



For the future you want

NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 13 JUNE 2022

09:30hrs, via Microsoft Teams

Present: Bruce Cassidy; Lesley Drummond; Alex Killick; Ann Landels (Chair); Fiona Riddoch; Jeanette Stevenson; Richard Swan; Jordan Wyllie

In attendance: Marcus Walker (Clerk)

1. WELCOME & APOLOGIES

- 1.1 No apologies were received.
- 1.2 The Chair welcomed Alex Killick and Lesley Drummond to their first meeting of the Nominations Committee as members, following a review of committee membership by the Board on 14 December 2021.

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 8 December 2021 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 *INTERIM VICE CHAIR (Minute 5.2.3/08.12.21refers)*
 - 4.2.1 The Committee NOTED that following its endorsement of Fiona Riddoch as Interim Vice Chair, the Board confirmed (on 14 December 2021) that Ms Riddoch would assume the role from 1 March 2022 until the end of her tenure as a Non-Executive Board Member on 30 June 2022.

4.2.2 The Committee NOTED that the appointment of a new Regional Chair by the Scottish Government would not be confirmed until 4 July 2022. The Clerk advised the Committee that this would mean a 3-day period without an interim vice chair.

4.2.3 The Committee DISCUSSED the position of the Interim Vice Chair and AGREED that, should the appoint of the Regional Chair be delayed beyond 4 July 2022, the Board should be asked to review its interim arrangements again. The Interim Chair of the Board advised the Committee that once a Regional Chair had been appointed, she would return to her role as Vice Chair.

4.3 *AUDIT & RISK ASSURANCE COMMITTEE – INDEPENDENT MEMBER CO-OPTION (Minute 5.3.3/08.12.21refers)*

4.3.1 The Committee NOTED that an advert to recruit a new Independent Member to sit on the Audit & Risk Assurance Committee had been published on 16 March 2022. The Clerk advised the Committee that following an advertising period of almost 8 weeks, no suitable candidates had been identified through the process.

4.3.2 The Committee NOTED that to attract suitable candidates the Board would adopt a more targeted approach to recruitment. The Committee AGREED that the Clerk would re-circulate the role specification to all members of the Board for dissemination across their networks.

5. CODE OF PRACTICE FOR MINISTERIAL APPOINTMENT TO PUBLIC BODIES IN SCOTLAND

5.1 The Committee NOTED that the Ethical Standards Commission had published a revised Code of Practice for Ministerial Appointments to Public Bodies in Scotland. The Clerk advised the Committee that the Code would not come into effect until 3 October 2022, with a view to ensure that all parties involved in the appointments process were ready for its implementation.

5.2 The Committee DISCUSSED the revised Code and AGREED that it should review its own Non-Executive Appointment Procedures early in the academic year 2022/23. Further to this, the Committee AGREED that its Inclusive Recruitment, Selection and Development Checklist should be reviewed at its next meeting, to ensure it delivered on the requirements of the Code.

6. BOARD MEMBERSHIP, TENURE AND CAPACITY REPORT

6.1 The Committee NOTED that a successful non-executive recruitment round had concluded on 6 June 2022, with three individuals being put forward to Scottish Government for approval. The Clerk informed the Committee that all three candidates had experience within the areas of community engagement, working with young people, and the voluntary sector.

6.2 The Committee NOTED that the current tenures of Non-Executive Board Members and the imminent departure of long serving member Fiona Riddoch. The Clerk advised the Committee that the tenures of Ann Landels, Lesley

Drummond and Jeanette Stevenson would all end between February and March 2023.

- 6.3 The Committee DISCUSSED current Board membership and succession planning arrangements and AGREED that the scope of a future non-executive recruitment round would be considered by the Nominations Committee at its next meeting.
- 6.4 The Committee NOTED that the tenures of the Chair of the Corporate Development Committee and the Learning Teaching & Student Experience (LTSE) Committee would both end on 1 March 2023. The Chair advised the Committee that, following her one-to-one evaluation meetings with members, it was proposed that Gwen Raez (Corporate Development Committee) and Ross Laird (LTSE Committee) would both assume committee chair roles from 13 December 2022 onwards.
- 6.5 The Committee DISCUSSED the proposal outlined under Minute 6.4 and AGREED that a full review of committee membership should be brought forward to the next meeting of the Nominations Committee, including the proposed changes to chairing arrangements. The Chair advised the Committee that both Ross Larid and Gwen Raez currently sat on the Edinburgh College Development Trust and their positions would need to be considered as part of the next committee membership review.

Alex Killick joined the meeting

- 6.6 The Committee DISCUSSED the current membership of the Audit & Risk Assurance Committee and the ongoing recruitment of an Independent Member (Minute 4.3 refers). The Committee AGREED that, when considering both Board and committee level succession planning at its next meeting, it should ensure that the Audit & Risk Assurance Committee had a minimum of one member with either chartered accountancy and/or public audit experience.

7. MEMBERSHIP AND ATTENDANCE REVIEW 2021/22

- 7.1 The Committee NOTED a report summarising current Board membership, tenures and activity related to attendance in the 2021/22 academic year (to date).
- 7.2 The Committee NOTED that following changes to Board membership over the academic year, the overall Board gender balance was 61% female and 39% male. The Clerk advised the Committee that the current gender balance of non-executive membership was 60% female and 40% male.
- 7.3 The Committee NOTED that, in total, 25 meetings of the Board and its committees would take place during 2021/22. The Clerk advised the Committee that all meetings were quorate, and that Board and committee attendance had averaged over 93.8% over the course of the year (to date).
- 7.4 The Committee DISCUSSED the increased levels of attendance at Board and committee meetings and the benefits and drawbacks of holding online meetings. The Committee AGREED that it was important to Board meetings remain in-person (with an option to join online), whilst the format of future committee meetings required further discussion with members of the Board.

- 7.5 The Committee AGREED that a consolidated version of the report should be circulated to members following the final Board meeting of the academic year. The Chair advised the Committee that once a final version of the report was agreed it would be published online.

8. REVIEW OF COMMITTEE OPERATION 2021/22

- 8.1 The Committee NOTED that at the end of each academic year the Committee is required to review its annual activity. The Committee Chair advised the Committee that the same evaluation form, which asked members to consider the committee's operation and its performance monitoring and strategic roles, would be completed by all committees of the Board.
- 8.2 The Committee AGREED that its operation was compliant with its terms of reference, as outlined in 'Part 1' of the evaluation form.
- 8.3 The Committee DISCUSSED its performance over the academic year and AGREED that members' feedback should be relayed directly to the Chair and the Clerk to the Board, prior to a finalised version of the report being recirculated to the Committee (outwith the meeting cycle) for approval.

9. ANY OTHER COMPETENT BUSINESS

9.1 DEPARTURE OF A BOARD MEMBERS

- 9.1.1 The Committee NOTED that the tenure of the Interim Vice Chair, Fiona Riddoch, as a Non-Executive Board Member would end on 30 June 2022. The Chair, on behalf of the Nominations Committee, thanked Ms Riddoch for her contribution to the Committee.
- 9.1.2 The Committee NOTED that the tenure of the Student Board Member, Jordan Wyllie would end on 30 June 2022. The Chair, on behalf of the Nominations Committee, thanked Mr Wyllie for his significant contribution to the Committee.

10 DATE OF NEXT MEETING

- 10.1 To be confirmed.

Meeting closed at 10:10