist of seven candidates was agreed. These candidates met with members on the dates outlined below (an eighth candidate, Kerris Bright, emerged subsequently and with the agreement of the Chair was added to the list).

- iii. Kerris Bright and Paul Thwaite demonstrated the closest fit to both the person and role specification. Both Paul and Kerris evidenced a willingness to learn and an excitement about the potential to join the Board at a time when the new strategy was being developed, and were therefore strongly recommended for appointment. Members discussed the other candidates who had met with the panels, and in particular, two candidates, both appointable, who would bring very different strengths to the Board. Having weighed this up, there was a preference for the candidate bringing greater international experience (Emma Wade-Smith).
- iv. Discussions about potential skills gaps that would arise in the next academic year, when Robin Philips and Nick Hillman would retire from the Board (eg public and HE sector policy and local business links).
- v. As discussed at interview, a letter of assurance was required for one candidate, and this was in hand. Any potential conflicts of interest would be declared and managed appropriately
- vi. All three appointees were serving full-time executives, which potentially reduced time for additional Board commitments.
- vii. The Chair thanked all committee members for the additional time they had dedicated to the recruitment process.

**Recommended:** the appointment of Kerris Bright, Paul Thwaite and Emma Wade-Smith to the Board (subject to conclusion of formalities, including receipt of references), all for three-year terms, until 31 August 2027.

**Action: Deputy Secretary**

## 5. Board and Committee membership

**Received:** a report summarising developments over the summer, since the previous report to the Committee in May 2024.

### **Reported:**

- i. Members were provided with a detailed breakdown of the current Board Committee vacancies and potential related actions
- ii. Decisions on most further Committee appointments would need to be deferred until further appointments were made to the Board.
- iii. The report also referred to the Board pair arrangements. The primary purpose of this had been to enable the appointed pairs to focus on specific areas during the Accountability Review exercise, but in some cases, there has been ongoing dialogue between pairs and the relevant SLT lead during the year. This year, the intention was to move away from assigning pairs to faculties, PS, strategic goals and EDI and instead align members to the five themes in the emerging strategy.
- iv. Members were reminded that it had been past practice to assign new Board members to more experienced Board members to act as buddies/mentors. These arrangements would be confirmed once all appointments were made.

### **Agreed:**

- i. The Chair of the Board to speak to the Chair of Finance Committee with regards to the appointment of Guy Grainger to the Investment Sub-Committee. **Action: Chair of the Board**

- ii. The Chair of the Board to consider the appointment of a Senate member of the Board to People Committee and come back to the Committee with a recommendation. **Action: Chair of the Board**
- iii. Board pairs to be allocated to the five key themes of Manchester 2035 (Becoming One University, Accelerating our Research Impact, Advancing our Social Responsibility, Funding a world-class University of the future, Reimagining our student experiences). **Action: Deputy Secretary**
- iv. The Chair of the Board to speak to Board members individually regarding assignment of buddies/mentors. **Action: Chair of the Board**
- v. Any suggestions from Committee members on point iv to be sent directly to the Chair of the Board for consideration **Action: All**
- vi. To consider other committee appointments at the next meeting  
**Action: Deputy Secretary**

## 6 General Assembly

**Received:** a report providing an overview of the current position in relation to General Assembly membership, and seeking confirmation of the approach to further appointments (with two recommendations for new appointments)

### **Reported:**

- i. Since the June meeting of the Assembly, several members had decided to step down from their positions on the General Assembly. Discussions were underway with the Vice-President for Social Responsibility and Executive Director for Social Responsibility regarding potential candidates for consequent vacancies, and these proposals would be presented to the next meeting of the Committee for approval.
- ii. Members were invited to consider appointing Gary Buxton and Ian Brake as members of the General Assembly and were reminded of their background and experience.
- iii. Members were also reminded that there was a vacancy on the Committee for a lay member of the General Assembly. As discussions were still ongoing with regards to potential new members, it was proposed that appointment to the Committee be paused until the position was clearer and recruitment to the Assembly completed.
- iv. Once the revised membership list was confirmed, the Governance Office would contact members to invite expressions of interest for the role. The expressions of interest would be collated and presented to the Committee at the March 2025 meeting, in order to shortlist candidates.
- v. Arrangements would then be made for a panel of committee members to meet the candidates and make a final decision, to be reported to the June 2025 meeting of the General Assembly.
- vi. General Assembly members would be given a further opportunity to complete the online survey.
- vii. Meetings continued to be held with colleagues from the Social Responsibility Office to discuss optimal methods of further engagement with General Assembly members outside the two formal meetings.
- viii. General Assembly members had been invited to a range of events for the Bicentenary celebrations and would continue to receive invitations to relevant events.

**Agreed:**

- i. the appointment of Ian Brake and Gary Buxton to the Assembly
- ii. the recruitment process for the General Assembly lay member vacancy on the Committee as set out above.
- iii. [Manchester 2035](#) to be the main topic for the January meeting of the General Assembly, and thought to be given to making the meeting a more attractive informal networking opportunity, to encourage a greater turnout.

**Action for all: Deputy Secretary**

## **7 Governance Review**

**Received:** a report proposing that the next external Governance Effectiveness Review will take place in 2025-26.

**Reported:**

- i. The most recent external Governance Effectiveness Review (conducted by Halpin) was completed in summer 2021. The [CUC Higher Education Code of Governance](#) recommended a review every three years and accordingly a review was planned for 2024-25. However, given that the imminent strategy review, it was proposed that the external governance review take place in 2025-26, once the new strategy was approved by the Board (in October 2025).
- ii. The Committee would consider the scope and remit of the review and proposed timescales, making recommendations to the Board. A report setting out proposed approach and timescales would be presented to a future meeting to enable contract award in late 2025/early 2026 with the review planned to take place in the first half of 2026.

**Agreed:** that the next external governance review take place in 2025-26, and this be reported to the Board.

## **8 Any Other Business**

None to report