

## **NOMINATIONS COMMITTEE**

### **MINUTES OF MEETING OF 31 OCTOBER 2022**

**13:00hrs, Room GS-306, Granton Campus**

**Present:** Bruce Cassidy; Lesley Drummond; David Elder; Alex Killick; Ann Landels;  
Nora Senior (Chair); Jeanette Stevenson

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

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

- 1.1 Apologies were received from Daniel Holland.
- 1.2 The Chair welcomed David Elder to his first meeting of the Nominations Committee as a member, following his appointment as a Student Board Member on 1 July 2022.

#### **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 13 June 2022 as an accurate record of the meeting.

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

- 4.1 The Committee NOTED that actions from the previous meeting were either marked complete or on the agenda.
- 4.2 *AUDIT & RISK ASSURANCE COMMITTEE - INDEPENDENT MEMBER CO-OPTION (Minute 5.3.3/08.12.21refers)*
  - 4.2.1 The Committee NOTED that the Board of Management, on 27 September 2022, had agreed that Ian Doig (the Independent Member of the Audit & Risk Assurance Committee from 2016 to 2022) would remain a co-opted member of the Committee until 31 August 2023. The Chair advised the Committee that this would ensure that appropriate

governance arrangements remained in place on the Audit & Risk Assurance Committee, during a period a of continued change.

- 4.2.2 The Committee NOTED that the Chair of the Board and the Chair of the Audit & Risk Assurance Committee would hold interviews to recruit a second Independent Member on 17 November 2022. The Chair informed the Committee that a further update on the co-option of a second independent member would be provided to the next meeting of the Board of Management on 13 December 2022.

## **5. NOMINATIONS COMMITTEE TERMS OF REFERENCE**

- 5.1 The Committee NOTED that the Code of Good Governance dictated that committees of the Board should regularly review their terms of reference to ensure they remain fit for purpose.
- 5.2 The Committee DISCUSSED its terms of reference and AGREED that its purpose, remit, and membership remained appropriate.

## **6. BOARD MEMBERSHIP, TENURE AND CAPACITY REPORT**

### **6.1 BOARD MEMBERSHIP, TENURE AND CAPACITY UPDATE**

- 6.1.1 The Committee NOTED that the current tenures of Non-Executive Board Members and the upcoming departure of long serving members, Ann Landels, Lesley Drummond and Jeanette Stevenson in February and March 2023. The Clerk highlighted to the Committee that all three non-executive members had completed two terms on the Board and were therefore no longer eligible for re-appointment.
- 6.1.2 The Committee NOTED that Janyce Holmes, a Non-Executive Board Member and Chair of the Audit & Risk Assurance Committee, had informed the Chair of the Board of her intention to step down from the Board of Management on 30 September 2022. The Clerk advised the Committee that this departure left one non-executive vacancy on the Board, with three further vacancies to arise by 1 March 2023.
- 6.1.3 The Committee DISCUSSED the current vacancy and the three-emerging vacancies, in conjunction with the Board Skills Matrix, and AGREED that two parallel recruitment rounds should commence in November 2022.
- 6.1.4 The Committee AGREED that the first recruitment round would seek two individuals with either a professional Chartered Accountancy qualification and/or experience of chairing an audit committee. Further to this, the Committee AGREED that the second recruitment round would seek one individual with a background in education and training, and another member with more general expertise in local SMEs and/or a curriculum related subject.

6.1.5 The Committee AGREED that the Chair of the Board and the Student President would participate in both panels, along with either the Chair of the Audit & Risk Assurance Committee (Lesley Drummond) or the Chair of the Learning, Teaching & Student Experience Committee (Jeanette Stevenson) - who would sit on a panel aligned to their area of expertise.

6.1.6 The Committee AGREED that, in line with its Appointments Procedure, members would approve both a personal specification and an appointments panel via correspondence.

## 6.2 COMMITTEE MEMBERSHIP, TENURE AND CAPACITY UPDATE

6.2.1 The Committee NOTED current membership, tenures, and capacity on committees of the Board. The Clerk advised the Committee that following the departure of Janyce Holmes, as highlighted under *Paragraph 6.1.2*, it had been agreed by the Board of Management on 27 September 2022 that Lesley Drummond would act as Chair of the Audit & Risk Assurance Committee from 1 October 2022, until the end of her tenure on 1 March 2023.

6.2.2 The Committee NOTED that Gwen Raez had assumed the role of the Chair of the Corporate Development Committee on 1 October 2022, replacing Lesley Drummond. The Clerk advised the Committee it had been agreed at its previous meeting that Ms Raez would become a Chair of the Corporate Development Committee once the role became vacant.

6.2.3 The Committee NOTED that, as agreed at its previous meeting, the Ross Laird would assume the role of the Chair of the Learning, Teaching & Student Experience (LTSE) Committee from 13 December 2022 onwards.

6.2.4 The Committee NOTED that the tenure of the current Vice Chair / Senior Independent Member and Chair of the Policy & Resources Committee, Ann Landels, was due to end on 9 February 2023. The Committee DISCUSSED the important role of the Vice Chair and AGREED that a call for nominations from non-executive Board members would be circulated by the Chair of the Board, with a view to a new Vice Chair being approved on 13 December 2022 and assuming the role with immediate effect.

6.2.5 The Committee NOTED that the non-executive membership of the Nominations Committee would be impacted by the departures of Ann Landels, Lesley Drummond, and Jeanette Stevenson. The Committee DISCUSSED its membership and AGREED that the Chair of the Board should discuss with existing non-executive members their suitability to join the Nominations Committee.

## 7. BOARD APPOINTMENTS PROCEDURE

7.1 The Committee NOTED that it had reviewed an updated Code of Practice for Ministerial Appointments to Public Bodies in Scotland on 13 June 2022, as published by the Ethical Standards Commission. The Clerk advised the Committee that, further to the Code coming into effect on 3 October 2022, the

Board of Management's Appointments Procedure had been reviewed to ensure it remained fit for purpose.

7.2 The Committee NOTED the update proposed to the Appointments Procedure and DISCUSSED the following:

- (i) The inclusion of a statement relating to the Board's focus on a successful outcome (e.g., an appointment meeting the needs of the Board and supporting greater diversity).
- (ii) The clarifications provided within the Procedure relating to the method / criteria for assessment.
- (iii) The removal of barriers to individuals currently underrepresented on boards, specifically in relation to appropriate language, content, and transparency.
- (iv) The current guidance on the advertising of college board vacancies, which now excluded advertisements on the Public Appointments Scotland website.

7.3 The Committee APPROVED the proposed updates to the Board of Management's Appointments Procedure.

7.4 The Committee AGREED that the Chair of the Board should contact Scottish Government regarding its decision not to allow colleges to advertise non-executive vacancies through the Public Appointments Scotland website. The Chair advised the Committee that such channels were important for ensuring that board vacancies were viewed widely across Scotland.

7.5 The Committee NOTED that it was expected that the College Sector Board Appointments Guidance, as published by the Scottish Government in 2014, would be updated within the current academic year. The Clerk informed the Committee that, once this Guidance had been published, the Board of Management Appointments Procedure would be brought back to the Nominations Committee again for further consideration.

## **8. INCLUSIVE RECRUITMENT, SELECTION & DEVELOPMENT UPDATE**

8.1 The Committee NOTED current Board recruitment, selection, development and governance arrangements against an equality, diversity, and inclusion best practice checklist. The Clerk advised the Committee that all 39 actions on the RAG checklist were now marked 'Green', except for seven actions marked 'Amber'.

8.2 The Committee welcomed the progress outlined against each of the actions and DISCUSSED the remaining seven actions for completion. The Committee AGREED that progress on all actions should continue to be reported to future meetings.

8.3 The Committee DISCUSSED the use of co-option, and other initiatives, to promote diversity on the Board of Management and its committees. The Chair advised the Committee that she would work with both the Principal and the Board Secretary to support young people, and individuals without board

experience, in developing their knowledge of both the work of the College and its governance.

**9. NOMINATIONS COMMITTEE PROCEDURES**

- 9.1 The Committee NOTED that it had previously agreed to review the following Board related procedures every two years; (i) the Board Induction and Development Procedure, (ii) the Committee Chair Induction Procedure, (iii) the Board Mentorship Procedure, and (iv) the Co-opted Membership Procedure.
- 9.2 The Committee DISCUSSED the proposal to review each of the procedures and AGREED that the Clerk should circulate each procedure to members - via email - for review and (if appropriate) approval.

**10. ANY OTHER COMPETENT BUSINESS**

- 10.1 None.

**11. DATE OF NEXT MEETING**

- 11.1 To be confirmed.

***Meeting closed at 13:50***