



For the future you want

NOMINATIONS COMMITTEE

AGENDA

A meeting of the Nominations Committee will be held on 04 November 2020 at 15:30 via Microsoft Teams.

Lead Speaker

Paper

| | | | |
|-----|--|----------|-------------------|
| 1 | WELCOME & APOLOGIES | Chair | |
| 2 | DECLARATIONS OF INTEREST | Chair | |
| 3 | MINUTES OF PREVIOUS MEETING <i>for approval</i> | Chair | A |
| 4 | MATTERS ARISING REPORT | Chair | B |
| 5 | BOARD MEMBERSHIP, TENURE AND CAPACITY | M Walker | C Attached |
| 6 | NON-EXECUTIVE RECRUITMENT & SELECTION | | |
| 6.1 | Inclusive Recruitment, Selection and Development Checklist | N Croft | D |
| 6.2 | Draft Appointments Procedure <i>for approval</i> | M Walker | E |
| 6.3 | Non-Executive Board Recruitment Update | M Walker | F |

Item 6 is presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 27, Information Intended for Future Publication.

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|---|---|----------|---|
| 7 | COMMITTEE CO-OPTION PROCEDURE <i>for approval</i> | M Walker | G |
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Item 7 is presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 27, Information Intended for Future Publication.

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| 8 | ANY OTHER COMPETENT BUSINESS | | |
| 9 | DATE OF NEXT MEETING: To be confirmed | | |

**NOMINATIONS COMMITTEE
04 NOVEMBER 2020
PAPER C**



| FOR DISCUSSION / INFORMATION / DECISION | | | |
|--|--|-------------------|------------|
| Meeting | Nominations Committee 04.11.20 | | |
| Presented by | Marcus Walker | | |
| Author/Contact | Marcus Walker | Department / Unit | Governance |
| Date Created | 20.10.20 | Telephone | - |
| Appendices Attached | <i>Appendix 1: Board Membership and Tenures (From 22 September 2020 to Date)</i> <i>Appendix 2: New EC Board Skills Matrix (October 2020)</i> <i>Appendix 3: EC Board Committee Membership Proposal [To be tabled on 04.11.20]</i> | | |
| Disclosable under FOISA | Yes. | | |

BOARD MEMBERSHIP, TENURE AND CAPACITY

1. PURPOSE

The paper provides the Committee with an opportunity to consider Board and committee succession planning.

2. BACKGROUND

The Nominations Committee is required to maintain an oversight of Board membership, tenures and capacity.

3. BOARD MEMBERSHIP, TENURE AND CAPACITY

3.1 Board Membership Update

Since the last meeting of the Nominations Committee, in 18 September 2020, the following has taken place in relation to Board membership:

- A Scottish Government Selection Panel reconvened last month to discuss the appointment of a new Regional Chair. On 11 September 2020, a follow-up communication from the Scottish Government informed the College that it was unlikely that the recruitment process would commence before February 2021.
- On 22 September 2020, two new non-executive Board members, Alex Killick and Toni McAlindin joined the Edinburgh College Board of Management with an initial tenure of 3 years. Both new Board members attended the Board of Management on 22 September and have undertaken their College induction and the national College Development Network (CDN) induction.

A full list of Board members and their tenures is included in [Appendix 1](#).

3.2 Gender Balance

From 22 September 2020 to date, the overall Board gender balance (including all 17 current members) is 65% female / 35% male (i.e 11:6).

The overall gender balance of non-executive members of the Board stands at 75% female / 25% male (i.e. 9:3).

3.3 Skills Matrix

On 18 September 2020, the Nominations Committee to adopt a new Board skills matrix format - which aligned with a template proposed by CDN. In October 2020, an audit of non-executive Board members' skills was undertaken to populate the new skills matrix template.

The new Board Skill Matrix is attached as [Appendix 2](#).

The Board Skills Matrix shows coverage across all 16 skills identified by CDN as being 'essential' for a balanced board. However, Skill Set 15; '*Skills and Experience in commissioning and supply chain management*' has only one Board member identifying experience/knowledge in this area. The Committee may wish to consider the skills needs of the Board in this particular area when undertaking considerations around succession planning.

3.4 Upcoming Tenure End Dates / Succession Planning

The tenures of non-executive member, Niki McKenzie, will end on 01 March 2021 (- with no further option for reappointment). Ms McKenzie is currently the Chair of the Remuneration Committee, and a member of the Policy & Resources Committee.

The tenure of a non-executive member, Fiona Riddoch, will end on 20 October 2021 (- with no further option for reappointment). Ms Riddoch is currently the Chair of the Academic Council, and a member of both the Policy & Resources Committee and Nominations Committee.

Other upcoming non-executive tenures end dates also include:

| | | |
|--------------------|---|------------------|
| Ann Landels | <i>Interim Chair; and, Chair of Policy & Resources Committee</i> | 09 February 2022 |
| Azra Sharif-Qayyum | - | 09 February 2022 |
| Nigel Paul | <i>Interim Vice Chair; and, Chair of Audit & Risk Assurance Committee</i> | 01 March 2022 |

The tenure of Support Staff Board Member, Bruce Cassidy, is due to end on 02 December 2020. Arrangements for support staff elections were endorsed by the Board of Management on 27 October 2020. *[N.B. The incumbent Support Staff Board Member has the option to seek re-election]*

4. COMMITTEE MEMBERSHIP, TENURE AND CAPACITY

4.1 Committee Membership Update

The Committee are asked to note the following updates in relation to committee membership:

- On 22 September 2020, the Board agreed that a Student Board Member should sit on the Policy & Resources Committee and the Remuneration Committee. Following discussions with ECSA, it is proposed that Rose Dodgson (Vice President Welfare) joins the Policy & Resources Committee and Jordon Wyllie (Student President) joins the Remuneration Committee
- The two new non-executive members, Alex Killick and Antonia McAlindin, have not yet been assigned to a committee of the Board. However, both members have attended committee meetings held in October and November - as observers.

4.2 Committee Membership Proposal (December 2020 onwards)

The Board, on 22 September 2020, agreed that that Interim Chair should bring forward a committee membership proposal for approval.

The Nominations Committee are asked to consider the proposal put forward under [Appendix 3](#), and (if appropriate) recommend the changes to the Board for adoption at its next meeting on 08 December 2020.

To support the proposal the Interim Chair will provide a verbal update on the proposed changes to the Committee on 04 November 2020.

5. RECRUITMENT AND CO-OPTION

5.1 Non-Executive Recruitment

On 18 September 2020, the Nominations Committee noted the upcoming departure of Niki McKenzie from the Board on 01 March 2020, and any immediate considerations around succession planning.

The Committee discussed the emerging vacancy, and considered potential gaps in the Board Skills Matrix, and agreed that a recruitment round should commence in December 2020 - to seek a new non-executive member with a Chartered Accountancy background.

The Nominations Committee will consider this recruitment round further under Paper F.

5.2 Committee Co-Option

The 2019 Board Effectiveness Review identified the need for the Nominations to consider the co-option of an additional accountant to the Audit and Risk Assurance Committee, factoring in opportunities to broaden diversity along other measures, and possible future progression to the Board of Management.

The Nominations Committee will consider this recruitment round further under Papers D & G.

6. STRATEGIC IMPLICATIONS

The Committee is required to review the Board membership on a regular basis.

7. RISK

Failure to fully consider Board and committee membership may lead to inappropriate governance arrangements.

8. FINANCIAL IMPLICATIONS

Not applicable.

9. LEGAL IMPLICATIONS

The Board shall ensure that its operation aligns with the Post-16 Education Act (2013).

10. WORKFORCE IMPLICATIONS

Not applicable.

11. REPUTATIONAL IMPLICATIONS

Not applicable.

12. EQUALITIES IMPLICATIONS

On the 13 December 2016, the Board of Management signed up to the 50/50 by 2020 initiative - a voluntary commitment to work towards gender balance on the board by 2020.

CONCLUSIONS/RECOMMENDATIONS

Board Skills Matrix

- The Committee is asked to NOTE the updated Board Skills Matrix.

Succession Planning

- The Committee is asked to CONSIDER succession planning in relation to non-executive Board members tenures due to end in 2021 and 2022.
- The Committee are asked to CONSIDER how the Board can utilise co-option going forward, and its possible incorporate into the non-executive recruitment process.

Committee Membership Proposal

- The Committee is asked to CONSIDER and ENDORSE the committee membership proposal put forward by the Interim Chair of the Board (- Appendix 3 refers).

APPENDIX 1

BOARD MEMBERSHIP & TENURES

As of 22 September 2020, the Edinburgh College Board of Management membership is as follows:

| | Forename | Surname | Position | Date of Appointment | Tenure Expires |
|----|-----------------|----------------|------------------------------------|----------------------------|-----------------------|
| 1 | Bruce | Cassidy | Support Staff Member | 02.12.16 | 02.12.20 |
| 2 | Mike | Cowley | Academic Staff Member | 01.12.17 | 01.12.21 |
| 3 | Audrey | Cumberford | Principal | 03.09.18 | Not applicable |
| 4 | Rose | Dodgson | ECSA Vice President (Welfare) | 01.07.20 | 30.06.21 |
| 5 | Lesley | Drummond | Non-Executive | 01.03.17 | 01.03.23 |
| 6 | Ross | Laird | Non-Executive | 08.03.19 | 08.03.22* |
| 7 | Ann | Landels | Non-Executive (Interim Chair) | 09.02.19 | 09.02.22 |
| 8 | Alex | Killick | Non-Executive | 22.09.20 | 22.09.23* |
| 9 | Antonia | McAlindin | Non-Executive | 22.09.20 | 22.09.23* |
| 10 | Niki | McKenzie | Non-Executive | 01.03.18 | 01.03.21 |
| 11 | Nigel | Paul | Non-Executive (Interim Vice Chair) | 01.03.18 | 01.03.22 |
| 12 | Gwen | Raez | Non-Executive | 08.03.19 | 08.03.22* |
| 13 | Fiona | Riddoch | Non-Executive | 20.10.18 | 20.10.21 |
| 14 | Azra | Sharif-Qayyum | Non-Executive | 09.02.19 | 09.02.22 |
| 15 | Judith | Sischy | Non-Executive | 01.03.17 | 01.03.23 |
| 16 | Jeanette | Stevenson | Non-Executive | 01.03.17 | 01.03.23 |
| 17 | Jordan | Wyllie | ECSA Student President | 01.07.20 | 30.06.21 |

**Indicates a Non-Executive Member who may seek reappointment following the end of their initial period of tenure.*

An updated register of interests for the Edinburgh College Board of Management can be found on the College website [here](#).