NOMINATIONS & GOVERNANCE COMMITTEE

4 NOVEMBER 2025

Present: Philippa Hird (Chair), Anna Dawe, Zeb Farooq, Jim Hancock, Matt Haworth, Prof Duncan Ivison, Tom Jirat, Prof Soumhya Venkatesan, Emma Wade-Smith.

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

1. Apologies and declarations of interest

Noted: No additional declarations of interest were made.

2. Governance Effectiveness Review:

Received:

The draft revised specification (incorporating comments from the October Nominations and Governance Committee and Board)

Noted:

i. The University's last external governance review took place in 2021 and there is now a need for a further externally led analysis of overall governance effectiveness.

ii. The Terms of Reference were discussed by the Committee and at the Board on 8 October. Board and Committee members had suggested further revisions, which were shown as Track Changes.

Agreed:

i. To make further amendments to the specification including:
   a. Replacing the term 'culture' with 'capacity and capability' with regards to working relationships of the Board.
   b. Highlighting the Board's role in overseeing the financial sustainability of the University
   c. Making sure that references to the University Executive were explicit in the remit of the review
   d. Referencing engagement with the wider University community (method to be determined after appointment).

ii. To recommend that the Board approve the Terms of Reference for the Governance Review, with the agreed amendments showing as track changes

3. Any other business

None to report

APPENDIX A

GOVERNANCE EFECTIVENESS REVIEW-2026

Invitation for expressions of interest

1. Background

The University's last external governance review took place in 2021 and there is now a need for a further externally led analysis of overall governance effectiveness (the expectation from CUC is a review every three years, and there has been an agreed delay to ensure focus on strategy development and approval before the next governance review).

The previous review undertaken by the Halpin Partnership took a wide-ranging, holistic view of University governance, assessing the role of the Board, Board committees and Senate and the interaction between these bodies (and their interaction with senior management). In addition to structure, process, regulatory and compliance matters, the previous review had a clear focus on governance culture and behaviour, and this will remain the case for the next review.

The review is taking place in the context of increased focus on higher education governance as exemplified by the comments by the Secretary of State for Education to the House of Commons Education Select Committee earlier in the year: "...there needs to be a focus on and improvement in providers' governance." The publication of the Gillies report highlighted institutional governance failings at the University of Dundee, and Advance HE has also published a report on the future of HE governance. 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.

2. Scope

The detailed scope for the review is as follows:

2.1 To review the overall effectiveness of governance, including the role of and interaction between the Board, its committees, Senate and the University Executive (UE).

2.2 To review the structure and composition of the Board, including skills, size, diversity etc (including processes around recruitment, appointment and induction of new members, and ongoing development)

2.3 To review the enablers of good governance, e.g. processes, secretariat, quality and content of reports, information provided to Board members. In this context to assess the extent to which this enables agility in decision making. This will include an assessment of the efficacy of the current scheme of delegation.

2.4 To consider working relationships, including those between the Chair of the Board, the President and Vice-Chancellor and the RSCOO and assess Board capacity and capability. ~~relationships/behaviour/culture in the boardroom~~

2.5 To consider the involvement of the Board in the strategic planning process, including review and monitoring of performance and progress towards strategy implementation (considering the "value add" of the Board in this respect). In addition, to consider the efficacy of the Board's role in oversight of financial sustainability.

2.6 To review the role of the Board in the management and oversight of key risks and opportunities facing the University. This includes scenario planning and stress testing assumptions and forecasts presented to them.

2.7 To report on best practice (inside and outside the sector) and, in the light of this, recommend ways in which the University might improve its governance.

2.8 To consider the current use of technology in governance and how this might be enhanced (including an assessment of any potential cyber security risk).~~.~~

2.9 Noting ongoing work to update the CUC Code of Governance, to assess the University's governance practice against the Code and other relevant codes and guidance, including the Advance HE report "Shaping the future of HE governance". This includes monitoring the University's compliance with the Office for Students Public Interest Governance Principles.

2.10 Noting implementation of measures to enhance Board oversight and assurance of academic governance arising from the previous external governance review, to assess the efficacy of these arrangements, particularly the role of Senate (as set out in Charter and Statute) in assuring the Board on the efficacy and robustness of academic governance.

2.11 To consider the nature and scope of the current instruments of governance (Charter, Statutes, Ordinances and Regulations) and the extent to which they enable and equip the University to deal with current and likely future governance challenges (for example, ensuring rigorous yet agile decision making).

2.12 To assess the efficacy of current processes to enable stakeholder listening and engagement.

2.13~~2~~ Having considered all of the above, to produce a produce a report including recommendations for prioritised improvements in governance.

3. Timeframe

3.1 The review will take place in spring-early summer of 2026, enabling attendance by reviewers at meetings of Senate and the Board. It is intended that recommendations are submitted to the Board at its July 2026 meeting and that following review and reflection on recommendations by the Board, a detailed implementation plan is submitted to the Board at its October 2026 meeting.

3.2 The outline timeframe for the review is set out below:

28 November Expressions of interest invited (deadline for receipt is 12 noon on Monday 5 January)
6-23 January Evaluation of submissions
w/c 26 January Organisations advised of outcome
w/c 9 February Selected organisations invited to make presentations to, and have dialogue with Nominations and Governance Committee, which is overseeing the process on behalf of the Board.
25 February Board considers and approves recommendation from Nominations and Governance Committee.
Post 25 February Following Board approval, issue of contract to chosen organisation (award of the contract will be subject to the University's standard terms and conditions: framework attached).
Early March Work commences: detailed timetable to be developed with the provider

23 July	Presentation of report to the Board

4. Payment Schedule

The University will pay 25% of the agreed price for the work on award, 25% after eight weeks (subject to satisfactory process) and 50% on completion and after review by the Board at its July 2026 meeting)

5. Terms and Conditions

We are using the University's current Agreement for Purchase of Services.

During the expression of interests process, the University allows the bidder to request changes which the University may or may not permit. All such requests are collated for consideration with the rest of the submission.

6. Method

The suggested method for the review includes the following:

6.1 Document review including outcomes of most recent external Board effectiveness review in 2021 , annual internal Board self-evaluation exercises and other relevant internal reviews.

6.2 Evidence base collated by the Governance Office, including access to relevant materials (including Board, Board committees, UE and Senate minutes)

6.3 Meetings with Board and Senate members (individually and collectively)

6.4 Attendance at (at least) one Board meeting, one Senate meeting and a sample of other committees (including UE).

6.5 Structured engagement with the ~~Open invitation to the~~ wider University community (method to be confirmed after award) ~~to submit comments to the revie~~w

Please provide details of any proposed additional or alternative methods.

7. Expressions of interest and criteria for selection

Expressions of interest are requested by 12 noon on Monday 5th January 2026. Documents should be no more than 7,500 words in length, address the matters covered in section 2 and include the following criteria for selection:

7.1 Previous experience of similar reviews in the sector; case studies should include reference to successful implementation of recommendations by institutions

7.2 Staff to be deployed in the review, including summary CVs

7.3 Two references from organisations where suppliers have undertaken similar reviews (preferably one in an HE setting, and one from outside) together with named individuals and their contact details

7.4 Fixed price for the review as per the suggested method outlined in section 6 and/or any other suggested alternative method.

Assessment of expressions of interest will be on the basis of:

70% quality of submission (including assessment of experience and record of accomplishment) and:
30% price

8. Clarifications

Any enquiries should be addressed to the Deputy Secretary, Mark Rollinson (mark.rollinson@manchester.ac.uk or deputysecretary@manchester.ac.uk)

MR ~~15.9.25~~ ~~28.10.25~~ 5.11.25 (v4~~32~~)