



NOMINATIONS & GOVERNANCE COMMITTEE

11 DECEMBER 2024

Present: Philippa Hird (Chair), Zeb Farooq, Anna Dawe, Prof Danielle George, Jim Hancock, Nick Hillman, Tom Jirat.

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. **Minutes**

Agreed: To approve the minutes of the meeting held on 10 October 2024

3. **Matters arising**

Noted: All matters arising were covered elsewhere on the agenda.

4. **Lay member recruitment**

Received: a report setting out the requirement to appoint at least two new lay members from 1 September 2025, including an indicative timetable to achieve this.

Reported:

- i. Nick Hillman and Robin Phillips will have served the usual maximum of nine years by August 2025 and would therefore not be eligible for reappointment.
- ii. The current terms for David Buckley, Anna Dawe, and Deirdre Evans will expire in August 2025 and were all eligible for reappointment.
- iii. The University has an agreement with Saxton Bampfylde, as its partner for lay member recruitment (two years from 1 April 2024, with the option of two further one-year extensions) and an indicative timeframe was proposed for appointment of new lay members, to allow them to be formally confirmed by the Board at the meeting on 23 July 2025.

Noted:

- i. The skills gaps that would arise from the two members standing down in 2025 and agreed on the desirability of broad public policy skills and experience. The potential for a member with senior, academic leadership experience was also discussed, noting that experience of this in the sector had been mixed. Curiosity and willingness to learn (as well as sharing experience and wisdom) were key attributes for any new Board member).

- ii. That someone with strong North West industry links would be advantageous, and several potential key regional employers were mentioned.
- iii. Confirmation on the number of members to be recruited to, would take place before the March meeting.

Agreed:

- i. The proposed timeframe outlined in the report to enable appointments to be confirmed at the July 2025 Board meeting.
- ii. That an updated skills matrix and draft role descriptor be circulated to members, the latter to be included with the February Board agenda.
- iii. To return to reappointment of current, eligible members at the next meeting in March.

Action for all: Deputy Secretary

5. Committee membership and related matters

Received: a report recommending Board committee appointments and related arrangements.

Reported:

- i. As reported to the October meeting, there were several current Committee vacancies, largely resulting from former lay members leaving the Board
- ii. Proposals were made with regards to the vacancies on Finance Committee, Investment Sub-Committee and the Chair of Remuneration Committee: other vacancies referred to in the report would be carried over into the next calendar year, pending discussion with potential appointees.
- iii. As part of a broader review of committee remits and terms of reference, the potential to merge People Committee and Remuneration Committee into one body was under consideration, and this will be revisited at a future meeting.
- iv. Board “pair” arrangements were being updated this year, to allocate members to the five themes in the emerging strategy (advancing social responsibility, accelerating our impact, reimagining student experiences, becoming one university and funding a world class university, with innovation as a cross-cutting theme). Members would be allocated (in groups, noting that pair was a misnomer) to specific themes based on their experience, knowledge and skills and the President and Vice-Chancellor and Chair would lead this allocation.
- iv. Members were reminded that it had been practice to assign new Board members to more experienced Board members to act as buddies/mentors. The Committee was asked to confirm the allocation proposed in the report.

Agreed:

- i. To approve the appointment of Paul Thwaite to Finance Committee.
- ii. To confirm at least for the remainder of this academic year, the appointment of Ann Barnes as Chair of Remuneration Committee.
- iii. To confirm buddying/mentoring arrangements as below:
Kerris Bright: Guy Grainger
Paul Thwaite: Dan George
Emma Wade-Smith: Anna Dawe
Soumhya Venkatesan: Ann Barnes
Reinmar Hager: Lexie Baynes/Katie Jackson
- iv. To approve the appointment of Guy Grainger to Investment Sub-Committee
- v. To approve the appointment of a staff member to People Committee subject to discussion with the member in question and further consideration of the potential

- for a merger of People and Remuneration Committees.
- vi. To consider vacancies on the General Assembly, Awards and Honours Group and the Nominations and Governance Committee at a future meeting.

6 General Assembly

Received: a report updating members on appointments to the General Assembly, plus a number of related issues.

Reported:

- i. As reported to the October meeting, several members of the General Assembly, decided to step down from the Assembly at the end of 2023-24. As agreed by the Committee, discussions took place with the Vice-President for Social Responsibility and the Executive Director for Social Responsibility regarding potential candidates for the vacancies. This in turn led to discussions with other relevant colleagues across the University about potential appointments. Recommended candidates and brief biographies were provided in the report.
- ii. 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 per year.
- iii. General Assembly members have been invited to a range of events for the Bicentenary celebrations and will continue to receive invitations to relevant events.
- iv. The need to review the format of the meetings to make them as engaging for members as possible, equipping them to be ambassadors for the University, and enabling them to share relevant messages with their communities. The January 2025 meeting would be used to engage Assembly members in discussion on the emerging strategy and this could be a useful template for future meetings.
- v. As agreed at the meeting of General Assembly in January 2024, Assembly members were sent a link to an online survey, to gather opinions on the Assembly's effectiveness. The responses formed the basis of an initial report to the June 2024 meeting and at the request of the Assembly further responses were invited. Eleven further responses had been submitted and free text responses were included in the Committee report.

Agreed:

- i. The appointment of the fourteen new members detailed in the report for an initial term until 31 August 2027
- ii. That further review of the format for General Assembly meetings take place, after the January 2025 meeting.
- iii. That the survey results be included in the Committee report to the January meeting of General Assembly, with an offer to hold a virtual one hour meeting to discuss the survey responses and possible ways forward, with interested members.

Action for all: Deputy Secretary

7 Non-academic member of staff on the Board of Governors

Received: a report on options to fill the Board member position reserved for a member of staff other than academic or research staff, that will arise at the end of the current academic year.

Agreed:

- i. Following consideration of options, to extend Tom Jirat's appointment for a further year (until August 2026) and consider the longer-term approach in light of planned review of governing instruments.
- ii. To develop a role descriptor for the Professional Services staff member on the Board (based on the role descriptor for lay members) and bring to a future meeting of the Committee

Action for all: Deputy Secretary

8 **Pro-Chancellor**

Received: a report proposing that the term of office of the current Pro-Chancellor, Jim Hancock, be extended for a further four-year term.

Reported:

- i. Under Statute IV.7, the Nominations and Governance Committee had the responsibility of recommending the appointment of the Pro-Chancellor to the General Assembly
- ii. Jim Hancock had advised that he was content to be recommended for re-appointment
- iii. If the above was approved, the nominations process for the next Pro-Chancellor would need to be initiated early in academic year 2028-29, to enable the Committee to make a recommendation to General Assembly in January 2029

Agreed:

To recommend that the General Assembly re-appoint Jim Hancock as Pro-Chancellor for a further term of four years, until 2 March 2029

Action: Deputy Secretary

9 **Any Other Business**

None to report

10 **Dates of future meetings in 2024-25**

05 March 1200-1330

07 May 1000-1130