

Approved minutes



## **NOMINATIONS & GOVERNANCE COMMITTEE**

**5 MARCH 2025**

**Present:** Philippa Hird (Chair), Zeb Farooq, Anna Dawe, Prof Danielle George, Tom Jirat.

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

**Apologies:** Jim Hancock, Nick Hillman

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 11 December 2024

3. **Matters arising**

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

4. **Lay member recruitment**

**Received:** a report setting out the current position in relation to recruitment to lay member vacancies that will occur from 1 September 2025 and confirming the approach to the reappointment of members whose current terms end on 31 August 2025 and who are eligible for reappointment.

**Noted:**

- i. Members were reminded that Nick Hillman and Robin Phillips will have served the maximum of nine years in August 2025 and will therefore stand down from the Board of Governors. The Board approved the role descriptor at its meeting on 19 February 2025 and members were provided with a timetable that would enable appointments to be confirmed by the Board at the final meeting of the academic year in July 2025.
- ii. David Buckley, Anna Dawe and Deirdre Evans' current terms will expire in August 2025 and all were eligible for reappointment.
- iii. Natasha Traynor's current term as an Associate member will expire in August 2025. Natasha will have served three years in this capacity (noting also maternity leave during her second year, 2023-24). Members discussed the role of Associate member and the potential of appointing to the position in the future. Members agreed
  - a. that it provided an opportunity to individuals wishing to build Board member experience, and that it can benefit the Board by increasing diversity and/or broadening of skills.
  - b. That, given the size of the Board, the appointment of an Associate member would be made only on occasion rather than on a rolling basis.

**Agreed:**

To recommend to the Board:

- i. That David Buckley be re-appointed as a lay member for a further three-year term
- ii. That Anna Dawe be re-appointed as a lay member for a further three-year term
- iii. That Deirdre Evans be re-appointed as a lay member for a further two-year term
- iv. That Natasha Traynor be re-appointed for a further term of one year, as an Associate member
- v. Once confirmed, Saxton Bampfylde to share proposed interview dates with all potential candidates, to ensure their availability. **Action for all: Deputy Secretary**

## 5. **Merger of People Committee and Remuneration Committee**

**Received:** a report proposing the merger of the existing People and Remuneration Committees

### **Noted:**

- i. Following discussion between the Chair of the Board, the Deputy Chair of the Board (in her capacity as Chair of People Committee and Interim Chair of Remuneration Committee), the RSCOO and the Executive Director of People, the Committee considered a proposal that the current Remuneration Committee and People Committee be merged. The proposal had the advantage of streamlining the Board committee structure and enabling consideration of broader people related business and senior staff reward proposals in one forum. The merged committee would have the following three broad responsibilities:
  - a. Acting on delegated authority on behalf of the Board of Governors to approve remuneration of members of the University Executive, including the President and Vice-Chancellor. In fulfilling this duty, the Committee will review and scrutinise remuneration of senior staff in the sector and, where appropriate, more broadly.
  - b. To recommend to the Board of Governors approval of People strategies (including those related to reward and equality, diversity and inclusion) and risk and performance assessment measures.
  - c. As required by relevant Statute and Ordinance, to give full and proper consideration to any proposals to dismiss academic and academic-related colleagues on grounds of redundancy, and where necessary making recommendations to the Board of Governors.
- ii. The merged committee would fulfil the requirements in Ordinances for both a “Staffing Committee” and a Remuneration Committee.
- iii. The Committee noted that there was currently provision for staff and student membership of Remuneration Committee for any matters relating to the remuneration of the President and Vice-Chancellor and other general reward/remuneration items such as pay gap reports, sector benchmarking etc (they do not currently attend for consideration of other senior staff remuneration). The Committee considered whether, once the merged committee was in operation, all the business of the committee should be open to all members (ie that staff and student members are full members and have access to all materials, noting that People Committee does not currently have a student member).
- iv. The Committee discussed this matter at length, noting that benchmarking of other Russell Group universities showed that most institutions do not provide for staff and student membership of their Remuneration Committees, even to the limited degree currently provided for at Manchester.

### **Agreed:**

- i. To recommend that the Board approve the proposal to merge the committees with the terms of reference (Appendix A) and membership (Appendix B), from 2025/26.

- ii. To recommend that the Board approve the proposal that all members should have full membership rights on the merged committee and attend for all business (on the explicit understanding of the strict confidentiality of the remuneration elements of the committee's business, with an absolute prohibition on disclosure outside the committee) and that this arrangement should be reviewed after one year of operation.
- iii. Before the merged committee met for the first time a workshop be held to confirm its modus operandi.

## 6 Committee Membership

**Received:** a report recommending Board committee appointments

**Noted:**

- i. There were several current Committee vacancies, largely resulting from former lay members leaving the Board.
- ii. These include one lay member vacancy on Nominations and Governance Committee; two lay member vacancies on the Awards and Honours Group; and one lay member vacancy on the General Assembly.
- iii. Consideration of vacancies created by retiring members would take place at the May meeting.

**Agreed:**

- i. To recommend that the Board approve the appointment of Emma Wade-Smith to Nominations and Governance Committee.
- ii. To recommend that the Board approve the appointment of Emma Wade-Smith and Kerris Bright to the Awards and Honours Group
- iii. To recommend that the Board approve the appointment of Anna Dawe to the General Assembly.

## 7 Nominations and Governance committee membership

**Received:** a report combining the expressions of interest received from lay members of the General Assembly who wish to become members of the Nominations and Governance Committee.

**Noted:**

Lay members of the General Assembly had recently been asked to submit expressions of interest to fill a vacancy on Nominations and Governance Committee. Three submissions had been received.

**Agreed:** The Chair and such other members as were available to meet with each of the interested parties to discuss their interest to enable a recommendation to be made at the next meeting of the Committee in May. **Action: Deputy Secretary**

## 8 Professional Services member of staff on the Board of Governors

**Received:** a report in response to the request for a role descriptor for the Professional Services member of staff on the Board.

**Reported:**

- i. At the December meeting of the Committee, there was a request to consider the potential for a separate role descriptor for the Professional Services (PS) staff member on the Board (based on the current role descriptor for lay members).

- ii. Given that all Board members have corporate responsibility, are of equal standing and share the same accountability and obligations to act in the best interests of the university, the Committee agreed that, rather than development of a separate role descriptor (for either PS, Senate or student members), effort should be focused on a tailored induction and orientation process for new staff members, enhanced by the use of experienced Board members as buddies or mentors,

**Agreed:**

The current PS member of the Board to work with the Deputy Secretary reflecting on their experience as a PS member to enable a covering letter and other potential relevant supporting content to be prepared. **Action: Deputy Secretary**

**9 Any Other Business**

None to report

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

08 May 1000-1130

**APPENDIX A**

**REMUNERATION AND PEOPLE COMMITTEE TERMS OF REFERENCE**

**Overall responsibilities**

The Remuneration and People Committee has three principal broad responsibilities:

1. Acting on delegated authority on behalf of the Board of Governors to approve remuneration of members of the University Executive, including the President and Vice-Chancellor. In fulfilling this duty, the Committee will review and scrutinise remuneration of senior staff in the sector and, where appropriate, more broadly.
2. To recommend to the Board of Governors approval of People strategies (including those related to reward and equality, diversity and inclusion) and risk and performance assessment measures.
3. As required by relevant Statute and Ordinance, to give full and proper consideration to any proposals to dismiss academic and academic-related colleagues on grounds of redundancy, and where necessary making recommendations to the Board of Governors.

**Terms of Reference**

1. To consider policies and procedures relating to the remuneration of senior staff and recommend approval to the Board of Governors and to oversee their implementation within the University.
2. To consider and determine on behalf of the Board of Governors the remuneration arrangements for the President and Vice Chancellor, other members of the University Executive, senior staff as agreed within wholly or jointly owned subsidiaries, and

other senior staff as determined by the Committee and the Board of Governors, in line with agreed policies.

3. To delegate to an appropriately constituted Senior Salaries Review Group (or Groups) the task of making recommendations on the remuneration of professorial and equivalent senior administrative staff not covered in 2 above and provide oversight of the salary review process.
4. To provide assurance to the Board of Governors that the University is adhering to current relevant regulation and guidance.
5. To receive and approve reports enabling the Committee to fulfil its role in relation to senior staff remuneration (this includes a report for inclusion in the financial statements on the number of staff earning over £100,000 per annum and a report on the analysis of the annual salary review of Non-Clinical Professors).
6. To receive, comment upon and note the succession plan for the University Executive.
7. To receive and comment upon (after approval by University Executive), the outcomes of pay gap reviews and audits.
8. To recommend to the Board of Governors approval of People strategies (including those related to reward and equality, diversity and inclusion) and risk and performance assessment measures and to monitor the achievement of those risk and performance measures.
9. To receive and consider reports from relevant staff and student networks and groups and have oversight of the overall staff experience.
10. To consider proposed termination of permanent contracts which had at the outset a known or foreseeably greater risk of possible redundancy due to the finite nature of the project or funding for the post and make recommendations to the Board of Governors.
11. To give full and proper consideration and make recommendations to the Board of Governors on: a) any proposals to dismiss members of academic and academic-related colleagues on grounds of redundancy in line with Ordinance XXIII or b) targeted voluntary severance arrangements, subject to the understanding that only necessary approvals are recommended to the Board of Governors. (Information provided in advance of the meeting and the approach to decision making consistent with Ordinance XXIII are set out in Appendix 1.).
12. To commission independent advice as required to enable the Committee to fulfil its remit.

## **APPENDIX 1. Information provided in advance of the meetings**

The proposal that there should be dismissals by reason of redundancy must be provided to the Committee in advance of a meeting to consider such proposal. In addition, appropriate information shall be provided to enable the Committee to reach a reasoned assessment of the proposal and to consider alternative strategies for resolution of the circumstances leading to the proposal. This will include some or all of the following, depending on the circumstances:

- a. an identification and analysis of the alternatives to redundancy;

- b. the reasons for any discontinuation or reduction of activity or for the proposed redundancies;
- c. an outline of the relationship with the strategic plan of the relevant unit;
- d. an analysis of financial considerations;
- e. an analysis of the impact of the proposed redundancies on activities within the Unit and in other Units within the University;
- f. a report of consultations with the School or Unit Board;
- g. a review of the impact on the workloads of remaining staff.

## **2. Reaching a decision**

The Committee will consider the information provided and decide whether to recommend the proposal to the Board. In preparing its advice to the Board, the Committee:

- a. may request such other information as it deems appropriate and necessary to reach a reasoned assessment of the proposal and of any alternative strategies for resolution of the circumstances leading to the proposal;
- b. shall take a pan-institutional view of the circumstances;
- c. shall consult with any persons or bodies within the University as are deemed relevant;
- d. shall ensure that all suitable and appropriate alternative strategies for resolution, including redeployment and restructuring, have been properly considered; and
- e. shall receive and respond to reports from the relevant trade unions (which may be encompassed in a report from the Joint University/ Trade Union Contracts Committee).

## **APPENDIX B**

### **Proposed revised membership of Remuneration and People Committee: from September 2025**

#### Lay members of the Board of Governors:

Ann Barnes (Chair)  
 Philippa Hird (ex-officio, Chair of the Board)  
 David Buckley (ex-officio, Chair of Finance Committee)  
 Jatin Patel

#### Two staff members of the Board of Governors

Prof Paul Mativenga (current member of Remuneration Committee)  
 Vacancy (appointment TBC: replacement for Danielle George)

#### Student Member

Lexie Baynes, (ex-officio, Union Affairs Officer-current member of Remuneration Committee)

(NB Substitute members may be appointed to satisfy attendance requirements for consideration of proposals to dismiss on grounds of redundancy (for such consideration at least two lay members must be present, subject to a minimum total of four members being present).)

In attendance:

President and Vice-Chancellor; the Registrar, Secretary and Chief Operating Officer; the Executive Director of People (others as required for effective consideration of business). All the above except for items relating to their personal remuneration.

**Secretariat:** Governance Office