NOMINATIONS COMMITTEE

AGENDA

A meeting of the Nominations Committee will be held at 16:00 on Wednesday 03 June 2020 via Microsoft Teams.

		Lead Speaker	Paper
1	WELCOME & APOLOGIES	Chair	
2	DECLARATIONS OF INTEREST	Chair	
3	MINUTES OF PREVIOUS MEETING *for approval*	Chair	A
4	MATTERS ARISING	Chair	B
5	2019 BOARD EFFECTIVENESS REVIEW & IMPROVEMENT PLAN UPDATE	N Croft	C

Item 5 is presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 27, Information Intended for Future Publication.

6	BOARD MEMBERSHIP, TENURE & CAPACITY UPDATE	M Walker	D **Attached**
7	MEMBERSHIP AND ATTENDANCE REVIEW 2019/20 *for approval*	M Walker	E **Attached**
8	REVIEW OF COMMITTEE OPERATION 2019/20 *for approval*	Chair	F **Attached**
9	ANY OTHER COMPETENT BUSINESS		
10	DATE OF NEXT MEETING: To be confirmed		

For the future you want

FOR DISCUSSION / INFORMATION / DECISION			
Meeting	Nominations Committee 04.06.20		
Presented by	Nick Croft		
Author/Contact	Marcus Walker	Department / Unit	Governance
Date Created	13.05.20	Telephone	-
Appendices Attached	*Appendix 1*: Board Membership and Tenures *Appendix 2: Non-Executive Board Members Skills Matrix* *Appendix 3: Scottish Government Board Requirements Guidance*		
Disclosable under FOISA	Yes.		

BOARD MEMBERSHIP, TENURE AND CAPACITY

1. **PURPOSE**

   The paper provides the Committee with an opportunity to consider Board succession planning.

2. **BACKGROUND**

   The Nominations Committee is required to maintain an oversight of Board membership, tenures and capacity. Included within this paper is a schedule of Board membership and tenures and a Non-Executive Board Members' skills matrix.

3. **BOARD MEMBERSHIP, TENURE AND CAPACITY** *(- FOR INFORMATION)*

   3.1 Membership Update

   Since the last meeting of the Nominations Committee, in June 2019, the following changes to Board membership have occurred:

   - On 31 October 2019, Professor Sir Ian Diamond stepped down as Regional Chair to become the Chief Executive of the Office of National Statistics.

   - On 24 September 2019, the Board agreed that Ann Landels (a non-executive member) would act as Interim Chair of the Board from 01 November 2019 until a new Regional Chair was appointed by the Scottish Government. Further to this, the Board agreed that Nigel Paul (a non-executive member) would act as Interim Vice Chair for this period.

   - On 07 February 2020, the Interim Chair of the Board received a letter from Scottish Ministers confirming the reappointment of Lesley Drummond, Jeanette Stevenson and Judith Sischy to the Board. The tenures of all three non-executive Board members have therefore been extended by a further three years to 01 March 2023.

- On 08 May 2020, Sam Hogrefe, a non-executive member of the Board, advised the Interim Chair of his resignation from the Board with immediate effect.

- Following the Scottish Government's decision to amend legislation to allow the introduction of two trade union members on college boards, the College awaits guidance on how to proceed. The original timescale laid out by the Good Governance Steering Group for the implementation of legislative changes has been significantly delayed by the Covid-19 pandemic. In the interim, since March 2019, the College has invited two trade union members to attend Board meetings as observers.

A full list of Board members and their tenures is included in Appendix 1.

3.2 Gender Balance

As of 08 May 2020, the overall Board gender balance (including all 15 current members) is 67% female / 33% male (i.e 10:5).

The overall gender balance of non-executive members of the Board stands at 80% female / 20% male (i.e. 8:2).

3.3 Skills Matrix

A full skills matrix for non-executive Board members is outlined in Appendix 2. The Nominations Committee are asked to consider any current skills gaps, with reference to the following:

- The 2019 Board Effectiveness Review identified that the Board should consider the timely recruitment of non-executive member with **Human Resources / organisational change experience**.

- Both Nigel Paul and Niki McKenzie's tenures are due to end on 01 March 2021. Both non-executive members are Chartered Accountants (along with Lesley Drummond), and Scottish Government Board Guidance (see Appendix 3) indicates that all boards should have a minimum of two members with relevant qualifications / recent experience in **financial management, audit and risk**.

- The Board no longer has a member with **legal expertise** following the stepping down of Sam Hogrefe from the Board in May 2020. Scottish Government Board Guidance (see Appendix 3) indicates that all boards should have at least one member with relevant legal expertise.

- As highlighted above, Nigel Paul's tenure is due to end on 01 March 2021. The skills matrix indicated that the Interim Vice Chair is the only member of the Board with **Estates & Infrastructure experience**.

3.4 Upcoming Tenure End Dates

The tenures of two non-executive members, Nigel Paul and Niki McKenzie, will end on 01 March 2021 (- with no further option for reappointment).

The tenure of a third non-executive member, Fiona Riddoch, will end on 20 October 2021 (with no further option for reappointment).

The tenure of Support Staff Board Member, Bruce Cassidy, is due to end on 02 December 2020. Arrangements for Support Staff Elections will be considered by the Nominations Committee and the Board early in the 2020/21 academic year. [N.B. The incumbent Support Staff Board Member has the option to seek re-election]

3.5 Appointment of the Regional Chair

The process of appointing a new Regional Chair commenced on 15 January 2020, with an early engagement event attended to the Vice Principal Corporate Development and the Clerk to the Board. Three members of the selection panel, as well as representatives from the Scottish Government's Public Appointments Team, were present at the event which provided the College with an opportunity to engage with the process prior to a timeline and documentation being finalised.

Originally the Scottish Government advertised the vacancy on 12 March, with a view to confirming the appointment of the new Regional Chair by 08 June. However, following the onset of the Covid-19 pandemic the College was informed on 01 April of the Scottish Government's decision to postpone the recruitment process.

The selection panel will reconvene in June (date to be confirmed) to consider a new timeline for the recruitment process. The Interim Chair and Vice Chair arrangements, agreed by the Board on 24 September 2019, will remain in place until an appointment is confirmed by Scottish Ministers.

For clarification, neither the Nominations Committee nor the Board have any role in the appointment of the Regional Chair.

4.   SUCCUSSION PLANNING *(- ACTION REQUIRED)*

4.1 Overall Membership

The Nominations Committee are asked to note that the Board currently has 15 serving members, with two non-executive vacancies on the Board remaining unfilled. Additionally, the Board awaits the appointment of a new Regional Chair by the Scottish Government.

For information, the Post-19 Education (Scotland) Act 2013 requires college boards to operate with a membership of between 15 to 18 members. Whilst non-executive membership must operate between 9 to 12 members.

4.2 Non-Executive Recruitment

On 20 February, the Nominations Committee via correspondence agreed that a round of non-executive recruitment should take place prior to the end of the academic year 2019/20. Further to this, the Committee agreed that the recruitment round should seek candidates with appropriate experience of HR & Organisational Development and/or Chartered Accountancy.

Due to the closure of the College campuses in March, and the UK-wide lockdown measures introduced by the Government, it was noted by the Nominations Committee on 06 April (via email) that non-executive recruitment would be postponed until further notice.

The Nominations Committee are asked to **consider** the following:

i)   The restarting of the appointment process for two vacant new non-executive members with HR & Organisational Development and/or Chartered Accountancy, with a view to appointing two new members in early 2020/21.

ii)   The medium and long-term strategy of the Board to recruiting non-executive members in 2020/21 and 2021/22, with reference to the skill matrix and the known tenure end dates of Nigel Paul, Niki McKenzie and Fiona Riddoch.

iii)   The proposed changes currently being considered by the Good Governance Steering Group to strengthen succession planning and multiple candidate appointments. This includes the option to put forward candidates for appointment to an upcoming vacancy. For example, an appropriate candidate (with approval from Scottish Ministers) could be held for up to 6 months should a vacancy become available.

4.3 Committee Co-Option

The 2019 Board Effectiveness Review identified the need for the Nominations to consider the co-option of an additional accountant to the Audit and Risk Assurance Committee, factoring in opportunities to broaden diversity along other measures, and possible future progression to the Board of Management.

The Committee are asked to **consider** how the Board can utilise co-option going forward, and its possible incorporate into the non-executive recruitment process.

5.   **STRATEGIC IMPLICATIONS**
      The Committee is required to review the Board membership on a regular basis.

6.   **RISK**
      Failure to fully consider Board and committee membership may lead to inappropriate governance arrangements.

7.   **FINANCIAL IMPLICATIONS**
      Not applicable.

8.   **LEGAL IMPLICATIONS**
      The Board shall ensure that it operation aligns with the Post-16 Education Act (2013).

9.   **WORKFORCE IMPLICATIONS**
      Not applicable.

10.   **REPUTATIONAL IMPLICATIONS**
      Not applicable.

11.   **EQUALITIES IMPLICATIONS**
      On the 13 December 2016, the Board of Management signed up to the 50/50 by 2020 initiative - a voluntary commitment to work towards gender balance on the board by 2020.

CONCLUSIONS/RECOMMENDATIONS

Succession Planning
The Committee is asked to CONSIDER the information provided and DISCUSS Board/committee membership and capacity going forward.

Non-Executive Recruitment
The Committee are asked to CONSIDER the two vacant non-executive positions (as outlined under Paragraph 4.2), and the potential for co-option to committees as a means of succession planning (Paragraph 4.3 refers).

Please note, if members are content to proceed with a recruitment round a draft timescale for this would be as follows (- based on the availability of the Independent Panellist for interviews):

Advertisement Published	Wednesday 08 July 2020
Application Deadline	Wednesday 05 August 2020
Shortlisting Event	w/c 10 August 2020
Interviews	Wednesday 26 August 2020
Appointee(s) Start Date	Tuesday 22 September 2020

If appropriate, the Committee is asked to APPROVE arrangements for the recruitment round.

BOARD MEMBERSHIP & TENURES

As of June 2020, the Edinburgh College Board of Management membership is as follows:

	Forename	Surname	Position	Date of Appointment	Tenure Expires
1	Bruce	Cassidy	Support Staff Member	02.12.16	02.12.20
2	Mike	Cowley	Academic Staff Member	01.12.17	01.12.21
3	Audrey	Cumberford	Principal	03.09.18	Not applicable
4	Lesley	Drummond	Non-Executive	01.03.17	01.03.23
5	Carla	Ford	ECSA Student President	01.07.19	30.06.20
6	Seoras	Hearton	ECSA Vice President (Welfare)	01.07.19	30.06.20
7	Ross	Laird	Non-Executive	08.03.19	08.03.22*
8	Ann	Landels	Non-Executive (Interim Chair)	09.02.19	09.02.22
9	Niki	McKenzie	Non-Executive	01.03.18	01.03.21
10	Nigel	Paul	Non-Executive (Interim Vice Chair)	01.03.18	01.03.21
11	Gwen	Raez	Non-Executive	08.03.19	08.03.22*
12	Fiona	Riddoch	Non-Executive	20.10.18	20.10.21
13	Azra	Sharif-Qayyum	Non-Executive	09.02.19	09.02.22
14	Judith	Sischy	Non-Executive	01.03.17	01.03.23
15	Jeanette	Stevenson	Non-Executive	01.03.17	01.03.23

Indicates a Non-Executive Board Member who may seek reappointment following the end of their initial period of tenure.

The position of Regional Chair remains vacant, whilst two non-executive positions on the Board of Management remain unfilled.

An updated register of interests for the Edinburgh College Board of Management can be found on the College website here.

NON-EXECUTIVE BOARD MEMBERS SKILLS MATRIX

	ESSENTIAL		DESIRABLE						NOTES
	Finance, Risk & Audit (x2)	Industry linked to Curriculum (x4)	Education/ Uni / Colleges / Schools	Legal	HR/OD/ Change Mgmt	Comms & Marketing	Estates & Infrastructure	Community Engagement/ Youth	
Lesley Drummond	X	X				X			- Owner of Vivaldi, Edinburgh-based independent fashion retailer; - Chartered Accountant; - Chartered Marketer.
Ross Laird						X		X	- Head of Scotland / Director, Grayling - Background in public policy, government affairs and stakeholder engagement.
Ann Landels			X					X	- Former Director of Crisis Skylight; - Ex local authority education leadership role.
Niki McKenzie	X								- Investment Executive, Archangel Investors Limited; - Chartered Accountant.
Nigel Paul	X		X				X		- Former VP & Director of Corporate Services, University of Edinburgh; - Chartered Accountant;
Gwen Raez		X				X			- Senior Marketing Manager, Visit Scotland - Commercial and international experience

Name									Background
Fiona Riddoch		X	X						- Former Managing Director, COGEN Europe; - Science, engineering and renewables background; - Experienced CEO with background in lobbying / stakeholder relations.
Azra Sharif-Qayyum		X						X	- Founding member of Edinburgh Mela; - ELREC Member/Committee Chair; - Practising biomedical scientist.
Judith Sischy	X		X						- Former CEO, Scottish Council for Independent Schools; - Experienced non-executive with audit committee background; - Mentor for the Association of Chief Officers of Scottish Voluntary Organisation (ACOSVO).
Jeanette Stevenson			X						- Head of Education and Training, Royal College of Physicians of Edinburgh.

SCOTTISH GOVERNMENT BOARD REQUIREMENTS GUIDANCE

Required Expertise: Below are the broad areas of expertise identified, by the Scottish Government, as being of current relevance to the Board and its functions, along with appropriate notes/reference points.

Area of expertise	Essential/desirable	Notes/references
Finance/Audit/Risk	*Essential*: Minimum of **two members** with relevant qualification and recent experience including financial management, audit and risk.	Best practice indicates that two members as minimum for audit committee requirements
Industry linked to Curriculum Development	*Essential*: Minimum of **four members** with relevant industry experience, ideally in key areas of curriculum development.	Government Economic Strategy prioritises: - Creative industries; - Energy (inc. renewables); - Financial and business services; - Food and drink; - Life sciences; and, - Sustainable tourism. Additionally, the College Strategy identifies: STEM, education and healthcare.
Universities/Colleges/ Schools	*Desirable*: At least **one member** with current or recent experience in relevant educational role within the region.	Government emphasis on coherent provision; new Wood Commission emphasis on working with schools.
Legal	*Desirable*: At least **one member** with relevant legal expertise to support effective scrutiny of documentation and challenge at Board level.	
HR/OD/Change Management	*Desirable*: At least **one member** with strong corporate HR experience.	
Communications & Marketing	*Desirable*: At least **one member** with expertise in this area, e.g. social marketing.	
Estates & Infrastructure	*Desirable:* At least **one member** with relevant expertise, e.g., estates development, project management, architecture, surveying, outsource and insource contracts.	
Community Engagement/ Youth	*Desirable:* At least **one member** with expertise in this area.	Post-16 Act introduction of new duties relating to regional consultation, collaboration and planning; developing CPP relationships.

Skills, knowledge, attributes and experience of board members

Board members will be expected to adhere to the Principles of Public Life in Scotland and act at all times in good faith and in the best interests of the learners.

In appointing a person as an ordinary member of a regional college board, the board must have regard to the desirability of appointing someone who has proven:

a) an ability to work successfully at a senior level, maintaining and developing excellent corporate governance
b) an ability to contribute to the development of a vision and strategic direction for the college, and to help guide the delivery of planned outcomes in challenging circumstances
c) an ability to engage and communicate effectively with a wide range of individuals and organisations
d) senior level experience in building networks that help achieve shared objectives
e) an understanding of the context in which the college operates, namely in terms of education and improving public services
f) such other skills, knowledge, attributes or experience as the regional college board considers relevant.

The following is also considered desirable:

a) proven experience of, or capacity in, further and/or higher education
b) proven experience of, or capacity in, industry, commerce, finance, the Third Sector, local authority or trade union(s).

Representativeness

Moreover, boards should aim to have:

a) a membership which, as far as possible, reflects the make-up of the population which they serve
b) a majority of ordinary board members who have proven experience, or knowledge, of the region.

As required by the 2005 Act, in appointing members, a regional college board must do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities requirements.

Edinburgh College

For the future you want

FOR INFORMATION			
Meeting	Nominations Committee 03.06.20		
Presented by	Marcus Walker		
Author/Contact	Marcus Walker	Department / Unit	Governance
Date Created	26.05.20	Telephone	0131 344 7048
Appendices Attached	*Appendix 1*: Membership and Attendance Review Report 2019/20		
Disclosable under FOISA		Yes.	

MEMBERSHIP AND ATTENDANCE REVIEW 2019/20

1. **PURPOSE**
   This report summarises current Board membership and tenures, and activity related to attendance in the academic year 2019/20.

2. **BACKGROUND**
   The Nominations Committee is required to maintain an oversight of Board membership, tenures, capacity and attendance.

3. **DETAIL**
   Appendix 1 provides a full overview on membership and tenures, Board balance, committee structures/membership and attendance in the academic year 2019/20.

   Highlights within the report include:

   Context
   - On 20 March 2020 all College campuses closed in response to the implementation of lockdown restrictions by the UK Government due to the Covid-19 pandemic. As of June 2020, College campuses remain closed until further notice.

   Membership & Tenures
   - The resignation of the Regional Chair, Professor Sir Ian Diamond, on 30 October 2019.
   - The resignation of one non-executive Board member, Sam Hogrefe, on 08 May 2020.
   - The membership of the Board stands at 15, with two vacant non-executive position remaining on the Board.
   - The re-appointment of three non-executive members, Lesley Drummond, Judith Sischy and Jeanette Stevenson, by Scottish Government for a further three years.
   - Ann Landels and Nigel Paul appointed as Interim Chair and Interim Vice Chair - respectively - from 01 November 2019 until the appointment a new Regional Chair is confirmed.

- To support interim governance arrangements, the tenure of the Interim Vice Chair was extended by one further year.
- The composition of the Board gender balance is 67% female and 33% male.

Board/Committee Attendance
- The Board and its committees shall meet 21 times in 2019/20, four times less than the previous academic year.
- A scheduled meeting of the Board of Management on 24 March 2020 was cancelled due to the impact of the Covid-19 pandemic.
- All meetings of the Board and its committees have been quorate in the academic year 2019/20, with the exception of the Academic Council meeting on 15 November 2019.
- Board/committee attendance remained high in 2019/20 at 84.4%, a decrease of 1.1% from the previous academic year.

4. BENEFITS AND OPPORTUNITIES

The report provides the Nominations Committee with an opportunity to reflect on the operation and practice of the Board and its committee in 2019/20.

5. STRATEGIC IMPLICATIONS

The Committee is required to review annually those processes that fall within its remit.

6. RISK

Failure to fully consider Board and committee membership and attendance may lead to inappropriate governance arrangements.

7. FINANCIAL IMPLICATIONS

Not applicable.

8. LEGAL IMPLICATIONS

The Board shall ensure that it operation aligns with the Post-16 Education Act (2013).

9. WORKFORCE IMPLICATIONS

Not applicable.

10. REPUTATIONAL IMPLICATIONS

Not applicable.

11. EQUALITIES IMPLICATIONS

The current gender balance of the Board is 67% female and 33% male, while the gender balance of non-executive members is 80% female and 20% male.

CONCLUSIONS/RECOMMENDATIONS

The Committee are asked to NOTE that a final version of the Annual Membership & Attendance Review 2019/20.

MEMBERSHIP AND ATTENDANCE REVIEW REPORT 2019/20

1. MEMBERSHIP & TENURES

1.1   Board of Management

In alignment with the Post-16 Education Act (2013), Edinburgh College continues to formally review its Board membership in the academic year 2019/20. The Board consists of 15 members (out of a possible 18), with the Regional Chair's post and two non-executive positions currently vacant.

A full list of Board members and their tenures are attached as *Appendix 1.1*.

1.2   Chair

1.2.1   Professor Sir Ian Diamond Resignation

The former Chair of the Board, Professor Sir Ian Diamond, was appointed on 03 March 2018 by Scottish Ministers under the 2013 Act. On 31 October 2019, Sir Ian Diamond stepped down as Regional Chair to become the Chief Executive of the Office of National Statistics.

On 12 March 2020, the Scottish Government advertised the Regional Chair vacancy with a view to appointing a new Chair by June. However, on 01 April the recruitment round was postponed due to the Covid-19 pandemic and the implementation of UK-wide lockdown measures introduced by the Government.

The Selection Panel, appointed by Scottish Government to undertake the recruitment process, convened in June 2020 to review the timeline for the recruitment and agreed that the process would be postponed until further notice.

1.2.2   Interim Chair of the Board Arrangements

On 24 September 2019, the Board agreed that Ann Landels, a Non-Executive Board Member and Vice Chair of the Board, would act as Interim Chair from 01 November until a new Regional Chair had been appointed by Scottish Government.

The Board reaffirmed its commitment to the above interim governance arrangements at its meeting on 16 June 2020.

1.3   Non-Executive Membership

1.3.1   Membership

As of the beginning of the 2019/20 academic year, the following 11 Non-Executive Members of the Edinburgh College Board of Management were in post:

Lesley Drummond	Vivaldi (Owner), Edinburgh-based independent fashion retailer;
Sam Hogrefe	Senior Solicitor at TSB Bank Plc
Ross Laird	Director / Head of Scotland at Grayling Communications Ltd.;
Ann Landels	Former Director, Crisis Skylight;
Niki McKenzie	Archangels Investment Executive; CA;

Nigel Paul	Retired; ex Director of Corporate Services, Edinburgh University; CA;
Gwen Raez	Senior Marketing Manager, Visit Scotland
Fiona Riddoch	Management Consultant;
Azra Sharif-Qayyum	Biomedical scientist and founding member of the Edinburgh Mela;
Judith Sischy	Former Chief Executive, Scottish Council for Independent Schools;
Jeanette Stevenson	Head of Education and Training, Royal College of Physicians of Edinburgh.

The Board, at its meeting on 16 June 2020, noted that Sam Hogrefe had informed the Chair of his decision to resign from the Board with immediate effect on 08 May 2020.

1.3.2   Appointments

No new non-executive appointments have been made in the academic year 2019/20.

On 20 February 2020, the Nominations Committee via correspondence agreed that a round of non-executive recruitment should take place prior to the end of the academic year 2019/20.

Due to the closure of the College campuses in March, and the UK-wide lockdown measures introduced by the Government, it was noted by the Nominations Committee on 06 April that non-executive recruitment would be postponed until further notice.

On 03 June 2020, the Nominations Committee agreed arrangements for a recruitment timeline for two new non-executive members.

1.3.3   Reappointments

On 07 February, the Interim Chair of the Board received a letter from Scottish Ministers confirming the reappointment of Lesley Drummond, Jeanette Stevenson and Judith Sischy to the Board. The tenures of all three non-executive Board members have therefore been extended by a further three years to 01 March 2023*.*

On 29 June, the Interim Chair of the Board received a letter from Scottish Ministers confirming that a one-year extension request to the tenure of Nigel Paul, a Non-Executive Member and Interim Vice Chair, had been approved. The extension request was endorsed by the Board at its meeting on 16 June 2020, in light of the delays to the Regional Chair's recruitment process (Paragraph 1.2.1 refers) and the need to ensure that appropriate interim governance arrangement was in place. The tenure of the Interim Vice Chair has therefore been extended to 01 March 2022.

1.4   Staff Board Members

Bruce Cassidy continued to hold office as Support Staff Board Member following his election in December 2016. Mr Cassidy will hold office until 02 December 2020.

Mike Cowley continued to hold office as Academic Staff Board Member following his election in December 2017. Mr Cowley will hold office until 01 December 2021

No Staff Board Member elections have been held in the academic year 2019/20.

In March 2019, the Board agreed that until the Good Governance Steering Group (GGSG) had formally implemented changes to the Code of Good Governance for Scotland's College[1], EIS-FELA and UNISON representatives would be invited to attend Board meetings as observers. In furtherance of this, letters from the Chair were sent to both recognised trade unions on 21 May 2019.

Donny Gluckstein (EIS-FELA) and Peter Sharma (Unison) were invited to attend all meetings of the Board of Management in 2019/20, as observers.

Following the Scottish Government's decision to amend legislation to allow the introduction of two trade union members on college boards, the College awaits guidance on how to proceed. The original timescale laid out by the Good Governance Steering Group for the implementation of legislative changes has been significantly delayed by the Covid-19 pandemic. In the interim, since March 2019, the College has invited two trade union members to attend Board meetings as observers.

1.5   Student Board Members

On 01 July 2019, Carla Ford (Student President) and Seoras Hearton (Vice President, Welfare) were formally appointed to the Board, as per the agreed nominations procedure. Both Student Members' tenures on the Board will expire on 30 June.

On 16 June, the Board were informed that Jordan Wyllie had been elected to the role of Student President, along with Rose Dodgson as Vice President (Welfare). Both new sabbatical officers will join the Board as of 01 July 2020.

1.6   Principal & CEO

The Principal & Chief Executive, Audrey Cumberford, was appointment on 03 September 2018 and remains in post.

1.7   Vice Chair & Senior Independent Member

As noted under Paragraph 1.2.2, the Vice Chair of the Board, Ann Landels, assumed the role of Interim Chair on 01 November 2019.

Further to this, the Board agreed outwith its meeting cycle that Nigel Paul (a Non-Executive Member) would act as Interim Vice Chair from 01 November 2019 until a new Regional Chair was appointed by Scottish Government. This decision was formally noted by the Board at its meeting on 10 December 2019.

As highlighted under Paragraph 1.3.3, the Interim Vice Chair's tenure as a non-executive member was extend by a further one year by Scottish Government. This extension ensures that appropriate interim governance arrangements are in place until a new Regional Chair is appointed.

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[1] On 18 February 2019, the Minister for Further Education, Higher Education and Science, wrote to the Convenor of the Scottish Parliament's Education and Skills Committee outlining his decisions following the Good Governance Consultation which was published in April 2017. This included a decision to *introduce two trade union nominees to the boards of colleges, in addition to the existing staff representatives, bringing the college sector into line with changes made in universities by the Higher Education Governance Act 2016.*

2. BOARD BALANCE

2.1   Gender

At the start of the 2019/20 academic year, the Board gender balance stood at 59% female and 41% male. Following changes in the composition of the Board throughout the academic year the gender balance is 67% female and 33% male.

The gender balance of the non-executive membership of the Board currently stands at 80% female and 20% male.

2.2   Skill, Knowledge and Experience

To support decision-making around non-executive recruitment and succession planning a Board member profile and skill matrix is maintained by the Clerk to the Board.

The Nominations Committee considered a Board skills matrix at its meeting on 03 June 2020, and this informed the initiation of a non-executive recruitment round and future succession planning.

Actions relating to skills, knowledge and experience arising from the 2019 Board Effectiveness Review were also considered by the Nominations Committee on 03 June 2020.

3. COMMITTEES OF THE BOARD

3.1   Structure

As reaffirmed in September 2018, the Board operated with the following committee structure in 2019/20:

- Academic Council
- Audit & Risk Assurance Committee
- Corporate Development Committee
- Nominations Committee
- Policy & Resources Committee
- Remuneration Committee

All committees operate under the authority of the Board. Minutes were circulated to all Board members following every meeting, and each committee chair (or a nominated representative) reports to the Board on committee business. The Board has approved Terms of Reference for all six committees, and these are available on the Board webpages.

3.2   Membership

No review of committee membership has taken place in the academic year 2019/20. It is expected that committee membership will be reviewed again in the upcoming academic year, once two new non-executive members (and a new Regional Chair) are appointed.

The table below illustrates non-executive members' experience/skills (as identified in Section 2.2) against the AY 2019/20 committee membership.

	Career Background	Committee Membership
Lesley Drummond	Chartered Marketer; Chartered Accountant	Corporate Development (Chair); Policy & Resources; Audit & Risk Assurance
Ross Laird	Public policy, gov. affairs and stakeholder engagement.	Audit & Risk Assurance
Ann Landels (Interim Chair)	Education services; Public sector	Policy & Resource (Chair); Corporate Development
Niki McKenzie	Investment Executive; Chartered Accountant	Remuneration (Chair); Policy & Resources
Nigel Paul (Interim VC)	HE Leadership; Chartered Accountant	Audit & Risk Assurance (Chair); Policy & Resources
Gwen Raez	Marketing; Commercial & International background	Corporate Development; Remuneration
Fiona Riddoch	Private Sector Leadership; Science, eng. and renewables	Academic Council (Chair); Nominations; Policy & Resources
Azra Sharif-Qayyum	Equality and Engagement; Biomedical science	Corporate Development
Judith Sischy	Education Leadership; Former Chief Executive	Audit & Risk Assurance; Academic Council
Jeanette Stevenson	Education Leadership	Academic Council; Nominations

Student and Staff Board Members currently sit on the Academic Council, Corporate Development Committee and the Nominations Committee.

3.3 Co-opted Membership

In May 2015, the Board agreed to co-opt an additional member of the Audit & Risk Assurance Committee with public service expertise. Ian Doig, an experienced non-executive director and former Director of CIPFA in Scotland, was subsequently co-opted to the Committee following the endorsement of the Nomination Committee. In line with the formal appointments procedure for co-opted members, Mr Doig's co-opted membership was reviewed in June 2019 and the Chair of the Audit & Risk Assurance Committee endorsed his continuation in the role.

On 03 June, the Nominations Committee were asked to consider the recruitment of a second co-opted members to the Audit & Risk Assurance Committee. This process remains ongoing.

To ensure appropriate academic staff representation (across each of the four curriculum areas), the Academic Council co-opts eight additional staff members. Further to this, the Academic Council co-opts three student members nominated by ECSA. [N.B. The Academic Staff Board Member and the Student President are full members of the Academic Council]

The current co-opted membership of the Academic Council is listed below:

Name	Faculty
Laura Craig	Curriculum Lead (HWSS)
Julian Henderson	Curriculum Lead (HWSS)
Neil Manning	Curriculum Manager (Creative Industries)
Iris Aitchison	Lecturer (Hospitality, Tourism & Business)
Ethelinda Lashley-Scott	Curriculum Manager (Performing Arts)
Kevin Maloney	Curriculum Lead (Engineering)
Steph Logan	Elected ECSA Representative

Seoras Hearton	ECSA Vice President (Welfare)
Shannon Young	ECSA Vice President (Sport & Activities)
Ryan Quinn	Curriculum Lead (Engineering)
Sandra Morrison	Lecturer (Hospitality, Tourism and Business)

The co-opted membership of the Academic Council was reviewed in June 2019 and, in order to support the mix of newer and more experienced members, all co-opted academic staff members continued in their role in 2019/20.

The Chair of the Academic Council and the Clerk to the Board will consider co-opted membership in June, and report back to the Nominations Committee on co-option arrangements for the next academic year in due course.

4. ATTENDANCE

4.1 Board and Committees

In AY 2019/20, the Board at its committees met a total of 21 times, four times less than in the previous academic year.

The scheduled Board meeting on 24 March, was cancelled due to the closure of College campuses on 20 March due to UK Government lockdown in response to the Covid-19 pandemic. Four matters of business from the meeting, which required approval, were considered and endorsed by the Board on 30 March via email.

Throughout May and June 2020, all Board and committee meetings were held virtually through either Skype for Business or Microsoft Team.

All meetings of the Board and its committees were quote in the academic year 2019/20, with the exception of the Academic Council on 15 November 2019. The inability to hold a quorate meeting on this date was due to unforeseen circumstances, and therefore did not require membership of the committee to be reviewed further.

Despite a demanding cycle of meetings, and the impacts of the Covid-19 pandemic, the level of attendance remains high at 84.4% - a decrease of 1.1% from the last academic year.

The *Appendix 1.2* shows the attendance of members at meetings of the Board and its committees in AY 2019/20

The attendance of three Board members, who were in post at the start of the academic year, has dropped below 70% in 2019/20. Academic Council attendance was recorded at 71.4%, making it the only committee where attendance dropped below 75%.

In addition to their membership of committees, the Chair/Interim Chair and the Principal attended committees to which they had a right of attendance.

4.2 Strategic and Development Events

In addition to Board and committee meetings, members of the Board have attended a number of internally and externally led strategic and development events. Below is a list of such events (including those that have contributed to good governance) attended in the academic year 2019/20:

Event	Date(s)	Location	No. of Board Attendees
Governance Related			
Board Development Day	29 October 2019	Forth Sector	14
Governance Working Group	19 November 2019	Milton Rd	6
2019 Board Effectiveness Review Feedback Session	10 December 2019	Milton Rd	14
Board Strategic Conversation	26 June 2020	Online	14
Training and Development			
Finance Training Workshop	17 September 2019	Milton Road	5
Health & Safety Annual Report Presentation	24 September 2019	Milton Rd	15
Alternative Income Workshop	26 February 2020	Milton Rd	6

Due to UK-wide lockdown restrictions in response to the Covid-19 pandemic, the Board Development Day on 29 April 2020 was cancelled.

In 2019, the Board undertook and externally led Board Effectiveness Review as required by the Code of Good Governance for Scotland's Colleges. Members of the Board engaged with the review through a survey and one-to-one interviews, and a Working Group (consisting of six Board members) was set-up to consider the draft findings of the external reviewer. On 10 December 2019, the Board received a presentation on the outcomes of the Board Effectiveness Review. A final report and an accompanying Board Improvement Plan were approved by the Board on 30 March, and submitted to the SFC.

The Board, at each of its meetings, will continue to monitor progress against recommendations arising from the Board Effectiveness Review through its Improvement Plan.

4.3   Other Meetings/Events

In addition to meetings within the Board and committee cycle, a number of members have attended meetings/events in the interests of the Board. It should however be noted that due to lockdown restrictions in place during March, April and May a number of events were cancelled or postponed.

A full list of meetings/events (and their attendees) are held by the Clerk to the Board.

BOARD MEMBERSHIP & TENURES

As of June 2020, the Edinburgh College Board of Management membership is as follows**:**

	Forename	**Surname**	**Position**	**Date of Appointment**	**Tenure Expires**
1	Bruce	Cassidy	Support Staff Member	02.12.16	02.12.20
2	Mike	Cowley	Academic Staff Member	01.12.17	01.12.21
3	Audrey	Cumberford	Principal	03.09.18	Not applicable
4	Lesley	Drummond	Non-Executive	01.03.17	01.03.23
5	Carla	Ford	ECSA Student President	01.07.19	30.06.20
6	Seoras	Hearton	ECSA Vice President (Welfare)	01.07.19	30.06.20
7	Ross	Laird	Non-Executive	08.03.19	08.03.22
8	Ann	Landels	Non-Executive (Interim Chair)	09.02.19	09.02.22
9	Niki	McKenzie	Non-Executive	01.03.18	01.03.21
10	Nigel	Paul	Non-Executive (Interim Vice Chair)	01.03.18	01.03.22
11	Gwen	Raez	Non-Executive	08.03.19	08.03.22
12	Fiona	Riddoch	Non-Executive	20.10.18	20.10.21
13	Azra	Sharif-Qayyum	Non-Executive	09.02.19	09.02.22
14	Judith	Sischy	Non-Executive	01.03.17	01.03.23
15	Jeanette	Stevenson	Non-Executive	01.03.17	01.03.23

Two non-executive position on the Board of Management remains vacant.

An updated register of interests for the Edinburgh College Board of Management can be found on the College website here.

BOARD AND COMMITTEE ATTENDANCE AY 2019/20

The following table shows the attendance of members at meetings of the Board and its committees in AY 2019/20:

		Board of Management	Academic Council	Audit & Risk Assurance	Corporate Development	Nominations	Policy & Resources	Remuneration	TOTAL
1	Bruce Cassidy	3/3			4/4	1/1			8/8
2	Mike Cowley	2/3	0/4			1/1			3/8
3	Audrey Cumberford	3/3	4/4						7/7
4	Ian Diamond*	1/1				0/0	1/1		1/1
5	Lesley Drummond	3/3		4/4	4/4		4/4		15/15
6	Carla Ford	1/3	3/4		2/4	0/1			6/12
7	Seoras Hearton	1/3	1/4						2/7
8	Sam Hogrefe**	2/2					3/3	0/0	5/5
9	Ross Laird	3/3		4/4					7/7
10	Ann Landels	3/3			3/4	1/1	3/4		11/12
11	Niki McKenzie	3/3					3/4	1/1	7/8
12	Nigel Paul	3/3		4/4			4/4		11/11
13	Gwen Raez	3/3			4/4			1/1	8/8
14	Fiona Riddoch	2/3	4/4			1/1	4/4		11/12
15	Azra Sharif-Qayyum	3/3			2/4				5/7
16	Judith Sischy	3/3	3/4	4/4					10/11
17	Jeanette Stevenson	3/3	3/4			1/1			7/8
Overall Total		**42/48**	**20/28**	**16/16**	**20/24**	**5/6**	**22/24**	**2/2**	**84.4%**

Resigned from the Board on 30 October 2019.

*** Resigned from the Board on 08 May 2020*

Edinburgh College

For the future you want

FOR INFORMATION			
Meeting	Nominations Committee		
Presented by	Chair		
Author/Contact	M Walker	Department / Unit	Governance
Date Created	28.05.20	Telephone	-
Appendices Attached	*Appendix 1:* Review of Committee Operation Form 2019/20 - Final		
Disclosable under FOISA		Yes.	

REVIEW OF NOMINATION COMMITTEE OPERATION 2019/20

1.   **PURPOSE**
       The Committee is asked to review its annual operation as part of the Board of Management's annual evaluation activity.

2.   **BACKGROUND**
       The attached Review of Committee Operation Form has been designed to align with the key principles of the Code of Good Governance: Oversight; Strategy-setting; Decision-making and Relationships.

3.   **DETAIL**
       The attached (Appendix 1) Review of Committee Operations Form is split into two parts.

       Part 1 focuses on whether the Committee's operation has been compliant with its terms of reference and the Standing Orders over the course of the year.

       The twelve questions in Part 2 seek to focus Members' thinking on how the Committee currently performs in relation to its performance monitoring and strategic roles, the effectiveness of its decision-making and its key relationships.

       The same approach will be used for all committees, although some Part 2 questions may be less applicable to the Nominations and Remuneration Committees.

4.   **BENEFITS AND OPPORTUNITIES**
       The Review of Committee Operation provides an opportunity for committees to reflect on their practice and consider improvements going forward.

5. STRATEGIC IMPLICATIONS

All committees of the Board are required to review their operation and performance annually.

6. RISK

Failure to review committee operations and performance on an annual basis can lead to a risk of governance failure.

7. FINANCIAL IMPLICATIONS

Not applicable.

8. LEGAL IMPLICATIONS

Not applicable.

9. WORKFORCE IMPLICATIONS

Not applicable.

10. REPUTATIONAL IMPLICATIONS

Failure to ensure that good governance procedures are in-place may have reputational implications.

11. EQUALITIES IMPLICATIONS

Not applicable.

CONCLUSIONS/RECOMMENDATIONS

The Committee is asked to NOTE a final version of the Review of Nominations Committee Operation Form.

Review of Nominations Committee Operation 2019/20 - Part 1

Membership	Y/N	Comments
Has the Committee's membership been compliant with its terms of reference during the past year?	Y	In alignment with its terms of reference, three non-executive members, two staff members and one student member sit on the Committee.
Are there any skills gaps that the Committee would bring to the attention of the Nominations Committee?	N/A	Not applicable. However, the Committee agreed on 03 June 2020 to invite members of staff with knowledge of equality and diversity issues to its first meeting in academic year 2019/20, to support discussion around how the Board can develop its appointment, induction and development policies and procedures further.
Meetings		
Has the committee met in accordance with its terms of reference and often enough to fulfil its remit?	Y	The Committee is required to meet no less than once per year. The Committee has met on one occasion in 2019/20 (on 03 June 2020).
Have all meetings been quorate?	Y	Two non-executive members and one full member, as required by the terms of reference, have been in-attendance.
Administration		
Have pre-meetings assisted in the planning of Committee business?	Y	The Chair has met with the Clerk to the Board in advance of meetings to confirm an agenda and papers.
Have papers been issued sufficiently in advance of meetings?	Y	Committee papers are circulated to members a week in-advance of meetings. Any delay to the circulation of papers is agreed with the Chair of the Committee in advance.
Have minutes and actions been distributed in good time after meetings?	Y	Minutes are circulated to the Committee following approval by the Chair. All minutes are reported to the next appropriate meeting of the Board of Management by the Chair.
Are there any other points Members would like to raise?	Y	The Committee agreed that going forward it wished to: (i) Review its Terms of Reference, to assesses the Committee's role in induction/development activities; (ii) Consider succession planning

		at committee level at its next meeting; and, (iii) Hold a Nominations Committee with a specific focus on equality and diversity and how the Board can further develop its appointment and development activities in these areas.

Review of Nominations Committee Operation 2019/20 - Part 2

Performance Monitoring Role

1. Is the Committee monitoring the KPIs it needs to in line with its remit or is there a need for review or change?

    The Committee monitored Board members tenures and skills matrix at its 03 June 2020, for the purpose of forward planning. The Committee also received an annual report on membership and attendance at its meeting on 03 June 2020.

    The Committee is content that the performance information it receives is in line with its remit.

2. Does the Committee receive the information it needs to monitor performance effectively?

    Yes, as above.

3. Have there been any areas where the Committee has not been able to exercise its performance monitoring role effectively or where practice could be improved?

    No. The Committee is satisfied that it has been able to exercise its performance monitoring role effectively.

Strategic Role

4. How would the Committee define the key strategic issues within its remit?

    In terms of the Committee's role in identifying and recommending to the Board of Management suitable candidates for membership, the Committee must maintain a forward looking view to meet the immediate challenges of the College and the Scottish economy.

    The Committee, in light of developments to governance within the college sector, may need to assess individuals' abilities to engage fully in Board activities (for instance, the need to attend mandatory national training events).

5. In what ways has the Committee influenced strategy in its area of remit in the last year?

    The Committee has given due consideration to gender balance and other equality and diversity matters. Further to this, the Committee have considered how the membership of the Board can meet the broad areas of expertise identified by the Scottish Government.

    In a practical manner, the Committee has influenced strategy (in its broadest sense) by aiming to recruit high-calibre Board members whose composition is well balanced.

6. Are there particular areas in which the Committee might improve practice in relation to its strategic role?

The Committee noted the benefits (in terms of understanding of the College and its function) of non-executive Board members attending various committees of the Board, and agreed that opportunities for movement between committees should be considered as part of Board members annual review and through the implementation of the Board Improvement Plan.

The Committee continues to make a conscious effort to reflect the diversity of the College through the non-executive appointments process.

The Committee will continue to reflect on its practice and consider ways in which its strategic role could be developed.

Decision-Making

7. Has decision-making been "transparent, informed, rigorous and timely[1]" in the past year?

   The Committee's decision-making is in line with its Terms of Reference and its Induction/Development procedures.

   The Committee has received appropriate papers relating to matters within its remit and deals with them in a timely manner.

8. Are there ways that the Committee could strengthen its practice in relation to decision-making?

   The Committee believes that its current practice reflects good practice, in line with the Good Governance Code. Practice in relation to decision-making is clearly outlined with the Nominations Committee's terms of reference.

9. Are there examples that show how the student experience has informed and been central to the Committee's decisions?

   One Student Board Member sits on the Nominations Committee and contributes directly to the Committee's decision making. Additionally, the Student Board Member was invited to attend shortlisting event and interview process to assist in the initial selection of Board applicants for interview.

Relationships

10. Has the Committee's relationship with the Board been effective in the past year, and are there any examples of where it could have been more effective?

    The Chair / Interim Chair of the Board also acts as Chair to the Committee, and is joined on the Committee by two Non-Executive members, two staff members of the Board and one student member.

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[1] This is a definition of effective decision-making given in the Code of Good Governance for Scotland's Colleges.

The Inteirm Chair and Non-Executive members have links, through membership, with other committees of the Board, including the: Policy & Resources Committee, Corporate Development Committee and Academic Council.

The Committee, through its Chair, reports its minutes to the Board and provides additional supporting papers – as required.

11. Has the Committee's relationship with the Executive been effective in the past year, and are there any examples of where it could have been more effective?

    Not applicable.

12. Has the boundary between governance and management been effective in practice in the past year or are there examples of where it could have been more effective?

    Not applicable.