



For the future you want

## **NOMINATIONS COMMITTEE**

### **APPROVED MINUTES OF MEETING OF 18 SEPTEMBER 2020**

**14:00hrs, via Microsoft Teams**

**Present:** Mike Cowley; Ann Landels (Chair); Fiona Riddoch; Jordan Wyllie

**In attendance:** Nick Croft; Alex Killick; Toni McAlindin; Bethany Parsons; Nigel Paul; Judith Sischy; Marcus Walker (Clerk)

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

- 1.1 Apologies were received from Bruce Cassidy and Jeanette Stevenson.
- 1.2 The Chair welcomed the ECSA Student President, Jordan Wyllie, to the Nominations Committee as a member - following his appointment to the Board on 01 July 2020.
- 1.3 The Chair welcomed Non-Executive Board Members, Nigel Paul and Judith Sischy, to the Nominations Committee. The Committee NOTED that an open invitation had been circulated to the Board, in advance of the meeting, offering members an opportunity to attend, and contribute, to a wider discussion on equality, diversity and inclusion (ED&I) in governance (Item 6 refers).
- 1.4 The Chair welcomed Alex Killick and Toni McAlindin to the Nominations Committee as observers, following confirmation of their appointment to the Board by Scottish Ministers on 11 September 2020. The Committee NOTED that both new non-executive members tenures as would formally commence on 22 September 2020.
- 1.5 The Chair welcomed the Equalities Officer, Bethany Parsons, to the meetings to advise the Committee on matters relating to ED&I.

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

- 2.1 The Committee NOTED that the ECSA Student President was a Student Board Member, with regards to the consideration of *Item 7; Student Committee Membership Framework*.

- 2.2 The Committee NOTED that with regards to the Item 8; *Succession Planning Report*, both Alex Killick and Toni McAlindin were not currently assigned to committees of the Board.

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

- 3.1 The Committee APPROVED the minutes from the Nominations Committee on 03 June 2020 as an accurate record of the meeting.

### **4. MATTERS ARISING**

#### **4.1 MATTERS ARISING REPORT**

- 4.1.1 Actions from the previous meeting were either marked complete or on the agenda.
- 4.1.2 The Committee NOTED that following a successful non-executive appointment round held over July and August 2020, the Board had appointed two new members with HR and legal expertise (Minute 1.4 refers). The Chair, on behalf of the Nominations Committee, thanked Nigel Paul, Fiona Riddoch, Jordan Wyllie and Hugh Hall (Principal & Chief Executive of Fife College) for sitting on the appointments panel with her.

### **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' should be extended, beyond search nomination and appointment of Board members, to include the review of induction, development and evaluation procedures.
- 5.3 The Committee AGREED that the Equalities Officer should be invited to meetings of the Committee, as required, to provide guidance of matters of ED&I.
- 5.4 The Committee AGREED that a revised Terms of Reference should be presented to the Board at its next meeting - for approval.

### **6. STRATEGIC DISCUSSION: EQUALITY, DIVERSITY AND INCLUSION IN GOVERNANCE**

- 6.1 The Committee NOTED a report the statutory requirements of the Board in relation to the Equality Act (2010) and the Public Sector Equality Duty. The Board Secretary advised the Committee that, as an employer and public body, the College played a leading part in the wider promotion of equality and diversity, and it was essential that the Board upheld the Equality, Diversity and Inclusion Policy of Edinburgh College.

- 6.2. The Committee NOTED that, in April 2019, Edinburgh College had published an Equality Outcome and Mainstreaming Progress Report which highlighted the work conducted over the previous two years, and plans going forward to meet equality duties. The Board Secretary highlighted that the Mainstreaming Progress Report included both a 'Board Diversity Statement' and information on the work of the Board to ensure its appointment, development and evaluation processes promoted ED&I.
- 6.3 The Committee NOTED an Inclusive Recruitment, Selection, Development and Governance Checklist, which outlined the progress of the Board in implementing a number of areas of best practice from current guidance and accompanying toolkits. The Board Secretary advised the Committee that whilst the Board performed well against actions within the Checklist there remained areas where further enhancements could be made.
- 6.4 The Committee DISCUSSED the following points with regards to the Checklist, and the wider issues around ED&I in governance:
- (i) The barriers stopping individuals within the region applying for non-executive board roles;
  - (ii) the consideration of ED&I in all aspects of the Board work, including induction and development procedures;
  - (iii) the need to demonstrate more widely what the role of the Board is, the importance of good governance, and how greater board diversity could support effective decision-making;
  - (iv) the various non-mainstream media channels available to advertise non-executive roles and reach out to the wider community;
  - (v) the work of Changing the Chemistry, and the potential for a recruitment event where candidates could meet the Chair, the Principal and non-executive board members;
  - (vi) demographic information for the College and the Edinburgh and Lothians region;
  - (vii) the non-executive appointment procedures used by the Board, and the potential inclusion of a 'tie-break provision' for appointment panels;
  - (viii) the potential use of mentorship and co-option as tools to develop Board members or, in the latter case, those wishing to apply for non-executive roles;
  - (ix) the role of the College Development Network (CDN) in promoting ED&I.
- 6.5 The Committee DISCUSSED and APPROVED a proposed Board Diversity Statement for inclusion in the Edinburgh College Annual Report and Accounts to 13 July 2020.
- 6.6 The Committee NOTED the participation of the Board in the Scottish Government's 50/50 by 2020 Initiative, a voluntary pledge demonstrating its commitment to gender equality. The Board Secretary advised the Committee that, as outlined in the Gender Action Plan 2019 and the Equality Outcome and Mainstreaming Progress Report, the Board had maintained an appropriate gender balance since merger in 2012.
- 6.7 The Committee DISCUSSED the gender aims of the Board beyond 2020, and AGREED that it did not wish to formalise a further gender target. The Chair advised the Committee that it would have an opportunity to revisit this matter again once the current Scottish Government Initiative had ended.

## **7. STUDENT COMMITTEE MEMBERSHIP FRAMEWORK**

- 7.1 The Committee NOTED a report outlining the overarching principles of student membership on committees of the Board. The Board Secretary highlighted to the Committee that, as outlined in the Code of Good Governance for Scotland's College, college boards must give close regard to the voices of its students and the quality of the student experience should be central to all board decisions.
- 7.2 The Committee NOTED that, in alignment with the Post-16 Education Act (2013), two Student Board Members were nominated to the Edinburgh College Board of Management. The Board Secretary advised the Committee that at least one Student Board Member currently sat on the following committees of the Board: (i) Academic Council; (ii) Corporate Development Committee; and (iii) Nominations Committee.
- 7.3 The Committee NOTED that the 2019 Board Effectiveness Review had recommended that students should participate in all committees of the Board, with the exception of the Audit & Risk Assurance Committee. The ECSA Student President outlined the position of the Students' Association on committee representation, which endorsed student membership of the Policy & Resources Committee and the Remuneration Committee.
- 7.4 The Committee DISCUSSED the current arrangements and the recommendation of the Board Effectiveness Review, and AGREED that the membership of the Policy & Resources Committee and the Remuneration Committee should include at least one Student Board Member.

## **8. BOARD MEMBERSHIP TENURE AND CAPACITY**

- 8.1 The Committee NOTED an update on Board membership since its last meeting on 03 June 2020. The Clerk to the Board advised the Committee that, in addition to the two new non-executive members appointed in September 2020 (Minute 1.4 refers), the tenure of the Interim Vice Chair had been extended for one further year by Scottish Ministers - to ensure continuity whilst the appointment of Regional Chair remained ongoing.
- 8.2 The Committee NOTED that following the appointment of two Non-Executive Board Members there were currently no vacancies on the Board, apart from that of the vacant Regional Chair post. The Clerk to the Board advised the Committee that the tenure of Niki McKenzie, a Non-Executive Member and Chair of the Remuneration Committee, would end on 01 March 2021.
- 8.3 The Committee DISCUSSED the emerging vacancy and the Board Skills Matrix, and AGREED that a recruitment round should commence in before the end of the calendar year - to seek a new non-executive board member with a Chartered Accountancy background. Further to this, the Committee AGREED that the Nominations Committee should meet again in early November 2020 to consider its approach to the appointment round in terms of ED&I (as considered under Minute 6), and to confirm an appropriate appointment panel.

- 8.4 The Committee DISCUSSED a board skills matrix template published by CDN, and AGREED to its future adoption by the Nominations Committee. The Clerk to the Board advised the Committee that an audit of Board members skills, experience and knowledge would be conducted in due course, and aligned with the new skills matrix.
- 8.5 The Committee NOTED current committee membership and DISCUSSED the following:
- (i) The process of committee chair succession planning;
  - (ii) the opportunities available for non-executive members to sit on other committees of the Board, to which they were not already members;
  - (iii) the open invitation available to Board members to sit as observers at committee meetings;
  - (iv) the vacant positions on both the Remunerations Committee and the Policy & Resources Committee.
- 8.6 The Committee AGREED that the Chair should discuss with individual members their current membership arrangements and whether they wished to become a committee chair. Further to this, the Committee AGREED that the Chair would present a committee membership proposal to the next meeting of the Nominations Committee.

## **9. APPOINTMENT, INDUCTION, DEVELOPMENT AND GOVERNANCE PROCEDURES**

- 9.1 The Committee NOTED its role in reviewing Board procedures relating to appointment, induction and development. The Clerk to the Board advised the Committee that it was important to regularly review procedures, and to consider current processes in light of its earlier discussions around ED&I (Minute 6 refers).
- 9.2. The Committee NOTED a draft Appointments Procedure which aimed to formalise existing arrangements developed by the Nominations Committee, in line with College Sector Board Appointments: 2014 Ministerial Guidance. The Committee DISCUSSED the Appointments Procedure and AGREED that it should be brought back to the next meeting of the Nominations Committee, and considered alongside documentation from the next round of non-executive recruitment (Minute 8.3 refers).
- 9.3 The Committee NOTED extant Induction & Development Procedures, Committee Chair Induction & Development Procedures, and a Board Membership Procedure, all of which had previously been approved by the Committee in March 2019. The Committee DISCUSSED the procedures and AGREED that each one remained appropriate.
- 9.4 The Committee NOTED a Co-opted Membership Appointment Procedure previously approved by the Committee in October 2015. The Committee DISCUSSED the following in relation to the Procedure:
- (i) The use of committee co-options to support ED&I;
  - (ii) the separation between co-option and non-executive appointments, and the need to be clear within the Procedure that both were not linked;
  - (iii) considerations around the accountability of co-opted members.

- 9.4 The Committee AGREED that the Chair of the Board should establish the skills/knowledge needs of committees with individual chairs, and feedback to the next meeting of the Nominations Committee.
- 9.5 The Committee AGREED that the Co-opted Membership Appointment Procedure should be reviewed again at the next meeting of the Nominations Committee.

## **10. ANY OTHER COMPETENT BUSINESS**

- 10.1 None.

## **11. FOR INFORMATION**

### 11.1 REVIEW OF COMMITTEE OPERATION 2019/20

- 11.1.1 The Committee NOTED a final version of the Review of Committee Operation 2019/20, as agreed by members out-with the meeting on 30 June 2020.

### 11.2 MEMBERSHIP AND ATTENDANCE REVIEW 2019/20

- 11.2.1 The Committee NOTED a final version of the Membership and Attendance Review Report 2019/20, as agreed by members out-with the meeting on 30 June 2020.

## **12. DATE OF NEXT MEETING**

- 12.1 To be confirmed.

***Meeting closed at 15:35***