

confirmed minutes



NOMINATIONS & GOVERNANCE COMMITTEE

8 OCTOBER 2025

Present: Philippa Hird (Chair), Anna Dawe, Zeb Farooq, Jim Hancock, Matt Haworth, Prof Duncan Ivison, Tom Jirat.

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

Apologies: Emma Wade-Smith

1. **Apologies and declarations of interest**

Noted: No additional declarations of interest were made.

2. **Term of Reference and Membership**

Noted: The terms of reference were noted and membership was discussed at item 5.

3. **Minutes**

Agreed:

- i. To approve the minutes of the meeting held on 8 May 2025
- ii. To approve the minutes of the meeting held on 27 June 2025

4. **Matters arising**

Noted: Additional student membership of the Investment Sub-Committee - the Chair of the Board and the Union Affairs Officer met to discuss the issue and it has been decided that this will not be pursued as a priority, and ISC membership will remain unchanged.

5. **Committee membership**

Received: a report detailing Board committee vacancies for 2025/26

Noted:

- i. That Ann Barnes, Guy Grainger and Tony Raven will come to the end of their terms on 31 August 2026 and all are eligible for re-appointment. The Chair of the Board is scheduling conversations with the members regarding their intentions for the future and further updates will be provided in due course.
- ii. Reinmar Hager, Hema Radhakrishnan and Fiona Smyth will all come to the end of their current Board terms on 31 August 2026. Reinmar will have served the maximum of nine years on the Board and so must stand down. Hema and Fiona may stand again for election, should they so wish. The elections will be held in spring 2026
- iii. Tom Jirat will come to the end of his current Board term on 31 August 2026. The vacancy will be filled by an election (which Tom is eligible to stand in), unless

- changes are agreed to current Statute VI (d), to enable an appointment to be made to this role.
- iv. That the appointment of a co-opted member to the Audit and Risk Committee is being organised in-house, with support from the Talent Acquisition team and shortlisting for the role will take place shortly.
 - v. The Committee discussed student representation on Committees of the Board and noted that currently there were no student members on either Nominations and Governance Committee or Audit and Risk Committee, and that to amend either would require a change in Statutes and Ordinances.

Agreed:

- i. To recommend to the Board that Professor Soumhya Venkatesan be appointed to the Nominations and Governance Committee.
- ii. To recommend to the Board that Sarah Munby be appointed to the Audit and Risk Committee.
- iii. That there was no need to appoint a further lay member to the Nominations and Governance Committee, given the current breadth of skills and experience of members.
- iv. The Committee were minded to agree with the concept of appointing a student member to Nominations and Governance Committee, noting that this would require a change to governing instruments, The Committee would return to this matter at its next meeting. No change was proposed to Audit and Risk Committee membership.
- v. A pause in appointing to the vacancy on the Awards and Honours Group (AHG) until discussions in the context of a wider review of membership.

Action for all: Deputy Secretary

6. General Assembly

Received: a report regarding the recent engagement workshop and membership of the General Assembly

Noted:

- i. General Assembly was presented with a summary of the feedback from the survey of General Assembly effectiveness which took place last year. To explore the themes emerging from the survey, interested members were invited to a workshop to discuss how the effectiveness of General Assembly could be enhanced further.
- ii. Members were provided with a summary of the proposed actions, and discussed further options, including providing a summary of member backgrounds to aid networking, and the possibility of creating table plans for smaller group work.
- iii. Following discussion with the Chair of the Board and the Deputy Secretary, and subsequent endorsement by Dr Julian Skyrme, Director of Social Responsibility, Peter Ptashko, CEO and Founder of Cambio Consultancy and a trustee of the University of Manchester Students' Union was recommended for appointment to the General Assembly.

Agreed:

- i. The Governance Office will take forward suggestions outlined in the report in preparation for the next meeting of the General Assembly and provide further updates to the Nominations and Governance Committee.
- ii. The appointment of Peter Ptashko to General Assembly

Action for all: Deputy Secretary

7 Governance Effectiveness Review

Received: a report regarding the externally led governance effectiveness review, which will take place later this year.

Noted:

- i. The report noted that an externally led governance effectiveness review will be required in 2025-26, and set out broader governance context, including increased focus on higher education governance and asked for comments on the draft specification (see Appendix A), before it was shared with the Board for comment.
- ii. The CUC has also embarked on a review of its own Code of Governance which will help to inform and shape the parameters of the University's review. The Chair of the Committee is a member of the CUC Code Review Steering Group and initial indications suggested that Board size and capacity, capability and potential remuneration were all likely themes to emerge from the review. The Committee would recommend the specification and appointment of providers to the Board for approval and once the review was completed and approved would monitor implementation of recommendations, again reporting to the Board.

Agreed:

- i. To review implementation of recommendations from the previous (Halpin) review and report to the Committee.
- ii. To consider potential amendments to the specification including:
 - a. To add cyber security as an emerging risk at 2.8 (and evaluating whether any other emerging risks should also be included).
 - b. To review wording of 2.11, and consider the potential for greater specificity.
 - c. To check that all links embedded in the scope document are live.
- iii. That an additional virtual meeting be held before the Board meeting on 19 November, in order to agree a recommendation from the Committee to the Board.

Action for all: Deputy Secretary

8. Any other business

None to report