



For the future you want

## **NOMINATIONS COMMITTEE**

### **DRAFT MINUTES OF MEETING OF 8 DECEMBER 2021**

**16:00hrs, via Microsoft Teams**

**Present:** Bruce Cassidy; Ann Landels (Chair); Nigel Paul; Fiona Riddoch; Richard Swan; Jordan Wyllie

**In attendance:** Marcus Walker (Clerk)

#### **1. WELCOME & APOLOGIES**

- 1.1 The Committee NOTED that apologies had been received from Azra Sharif-Qayyum, Jeanette Stevenson and Nick Croft (Board Secretary).
- 1.2 The Chair welcomed the newly elected Lecturing Staff Board Member, Richard Swan, to his first meeting of the Nominations Committee. The Committee NOTED that Mr Swan's tenure on the Board commenced on 2 December 2021, following the end of tenure of the incumbent Lecturing Staff Board Member (Mike Cowley).

#### **2. DECLARATIONS OF INTEREST**

- 2.1 No declarations of interest were received.

#### **3. MINUTES OF THE PREVIOUS MEETING**

- 3.1 The Committee APPROVED the minutes from the Nominations Committee on 9 September 2021 as an accurate record of the meeting.

#### **4. MATTERS ARISING REPORT**

- 4.1 MATTERS ARISING UPDATE
  - 4.1.1 The Committee NOTED that actions from the previous meeting were either marked complete or on the agenda.

## 5. BOARD MEMBERSHIP, TENURE AND CAPACITY REPORT

### 5.1 BOARD MEMBERSHIP, TENURE AND CAPACITY UPDATE

- 5.1.1 The Committee NOTED an extension to the tenure of Non-Executive Board Member, Fiona Riddoch, had been approved by the Scottish Government. The Clerk informed the Committee that Ms Riddoch's tenure as a member of the Board would end on 30 June 2022.
- 5.1.2 The Committee NOTED that, immediately prior to the meeting, the appointment of two new non-executive members had been confirmed by the Scottish Government, following an open recruitment round held by the Board in October 2021. The Clerk advised the Committee that the terms of Stewart Darling and Kerry McCormack would commence from 15 December 2021 until 30 November 2024.
- 5.1.3 The Committee NOTED that an early engagement meeting between the Scottish Government and representatives of Edinburgh College to discuss the recruitment of a new Regional Chair had been held on 25 November 2021. The Clerk advised the Committee that, although a timescale for the recruitment round had not been finalised, it was expected that a Regional Chair would be in post before the end of the academic year.
- 5.1.4 The Committee NOTED that the tenures of non-executive Board members, Azra Sharif-Qayyum and Nigel Paul, were due to end on 9 February 2022 and 1 March 2022 - respectively. The Clerk highlighted to the Committee that both non-executive members had completed two terms on the Board and were therefore no longer eligible for re-appointment.
- 5.1.5 The Committee NOTED that the first terms of non-executive members, Ross Laird and Gwen Raez, were due to end on 8 March 2022. The Committee DISCUSSED the valuable contribution of both members and AGREED to endorse their reappointment for a second 3-year term of office on the Board - for approval.
- 5.1.6 The Committee DISCUSSED the two-emerging vacancies in February and March 2022 (Minute 5.1.4 refers), in conjunction with the Board Skills Matrix, and AGREED that a recruitment round should commence in February 2022 - to seek two new non-executive members with knowledge and experience of the following:
- (i) Community engagement.
  - (ii) Working with young people.
  - (iii) The voluntary and/or third sector.
  - (iv) Local business / enterprise.
- 5.1.7 The Committee AGREED that, in line with its Appointment Procedure, members would approve both a personal specification and an appointments panel via correspondence.
- 5.1.8 The Committee DISCUSSED the impact of future departures on Board membership and AGREED that skill sets such a legal expertise and estates / infrastructure would be required by the Board going forward. Further to

this, the Committee AGREED that it would meet again in March/April 2022, once the upcoming round of non-executive recruitment had concluded.

## 5.2 COMMITTEE MEMBERSHIP PROPOSAL

5.2.1 The Committee NOTED a draft Committee Membership Proposal as put forward by the Interim Chair of the Board. The Chair advised the Committee that the proposed amendments to membership had been discussed with members of the Board to ensure they aligned with individuals' interests and availability.

5.2.2 The Committee NOTED that, in addition to the changes to committee membership, the Interim Chair of the Board proposed that Gwen Raez joined the Edinburgh College Development Trust. The Chair informed the Committee that, if approved, Ms Raez would join Ross Laird as a Board representative on the Trust.

5.2.3 The Committee NOTED that, on 15 November 2021, members of the Board were invited to nominate themselves for the role of Interim Vice Chair, covering the period from 1 March 2022 until a new Regional Chair was appointed. The Chair advised the Committee that one Non-Executive Board Member had nominated themselves for the role. The Committee AGREED to endorse the nomination of Fiona Riddoch, as Interim Vice Chair, to the Board.

5.2.4 The Committee DISCUSSED the Committee Membership Proposal and the following changes:

- (i) The appointment of Janyce Holmes as Chair of the Audit & Risk Assurance Committee.
- (ii) The membership of the Interim Vice Chair on the Policy & Resources Committee and the Nominations Committee.
- (iii) The membership of the two new non-executive appointees on the Learning, Teaching & Student Experience Committee, and the Audit & Risk Assurance Committee, subject to initial discussions between new members and the Interim Chair.

5.2.5 The Committee AGREED to endorse the Committee Membership Proposal to the Board for approval on 14 December 2021. Further to this, the Committee AGREED to endorse the appointment of Gwen Raez to the Edinburgh College Development Trust.

## 5.3 AUDIT & RISK ASSURANCE COMMITTEE: CO-OPTED MEMBERSHIP

5.3.1 The Committee NOTED that the current Independent Member co-opted to the Audit & Risk Assurance Committee had served six years in this role. The Clerk advised the Committee that, at its last meeting, it was agreed that a new co-opted member would be recruited before the end of the academic year, to assume the role of Independent Member from 1 August 2022 onwards.

5.3.2 The Committee DISCUSSED the *Co-option Procedure* which had previously been agreed by the Nominations Committee. The Committee AGREED that the co-option of a new Independent Member should be put forward to the Board on 14 December 2021, for approval.

- 5.3.3 The Committee AGREED that, subject to Board approval, an open recruitment process to co-opt a member to the Audit & Risk Assurance Committee should take place in March 2022, with a view to an appointment being made before 25 May 2022 (- the date of the final Audit & Risk Assurance Committee of the academic year).
- 5.3.4 The Committee AGREED that, in line with its *Co-option Procedure*, members would approve both a personal specification and an appointments process via correspondence. Further to this, the Committee AGREED that the tenure of appointment for the Independent Member should be a term of 3-years, with the option to extend for a further 3-years - subject to approval by the Board.

## **6. INCLUSIVE RECRUITMENT, SELECTION AND DEVELOPMENT CHECKLIST**

- 6.1 The Committee NOTED current Board recruitment, selection, development and governance arrangements against an equality, diversity, and inclusion best practice checklist. The Board Secretary advised the Committee that all 39 actions on the RAG checklist were now marked 'Green', except for eight actions marked 'Amber'.
- 6.2 The Committee welcomed the progress outlined against each of the actions and DISCUSSED the remaining eight actions for completion. The Committee AGREED that progress on all actions should continue to be reported to future meetings.
- 6.3 The Committee NOTED a list of recruitment networks and advertisers used by the College to promote non-executive vacancies on the Board of Management. The Committee DISCUSSED the list and AGREED that Third Sector Interfaces and Chambers of Commerce for the City of Edinburgh, Midlothian and East Lothian regions should be included.

## **7 ANY OTHER COMPETENT BUSINESS**

### **7.1 DEPARTURE OF A NON-EXECUTIVE BOARD MEMBERS**

- 7.1.1 The Committee NOTED that the tenures of non-executive Board members, Arza Sharif- Qayyum and Nigel Paul, would end before the next meeting of the Nominations Committee. The Chair, on behalf of the Nominations Committee, thanked both Ms Sharif-Qayyum and Mr Paul for their contribution to the Committee over recent years.

## **9. DATE OF NEXT MEETING**

- 9.1 The date of the next meeting of the Nominations Committee was to be confirmed.

***Meeting closed at 17:05***