



For the future you want

NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 09 SEPTEMBER 2021

16:00hrs, via Microsoft Teams

Present: Bruce Cassidy; Mike Cowley; Ann Landels (Chair); Nigel Paul; Fiona Riddoch; Azra Sharif-Qayyum; Jeanette Stevenson; Jordan Wyllie

In attendance: Marcus Walker (Clerk)

1. WELCOME & APOLOGIES

- 1.1 The Committee NOTED that apologies had been received from Nick Croft, the Board Secretary.

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*.
- 2.2 The Committee NOTED that Bruce Cassidy and Mike Cowley were both Staff Board Members, with reference to *Item 7, Staff Board Member Election Rules*.

3. MINUTES OF THE PREVIOUS MEETING

- 3.1 The Committee APPROVED the minutes from the Nominations Committee on 12 May 2021 as an accurate record of the meeting.

4. MATTERS ARISING REPORT

- 4.1 MATTERS ARISING UPDATE
- 4.1.1 The Committee NOTED that actions from the previous meeting were either marked complete or on the agenda.

4.2 NON-EXECUTIVE RECRUITMENT - SEPTEMBER 2021

- 4.2.1 The Committee NOTED that an advertisement would be launched on 9 September 2021 to seek two new non-executive members with one or more of the following skills sets: *Digital, IT infrastructure and cyber-security; Estates and Infrastructure; and/or Economic Development and Industry*. The Clerk to the Board advised the Committee that appointments arising from the recruitment round were expected to be confirmed by mid-November 2021.
- 4.2.2 The Committee NOTED that, via correspondence on 18 August 2021, its members had agreed to the nomination of the following Recruitment Panel to oversee the appointments process:
- (i) Ann Landels, Interim Chair of the Board
 - (ii) Nigel Paul, Interim Vice Chair of the Board
 - (iii) Jordan Wyllie, ECSA Vice President (Welfare)
 - (iv) Heather Dunk¹, Independent Panellist.

5. BOARD MEMBERSHIP, TENURE AND CAPACITY REPORT

5.1 BOARD MEMBERSHIP, TENURE AND CAPACITY UPDATE

- 5.1.1 The Committee NOTED that an early engagement meeting between the Scottish Government and representatives of Edinburgh College, to discuss the recruitment of a new Regional Chair, was scheduled to take place on 21 June 2021. However, at short notice this event was cancelled by the Scottish Government. The Clerk to the Board advised the Committee that no further update on the rescheduling of this event had been received.
- 5.1.2 The Committee NOTED that the Board, on 15 June 2021, endorsed a proposal to grant a one-year extension to the tenure of Ann Landels as a Non-Executive Board Member. The Clerk to the Board advised the Committee that no response had been received from Scottish Government regarding this request².
- 5.1.3 The Committee NOTED that Judith Sischy, a Non-Executive Board Member, had informed the Interim Chair on 4 September 2021 of her intention to resign from the Board of Management with immediate effect. The Clerk to the Board advised the Committee that the tenures of non-executive members, Toni McAlindin and Fiona Riddoch would end on 25 September 2021 and 20 October 2021 - respectively.
- 5.1.4 The Committee DISCUSSED the upcoming non-executive vacancies highlighted under Paragraph 5.1.3 and AGREED that the Recruitment Panel (outlined under Paragraph 4.2.2) should be granted the authority to recommend up to three candidates for appointment to the Board - if appropriate.

¹ The former Principal & Chief Executive of Ayrshire College from 2013 until 2019.

² On 10 September 2021, the Scottish Government confirmed that the one-year extension to the tenure of Ann Landels.

- 5.1.5 The Committee DISCUSSED the impact of recent and upcoming non-executive departures on the membership of the Board, and the ongoing delays to the Scottish Government's appointment of a new Regional Chair. The Clerk to the Board advised the Committee that from 20 October 2021 the membership of the Board would consist of 14 members, one member less than the minimum requirement for a Regional College under Schedule 2 of the Post-16 Education (Scotland) Act 2013.
- 5.1.6 The Committee AGREED that the Interim Chair of the Board should advise the Scottish Government of the pressing need to appoint a new Regional Chair, and the impact of the vacancy on the current membership quota. Further to this, the Committee AGREED that, as a temporary solution to ensure Board membership remained within the requirements of the Post-16 Education (Scotland) Act 2013, the potential for a short extension to the tenure of Fiona Riddoch as a Non-Executive Board Member should be explored with the Scottish Government.
- 5.1.7 The Committee NOTED that the tenures of two Non-Executive Board Members, Azra-Sharif-Qayyum and Nigel Paul, would both end before 1 March 2022. The Committee DISCUSSED the impact of these departures on Board membership and AGREED that it would meet again in late November 2021, once the upcoming round of non-executive recruitment had concluded.
- 5.1.8 The Committee NOTED that the tenures of two Non-Executive Board Members, Ross Laird and Gwen Raez, would both end on 8 March 2021. The Interim Chair of the Board advised the Committee that both members were eligible for reappointment for a second term of office - subject to the approval of the Board and Scottish Ministers. The Committee AGREED that the Interim Chair should discuss the option for reappointment with both members and report back to the next meeting of the Nominations Committee.

5.2 COMMITTEE MEMBERSHIP, TENURE AND CAPACITY UPDATE

- 5.2.1 The Committee NOTED current membership, tenures, and capacity on committees of the Board. The Clerk to the Board advised the Committee that following the departure of Judith Sischy, as highlighted under Paragraph 5.1.3, it had been agreed by the Board (via correspondence) that Janyce Holmes would temporarily act as a non-executive member of the Academic Council for its meetings on 10 September 2021 and 19 November 2021.
- 5.2.2 The Committee DISCUSSED the impact of recent and upcoming changes in Board membership and AGREED that the Interim Chair should bring forward a draft committee membership proposal to the next meeting of the Nominations Committee.
- 5.2.3 The Committee AGREED that as part of the draft committee membership proposal the following matters should also be addressed:
- (i) The vacancy on the Edinburgh College Development Trust left by the departure of Judith Sischy.

- (ii) The need to identify a new Chair of the Audit & Risk Assurance Committee, to ensure an appropriate induction could take place before 1 March 2022.
- (iii) The need to identify a new Interim Vice Chair, to ensure that appropriate interim governance arrangements remain in place beyond 1 March 2022.

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', except for 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 continue to be reported to future meetings.
- 6.3 The Committee NOTED that, as part of the upcoming round of non-executive Board recruitment, the College would be holding an online engagement event with *Changing the Chemistry* on 21 September 2021. The Clerk to the Board advised the Committee that the event would provide the opportunity for members of the public interested in joining the Board to meet with the Interim Chair, the Principal, and the Board Secretary, and find out more about the role of a non-executive member.
- 6.4 The Committee DISCUSSED the various online channels used by the College to promote vacancies on the Board of Management and AGREED that the list of recruitment networks and advertises utilised by the Clerk to the Board should be presented to a future meeting of the Nominations Committee.

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 October 2021, the Board had agreed that the Election Rules should be reviewed.
- 7.2 The Committee NOTED that the draft Election Rules had been circulated to the local branches of EIS-FELA and UNISON for consultation from 18 June 2021 to 30 August 2021. The Clerk to the Board advised the Committee that one response had been received from the EIS-FELA Branch Convenor relation to the eligibility of staff as defined in the draft Election Rules.
- 7.3 The Committee DISCUSSED the eligibility of staff within the defined 'Lecturing Staff' and 'Support Staff' groupings and AGREED that the Election Rules should be amended to include Curriculum Managers under the Lecturing Staff designation.

- 7.4 The Committee AGREED to endorse the Election Rules, including the amendment highlighted under Paragraph 7.3, for consideration and (if appropriate) approval by the Board on 29 September 2021. The Clerk to the Board advised the Committee that, if approved by the Board, the Election Rules would be implemented prior to the upcoming Lecturing Staff Board Member Election.

8 ANY OTHER COMPETENT BUSINESS

8.1 DEPARTURE OF A NON-EXECUTIVE BOARD MEMBER

- 8.1.1 The Committee NOTED that the tenure of Non-Executive Board Member, Fiona Riddoch, was expected to end on 20 October 2021³. The Chair, on behalf of the Nominations Committee, thanked Ms Riddoch for her significant contribution to the Committee over recent years.

9. DATE OF NEXT MEETING

- 9.1 The date of the next meeting of the Nominations Committee was to be confirmed.

Meeting closed at 16:50

³ Subject to a short extension being agreed by the Board and the Scottish Government (Paragraph 5.1.6 refers).