



For the future you want

NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 12 MAY 2021

13:00hrs, via Microsoft Teams

Present: Ann Landels (Chair); Nigel Paul; Fiona Riddoch; Jordan Wyllie

In attendance: Nick Croft; Marcus Walker (Clerk)

1. WELCOME & APOLOGIES

- 1.1 Apologies were NOTED from Bruce Cassidy, Mike Cowley, Azra Sharif-Qayyum and Jeanette Stevenson.
- 1.2 The Chair welcomed Nigel Paul to the Nominations Committee as a Member, following his appointment to the Committee by the Board on 08 December 2020.

2. DECLARATIONS OF INTEREST

- 2.1 The Committee NOTED that the tenure end dates of Fiona Riddoch, Azra Sharif-Qayyum, Ann Landels and Nigel Paul would be discussed under *Item 5; Board Membership, Tenure and Capacity*.

3. MINUTES OF THE PREVIOUS MEETING

- 3.1 The Committee APPROVED the minutes from the Nominations Committee on 04 November 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.

5. BOARD MEMBERSHIP, TENURE AND CAPACITY REPORT

5.1 BOARD MEMBERSHIP, TENURE AND CAPACITY UPDATE

5.1.1 The Committee NOTED an update on matters relating to Board membership since its last meeting on 04 November 2021. The Clerk to the Board advised the Committee that, prior to its meeting, the Scottish Government had confirmed that it would reconvene a recruitment panel in early June 2021 to begin the process of appointing a new Regional Chair.

5.1.2 The Committee NOTED the Board Skills Matrix, and its current gender balance, following the appointment of a new Non-Executive Board Member, Janyce Holmes, on 15 March 2021.

5.1.3 The Committee NOTED that the tenure of Fiona Riddoch, a Non-Executive Board Member, would end on 20 October 2021. The Clerk to the Board advised the Committee that the tenures of three further non-executive members: Ann Landels; Azra-Sharif-Qayyum; and, Nigel Paul were all due to end before 01 March 2022.

5.1.4 The Committee NOTED that Toni McAlindin, a Non-Executive Board Member, had indicated to the Chair her intention to step down from the Board due to other commitments. The Committee AGREED that Ms McAlindin should be invited by the Chair to remain on the Board until its first meeting of 2021/22, on 28 September 2021.

5.1.5 The Committee DISCUSSED the two-emerging vacancies in September and October 2021, in conjunction with the Board Skills Matrix, and AGREED that a recruitment round should commence in early September 2021 - to seek two new non-executive members with knowledge and experience of the following:

- (i) Digital, IT Infrastructure, Cyber-security;
- (ii) Estates and infrastructure;
- (iii) Economic development and industry.

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

5.1.7 The Committee NOTED that the tenure of the Interim Chair of the Board, Ann Landels, would end on 22 February 2022. The Committee DISCUSSED the need to ensure that appropriate transition arrangements were in place following the appointment of a new Regional Chair (Paragraph 5.1 refers), and AGREED that a one-year extension to the tenure of Ms Landels should be recommended to the Board.

5.2 DURATION OF BOARD TENURES

5.2.1 The Committee NOTED that historically the Board had appointed its Non-Executive Board Members for a term of 3 years, with the option to extend appointments for a further 3 years - subject to the approval of Scottish Ministers. The Clerk to the Board advised the Committee that under the *College Sector Board Appointments: Ministerial Guidance [Paragraph 3.5]* it states that: "a non-executive board member is to hold office for a period of up

to four year”, with an option to extend for a further four years - subject to the approval of Scottish Ministers.

5.2.2 The Committee DISCUSSED the current practice of appointing (and reappointed) Non-Executive Board Members for a period of 3 years, rather than the maximum 4 years permitted by *Schedule 2 of the Further and Higher Education Act (Scotland) 1992*. The Committee AGREED that the practice remained appropriate to ensure that the Board refreshed its membership on a regular basis.

5.3 COMMITTEE MEMBERSHIP, TENURE AND CAPACITY UPDATE

5.3.1 The Committee NOTED current membership, tenures and capacity on committees of the Board. The Committee DISCUSSED the impact of Non-Executive Board Member tenures ending in the academic year 2021/22, and AGREED that a meeting of the Committee should be held in September 2021 to consider this matter further.

5.3.2 The Committee NOTED that as part of the Chair’s one-to-one evaluation meetings with members of the Board, the matter of committee membership would be discussed. The Chair advised the Committee that feedback from evaluation meetings would be considered as part of any proposal to amend committee membership.

5.4 COMMITTEE CO-OPTION

5.4.1 The Committee NOTED that, at its last meeting, it had approved a Committee Co-Option Procedure which outlined a process for the selection and appointment of co-opted members of committees of the Board. The Clerk to the Board advised the Committee that the co-option of academic staff and students to the Academic Council was not covered by the Procedure, and instead aligned to the Committee’s Terms of Reference.

5.4.2 The Committee DISCUSSED a proposal put forward by the Clerk of the Board, to allow co-opted staff members to extend their current tenures by one further year. The Committee AGREED that going forward all new co-opted members of the staff to the Academic Council would be offered a tenure of two-years (maximum).

5.4.3 The Committee DISCUSSED the co-option of an Independent Member on to the Audit & Risk Assurance Committee. The Committee AGREED that the co-opted membership of the current Independent Member, Ian Doig, should be extended for a further year. Further to this, the Committee AGREED that, given that Mr Doig had served on the Committee for six years, the appointment of a new Independent Member should be considered before the end of the next academic year (2021/22).

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', with the exception of 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 incomplete actions should be reported to its next meeting.

7. STAFF BOARD MEMBER ELECTION RULES

- 7.1 The Committee NOTED the extent Election Rules for lecturing and support staff members of the Board, which were last reviewed in June 2016. The Clerk to the Board advised the Committee that prior to the next round of lecturing staff elections, scheduled in December 2021, the Board had agreed that the Election Rules should be reviewed.
- 7.2 The Committee DISCUSSED the terminology and definitions of both lecturing and support staff used within a draft update of the Election Rules. The Committee AGREED that the draft Election Rules should be circulated to the local branches of EIS-FELA and Unison for feedback on the definitions of lecturing staff outlined within the document.
- 7.3 The Committee AGREED that, once feedback on the Election Rules had been reviewed by both recognised trade unions, a final draft document would be circulated to the Nominations Committee - prior to its presentation to the Board for approval on 29 September 2021. Further to this, the Committee AGREED that, once approved, the Election Rules would be reviewed by the Board every four years - to ensure they remained fit for purpose.
- 7.4 The Committee DISCUSSED the use of a 'first-past-the-post' electoral system for Board elections, and AGREED that its use remained appropriate for future lecturing and support staff elections.

Fiona Riddoch left the meeting

8. MEMBERSHIP AND ATTENDANCE REVIEW 2020/21

- 8.1 The Committee NOTED that on an annual basis it received a Membership and Attendance Review for approval. The Clerk advised the Committee that a full cycle of committee and Board meetings was scheduled to take place in the final quarter of 2020/21, therefore a report had not been presented for members' review.
- 8.2 The Committee AGREED that a draft Membership and Attendance Review 2020/21 would be circulated to members, following the Board meeting on 15 June 2021, for approval.

9. ANY OTHER COMPETENT BUSINESS

- 9.1 REVIEW OF COMMITTEE OPERATION 2020/21

- 9.1.1 The Committee NOTED that at the end of each academic year the Committee is required to review its annual activity. The 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.
- 9.1.2 The Committee DISCUSSED whether its operation had been compliant against its terms of reference over the course of the year, and NOTED that no further feedback was put forward.
- 9.1.3 The Committee APPROVED the Review of Committee Operation 2020/21 Form, based on the draft received by members

10. DATE OF NEXT MEETING

- 10.1 The date of the next meeting of the Nominations Committee is to be confirmed.

Meeting closed at 14:05