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## **NOMINATIONS COMMITTEE**

### **MINUTES OF MEETING OF 19 MARCH 2019**

**11:30hrs, Boardroom, Milton Road Campus**

**Present:** Bruce Cassidy; Mike Cowley; Ian Diamond (Chair); Fiona Riddoch;

**In attendance:** Nick Croft; Sarah Hay; Marcus Walker (Clerk)

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

1.1 Apologies were received from Beth Anderson, ECSA Vice President (Welfare).

1.2 The Committee NOTED that in the absence of the Student Board Member (Minute 1.1 refers), Sarah Hay (ECSA Student President and Student Board Member) had been invited to attend the meeting.

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

2.1 No declarations of interest were received.

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

3.1 The Committee APPROVED the minutes from the Nominations Committee on 30 October 2018 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.

## **5 GOOD COLLEGE GOVERNANCE CONSULTATION UPDATE**

- 5.1 The Committee NOTED that on 18 February, Richard Lochhead MSP, Minister for Further Education, Higher Education and Science, had written to the Convenor of the Scottish Parliament's Education and Skills Committee outlining his decisions following the Good Governance Consultation in April 2017.
- 5.2 The Committee NOTED that that there was currently no timescale for the implementation of the proposed actions. The Head of Corporate Development advised the Committee that the Good Governance Steering Group (GGSG) would work closely with the Scottish Government to implement these changes, and members of the Board would be updated as developments unfolded.
- 5.3 The Committee NOTED that to enhance partnership working Scottish Ministers had agreed to the introduction of two trade union nominees to the board of incorporated colleges, bringing the college sector into line with changes made in universities by the Higher Education Governance Act 2016. The Chair advised the Committee that, although no timescale for the implementation of this action had been agreed, as a gesture of goodwill he proposed that two trade union nominees from EIS-FELA and UNSION be invited to future Board meetings as observers.
- 5.4 The Committee DISCUSSED the introduction of trade union nominees to the Board and AGREED that until the GGSG had formally implemented the changes, EIS-FELA and UNISON representatives would be invited to attend Board meetings as observers. The Chair confirmed that a letter inviting both trade unions to put forward a nominee to observe future Board meetings would be sent out in due course.
- 5.5 The Committee DISCUSSED the transparency and accountability of college boards, and NOTED a proposal from the Chair to hold a public meeting of the Edinburgh College Board of Management in the near future.
- 5.6 The Committee NOTED other actions arising from the Good Governance Consultation relating to the appointment, induction, development and training of Board members. The Head of Corporate Development advised the Committee that matters relating to these actions would be considered by the Nominations Committee, in further detail, once changes to the Code of Good Governance had been implemented and guidance confirmed.

## **6 BOARD MEMBERSHIP, TENURES AND CAPACITY**

- 6.1 The Committee NOTED that the reappointment of Non-Executive Members, Ann Landels and Azra Sharif-Qayyum, to the Board of Management for a further three years had been confirmed by Scottish Ministers on 25 February.
- 6.2 The Committee NOTED that the tenure of Ian Young, a Non-Executive Member and former Vice Chair since October 2013, had ended.
- 6.3 The Committee NOTED the appointment of Non-Executive Members, Ross Laird and Gwen Raez, to the Board of Management for an initial terms of three years

(until 08 March 2022) - following an open recruitment process which commenced in November 2018. The Chair advised the Committee that the Board currently had 17 serving members with one non-executive vacancy remaining unfilled.

- 6.4 The Committee DISCUSSED the tenures of three non-executive Board members due to end on 01 March 2020. The Committee AGREED that the Chair, as part of his annual one-to-one meetings with Board members, should discuss succession planning with those affected.
- 6.5 The Committee DISCUSSED a skills matrix which highlighted the specific areas of expertise and experience associated with each non-executive Board member. The Committee AGREED that it would meet again in October 2019 to consider succession planning further and commence arrangements for future non-executive recruitment.
- 6.6 The Committee NOTED the gender balance of the Board, and discussed the current imbalance. The Chair advised the Committee that as part of his letter to trade unions seeking nominations (Minute 5.4 refers), he would remind both EIS-FELA and UNISON of the Board's commitment to gender equality. The Committee DISCUSSED the College's commitment to equality and diversity and AGREED that it would endorse a strategic discussion at the next meeting of the Board focusing on the Edinburgh College Equality Duties.

## **7 COMMITTEE MEMBERSHIP PROPOSAL**

- 7.1 The Committee NOTED a proposal put forward by the Chair of the Board on committee memberships going forward. The Chair advised the Committee that he welcomed feedback from members, prior to a draft proposal being presented to the Board for approval on 19 March 2019.
- 7.2 The Committee DISCUSSED committee membership and welcomed the proposal put forward by the Chair. The Committee AGREED to endorse the committee membership proposal to the Board for its approval.
- 7.3 The Committee DISCUSSED the membership of the Remuneration Committee and AGREED that it should be put forward to the Board that a Student and Staff Board Member would be able to attend future meetings of the Committee as observers.

## **8 COMMITTEE CHAIR INDUCTION AND DEVELOPMENT PROCEDURE**

- 8.1 The Committee NOTED a draft Committee Chair Induction and Development Procedure which aimed to develop a systematic approach to committee chair inductions - in order to ensure consistent and effective convenorship. The Head of Corporate Development advised the Committee that the procedure would support new committee chair's following their appointment by the Board (Minute 7.2 refers).

- 8.2 The Committee welcomed the proposed procedure and DISCUSSED the need to provide Staff Board Members with an opportunity to meet with committee chairs as part of their induction.
- 8.3 The Committee AGREED to the implementation of the Committee Chair Induction and Development Procedure, subject to the inclusion of point raised under Minutes 8.2.

## **9 BOARD MENTORSHIP PROCEDURE**

- 9.1 The Committee NOTED a draft Board Mentorship Procedure which aimed to develop a systematic approach to the mentoring of new non-executive, staff and student Board members - to ensure consistent and effective decision-making. The Head of Corporate Development advised the Committee that, although the Board currently had mentorship arrangement in place, it was appropriate to formalise its current procedure.
- 9.2 The Committee DISCUSSED the Board Mentorship Procedure and AGREED to its implementation.

## **10 ANY OTHER COMPETENT BUSINESS**

### **10.1 EDINBURGH COLLEGE AMBASSADOR AWARD**

- 10.1.1 The Committee NOTED a proposal by the Chair to put forward Ian Young, a former Vice Chair of the Board, for the Edinburgh College Ambassador Award - which was to be presented at the Graduation Ceremony in September 2019. The Chair advised the Committee that Mr Young had acted as a Non-Executive Member of the Board and its Vice Chair from October 2013 until March 2019, and prior to that had served as Chair of a legacy college. Further to this, Mr Young was also an active member of the Edinburgh College Development Trust.
- 10.1.2 The Committee welcomed Mr Young's nomination for the Edinburgh College Ambassador Award and unanimously AGREED to endorse the Chair's proposal.

## **11 DATE OF NEXT MEETING**

- 11.1 To be confirmed.

***Meeting closed at 12:20hrs***