



For the future you want

## NOMINATIONS COMMITTEE

### AGENDA

A meeting of the Nominations Committee will be held on 18 September 2020 via Microsoft Teams.

		Lead Speaker	Paper
1	WELCOME & APOLOGIES	Chair	
2	DECLARATIONS OF INTEREST	Chair	
3	<a href="#">MINUTES OF PREVIOUS MEETING</a> <i>for approval</i>	Chair	A
4	MATTERS ARISING	Chair	B
5	<a href="#">TERMS OF REFERENCE</a>	Chair	C
6	STATEGIC DISCUSSION: EQUALITY, DIVERSITY & INCLUSION IN GOVERNANCE	N Croft	D
<i>Item 6 is presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 27, Information Intended for Future Publication</i>			
7	STUDENT COMMITTEE MEMBERSHIP FRAMEWORK	N Croft	E
<i>Item 7 is presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 27, Information Intended for Future Publication</i>			
8	SUCCESSION PLANNING REPORT	M Walker	F
<i>Item 8 is presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 27, Information Intended for Future Publication</i>			
9	APPOINTMENT, INDUCTION, DEVELOPMENT AND GOVERNANCE PROCEDURES	M Walker	G <b>Attached</b>
10	ANY OTHER COMPETENT BUSINESS		
11	FOR INFORMATION		
	11.1 Membership and Attendance Review 2019/20		H <b>Attached</b>
	11.2 Review of Committee Operation 2019/20		I <b>Attached</b>

12 DATE OF NEXT MEETING: To be confirmed

**NOMINATIONS COMMITTEE  
18 SEPTEMBER 2020  
PAPER F**



<b>FOR DISCUSSION / INFORMATION / DECISION</b>			
Meeting	Nominations Committee 18.09.20		
Presented by	Nick Croft		
Author/Contact	Marcus Walker	Department / Unit	Governance
Date Created	11.09.20	Telephone	-
Appendices Attached	<i>Appendix 1: Board Membership and Tenures</i> <i>Appendix 2: Non-Executive Board Members Skills Matrix</i> <i>Appendix 3: Scottish Government Board Requirements Guidance</i> Appendix 4: College Development Network College Board Skills Matrix Template Appendix 5: Committee Membership and Tenures.		
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**

**3.1 Board Membership Update**

Since the last meeting of the Nominations Committee, in June 2020, the following has taken place in relation to Board membership:

- On 16 June 2020, the Board reaffirmed that Ann Landels (a non-executive member) would continue act as Interim Chair of the Board from 01 November 2019 until a new Regional Chair was appointed by the Scottish Government.
- On 16 June 2020, the Board reaffirmed that Nigel Paul (a non-executive member) continue to act as Interim Vice Chair for this period. Further to this, the Board agreed that a one-year extension to the Interim Vice Chair's tenure should be sought from the Scottish Government to ensure continuity during a challenging period for the college sector. A formal extension request was submitted to Scottish Government on 23 June 2020, and a further one-year extension to Interim Vice Chair's tenure approved.

- 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.
- On 01 July 2020, Jordan Wyllie (ECSA Student President) and Rose Dodgson (ECSA Vice President - Welfare) joined the Board of Management as elected student members. Both of their tenures will run until 30 June 2021.
- On 31 August 2020, the Interim Chair wrote to the Scottish Government seeking approval for the appointment of two new non-executive members to the Board. This followed a recruitment exercise over July and August 2020, as agreed by the Nominations Committee.

On 08 September 2020, Scottish Ministers confirmed the appointment of the following two non-executive Board members:

*Antonia McAlindin*      *Employment law consultant and a qualified barrister*

*Alex Killick*              *Director of Sherpa Way Ltd. and former Director of People at Glasgow Caledonian University*

Subject to confirmation with the Interim Chair, both new members tenures will run from 22 September 2020 for a period of three years.

A full list of Board members and their tenures is included in [Appendix 1](#).

### **3.2 Gender Balance**

As of 22 September 2020, the overall Board gender balance (including all 17 current members) is 65% female / 35% male (i.e 11:6).

The overall gender balance of non-executive members of the Board stands at 75% female / 25% male (i.e. 9:3).

### **3.3 Skills Matrix**

#### **3.3.1 Current Skills Matrix**

A 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 tenure of Niki McKenzie is due to end on 01 March 2021. The departure of Ms McKenzie will leave two **Chartered Accountants** on the Board, Nigel Paul and Lesley Drummond. Following its extension, the tenure of Nigel Paul will now end on 01 March 2022.

- As highlighted above, Nigel Paul's tenure is due to end on 01 March 2022. The skills matrix indicated that the Interim Vice Chair is the only member of the Board with **Estates & Infrastructure experience**.
- The tenure of Fiona Riddoch is due to end on 20 August 2021. Ms Riddoch has a background in **Engineering and Renewables** (linking to the College curriculum) and the university sector.

### **3.3.2 Proposed Skill Matrix**

The current Board Skills Matrix ([Appendix 2](#)) is based on a generic Scottish Government Board Requirements Guidance ([Appendix 3](#)), which has been in use since 2014.

Recently the College Development Network (CDN) have published a new Board Skills Matrix template for use by Scottish colleges ([Appendix 4](#)). The template is an optional resource for use by boards, and pulls together best practice guidance on creating a 'balanced' board.

The Nominations Committee is asked to consider the CDN Skill Matrix and its adoption going forward.

### **3.4 Upcoming Tenure End Dates**

The tenures of non-executive member, Niki McKenzie, will end on 01 March 2021 (- with no further option for reappointment). Ms McKenzie is currently the Chair of the Remuneration Committee, and a member of the Policy & Resources Committee.

The tenure of a non-executive member, Fiona Riddoch, will end on 20 October 2021 (- with no further option for reappointment). Ms Riddoch is currently the Chair of the Academic Council, and a member of both the Policy & Resources Committee and Nominations Committee.

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**

Further to an update provide to the Nominations Committee on 03 June 2020, the selection panel appointed by the Scottish Government reconvened on 09 June 2020, and agreed that the Regional Chair recruitment process would be postponed until further notice. Further to this, on 11 September 2020, a follow-up communication from the Scottish Government informed the College that it was unlikely that the recruitment process would recommence before February 2021.

The Interim Chair and Vice Chair arrangements, agreed by the Board on 24 September 2019, and reaffirmed on 16 June 2020, 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. COMMITTEE MEMBERSHIP, TENURE AND CAPACITY**

##### **4.1 Committee Membership Update**

The Committee are asked to note the following updates in relation to committee membership:

- Sam Hogrefe resigned from the Board on 08 May 2020. The departure of Mr Hogrefe leaves a non-executive vacancy on the Policy & Resources Committee and the Remuneration Committee.
- Rose Dodgson has joined the Corporate Development Committee as a Student Board Member.
- Jordan Wyllie has joined the Nominations Committee as a Student Board Member.
- The two new non-executive members, Alex Killick and Antonia McAlindin, have not yet been assigned to a committee of the Board.

A full list of committees and their membership are included in [Appendix 5](#).

##### **4.2 Upcoming Tenure End Dates**

Please refer to Paragraph 3.4, which outlines upcoming tenures end dates.

#### **5. SUCCESSION PLANNING**

##### **5.1 Non-Executive Recruitment**

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

- i) The departure of Niki McKenzie from the Board on 01 March 2020, and any immediate considerations around succession planning.
- 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 Fiona Riddoch, Nigel Paul, Ann Landels and Azra Sharif-Qayyum.

##### **5.2 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.

**6. STRATEGIC IMPLICATIONS**

The Committee is required to review the Board membership on a regular basis.

**7. RISK**

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

**8. FINANCIAL IMPLICATIONS**

Not applicable.

**9. LEGAL IMPLICATIONS**

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

**10. WORKFORCE IMPLICATIONS**

Not applicable.

**11. REPUTATIONAL IMPLICATIONS**

Not applicable.

**12. 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**

***Skills Matrix***

- The Committee is asked to CONSIDER its current skills matrix against the template provided by CDN. If content, the Committee is asked to AGREE the adoption of the CDN format.

***Succession Planning***

- The Committee is asked to CONSIDER the information provided and DISCUSS Board/committee membership and capacity going forward.
- The Committee is asked to CONSIDER the commencement of a recruitment round in December 2020 to seek a new non-executive member to join the Board on 01 March 2020, following the departure of Niki McKenzie.
- 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.
- The Committee is asked to CONSIDER the benefits of committee-level mentorship to support succession planning where committee chair tenures are due to end.

***Further Actions***

- The Committee is asked to NOTE that Support Staff Elections will take place in November 2020, prior to the Support Staff Board Member's tenure ending on 02 December 2020. Members are asked to AGREE the election process (- which follows national guidance) via correspondence in mid-October 2020.

## BOARD MEMBERSHIP &amp; 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	Rose	Dodgson	ECSA Vice President (Welfare)	01.07.20	30.06.21
5	Lesley	Drummond	Non-Executive	01.03.17	01.03.23
6	Ross	Laird	Non-Executive	08.03.19	08.03.22 *
7	Ann	Landels	Non-Executive (Interim Chair)	09.02.19	09.02.22
8	Alex	Killick	Non-Executive	22.09.20	22.09.23*
9	Antonia	McAlindin	Non-Executive	22.09.20	22.09.23*
10	Niki	McKenzie	Non-Executive	01.03.18	01.03.21
11	Nigel	Paul	Non-Executive (Interim Vice Chair)	01.03.18	01.03.22
12	Gwen	Raez	Non-Executive	08.03.19	08.03.22 *
13	Fiona	Riddoch	Non-Executive	20.10.18	20.10.21
14	Azra	Sharif-Qayyum	Non-Executive	09.02.19	09.02.22
15	Judith	Sischy	Non-Executive	01.03.17	01.03.23
16	Jeanette	Stevenson	Non-Executive	01.03.17	01.03.23
17	Jordon	Wyllie	ECSA Student President	01.07.20	30.06.21

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

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	
<b>Lesley Drummond</b>	X	X				X			<ul style="list-style-type: none"> <li>- Owner of Vivaldi, Edinburgh-based independent fashion retailer;</li> <li>- Chartered Accountant;</li> <li>- Chartered Marketer.</li> </ul>
<b>Ross Laird</b>						X		X	<ul style="list-style-type: none"> <li>- Head of Scotland / Director, Grayling</li> <li>- Background in public policy, government affairs and stakeholder engagement.</li> </ul>
<b>Ann Landels</b>			X					X	<ul style="list-style-type: none"> <li>- Former Director of Crisis Skylight;</li> <li>- Ex local authority education leadership role.</li> </ul>
<b>Alex Killick</b>			X		X				<ul style="list-style-type: none"> <li>- Director of Sherpa Way Ltd.</li> <li>- Former Director of People at Glasgow Caledonian University</li> </ul>
<b>Antonia McAlindin</b>				X	X				<ul style="list-style-type: none"> <li>- Employment law consultant</li> <li>- Qualified barrister</li> </ul>
<b>Niki McKenzie</b>	X								<ul style="list-style-type: none"> <li>- Investment Executive, Archangel Investors Limited;</li> <li>- Chartered Accountant.</li> </ul>

<b>Nigel Paul</b>	X		X				X		<ul style="list-style-type: none"> <li>- Former VP &amp; Director of Corporate Services, University of Edinburgh;</li> <li>- Chartered Accountant;</li> </ul>
<b>Gwen Raez</b>		X					X		<ul style="list-style-type: none"> <li>- Senior Marketing Manager, Visit Scotland</li> <li>- Commercial and international experience</li> </ul>
<b>Fiona Riddoch</b>		X	X						<ul style="list-style-type: none"> <li>- Former Managing Director, COGEN Europe;</li> <li>- Science, engineering and renewables background;</li> <li>- Experienced CEO with background in lobbying / stakeholder relations.</li> </ul>
<b>Azra Sharif-Qayyum</b>		X						X	<ul style="list-style-type: none"> <li>- Founding member of Edinburgh Mela;</li> <li>- ELREC Member/Committee Chair;</li> <li>- Practising biomedical scientist.</li> </ul>
<b>Judith Sischy</b>			X						<ul style="list-style-type: none"> <li>- Former CEO, Scottish Council for Independent Schools;</li> <li>- Experienced non-executive with audit committee background;</li> <li>- Mentor for the Association of Chief Officers of Scottish Voluntary Organisation (ACOSVO).</li> </ul>
<b>Jeanette Stevenson</b>			X						<ul style="list-style-type: none"> <li>- Head of Education and Training, Royal College of Physicians of Edinburgh.</li> </ul>

## 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	<i>Essential:</i> Minimum of <b>two members</b> 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	<i>Essential:</i> Minimum of <b>four members</b> with relevant industry experience, ideally in key areas of curriculum development.	Government Economic Strategy prioritises: <ul style="list-style-type: none"> <li>- Creative industries;</li> <li>- Energy (inc. renewables);</li> <li>- Financial and business services;</li> <li>- Food and drink;</li> <li>- Life sciences; and,</li> <li>- Sustainable tourism.</li> </ul> <p>Additionally, the College Strategy identifies: STEM, education and healthcare.</p>
Universities/Colleges/Schools	<i>Desirable:</i> At least <b>one member</b> 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	<i>Desirable:</i> At least <b>one member</b> with relevant legal expertise to support effective scrutiny of documentation and challenge at Board level.	
HR/OD/Change Management	<i>Desirable:</i> At least <b>one member</b> with strong corporate HR experience.	
Communications & Marketing	<i>Desirable:</i> At least <b>one member</b> with expertise in this area, e.g. social marketing.	
Estates & Infrastructure	<i>Desirable:</i> At least <b>one member</b> with relevant expertise, e.g., estates development, project management, architecture, surveying, outsource and insource contracts.	
Community Engagement/ Youth	<i>Desirable:</i> At least <b>one member</b> 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.

**College Development Network: List of skills and knowledge required to maintain a balanced board**

Generic skills that all board members should have:

1. Working with others: Ability to engage effectively; facilitate constructive discussion and successfully influence a diverse range of stakeholders.
2. Strategic thinking: Ability to think strategically and contribute to the development of strategies and delivery of outcomes in challenging circumstances.
3. Evidence and decision making: Ability to weigh up conflicting opinions, complex evidence and exercise reasoned judgement when reaching or contributing to decisions.
4. Effective Communication: Ability to communicate effectively ensuring confidence and credibility.
5. Governance: Working experience and understanding of how governance works in major public, private or voluntary basis.

Additional skills set that individual members should have, which bring balance to the board

6. Experience at a senior level of industry, including large employers in the priority sectors (required by more than one member)
7. Knowledge and experience of the SME sector (required by at least one member)
8. Knowledge and experience of how young people, from all backgrounds, interact with the education, skills and employability sectors (required by one member)
9. Knowledge and experience of economic development in a Scottish and UK context, in particular regarding interactions with education, skills, employability and/or labour market issues (required by at least one member)
10. Knowledge and experience of local/community engagement (recognising a geographic spread throughout Scotland and reflecting both urban and/or rural contexts) and /or the voluntary/third sector in relation to skills and employability matters (required by one member)
11. Knowledge and experience of delivering in a large public sector organisation, including in a further or higher education institution (required by at least one member)
12. Business Management Skills (required by more than one member)
13. Financial Management Skills. Advance skills and substantial experience in this area (which includes audit and risk management experience) (required by more than one member)
14. Skills and experience of delivering innovative and integrated services to individuals, companies and communities (required by more than one member)
15. Skills and Experience in commissioning and supply chain management (required by one member)
16. Skills and experience of delivering complex transformation programmes including technology enabled change (require by more than one member)

## SKILLS BALANCE OF EDINBURGH COLLEGE BOARD OF MANAGEMENT – DRAFT

Note: enter a ✓ in the appropriate box to indicate that a member has each of the specific skills

Name	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	Current Term end	Balance of Years
Lesley Drummond	✓	✓	✓	✓	✓												01.03.23	4
Ross Laird	✓	✓	✓	✓	✓												08.03.22	1
Ann Landels	✓	✓	✓	✓	✓												09.02.22	5
Alex Killick	✓	✓	✓	✓	✓												22.09.23	0
Antonia McAlindin	✓	✓	✓	✓	✓												22.09.23	0
Niki McKenzie	✓	✓	✓	✓	✓												01.03.21	6
Nigel Paul	✓	✓	✓	✓	✓												01.03.22	6
Gwen Raez	✓	✓	✓	✓	✓												08.03.22	1
Fiona Riddoch	✓	✓	✓	✓	✓												20.10.21	5
Azra Sharif-Qayuum	✓	✓	✓	✓	✓												09.02.22	5
Judith Sischy	✓	✓	✓	✓	✓												01.03.23	4
Jeanette Stevenson	✓	✓	✓	✓	✓												01.03.23	4

**^N.B. To complete the above table a skills audit of current non-executive Board members would be required.**

EDINBURGH COLLEGE BOARD OF MANAGEMENT - COMMITTEE MEMBERSHIP AS OF 11 SEPTEMBER 2020

	Academic Council	Audit & Risk Assurance Committee	Corporate Development Committee	Policy & Resources Committee	Nominations Committee	Remuneration Committee
<b>Non-Executive Membership</b>	Fiona Riddoch (C) Judith Sischy Jeanette Stevenson	Nigel Paul (C) Judith Sischy Ross Laird Lesley Drummond	Lesley Drummond (C) Ann Landels Gwen Raez Azra Sharif-Qayyum	Ann Landels (C) Lesley Drummond Niki McKenzie Nigel Paul Fiona Riddoch Vacancy (Non-Exec) Vacancy (Regional Chair)	Ann Landels (C) Fiona Riddoch Jeanette Stevenson Vacancy (Regional Chair)	Niki McKenzie (C) Gwen Raez Vacancy (Non-Exec)
<b>Principal, Staff, Student Members</b>	Audrey Cumberford Jordan Wyllie Mike Cowley		Rose Dodgson Bruce Cassidy		Jordan Wyllie Bruce Cassidy Mike Cowley	
<b>Co-opted Members</b>	x8 Academic staff x3 Student reps	Ian Doig				
<b>Core Membership</b>	- x3 Non-Exec - Principal - Academic Staff Member - Student Board Member	- x3 Non-Exec (minimum)	- x3 Non-Exec - Support Staff Member - Student Board Member	- Chair of the Board - Vice Chair of the Board - x5 Non-Exec (representing each committee of the Board)	- Chair of the Board - x3 Non-Exec - Student Board Member - Academic Staff Member - Support Staff Member	x3 Non-Exec (minimum)

<b>Further Info</b>		The Chair of the Board and the Principal shall not be members.			The Principal shall not be a member.	The Chair of the Board and the Principal shall not be members.
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**^Key:**

**Red text** = Non-Exec tenure ends within 6 months.

**Orange text** = Non-Exec tenure ends in approx. 12 months.

**Vacancy (Non-Exec)** = Vacancy left by resignation of Sam Hogrefe.

**Vacancy (Regional Chair)** = Vacancy left by the resignation of Sir Ian Diamond.

N.B. Alex Killick and Antonia McAlindin have not yet been assigned to a committee following their appointment to the Board.



**NOMINATIONS COMMITTEE  
18 SEPTEMBER 2020  
PAPER H**



<b>FOR INFORMATION</b>			
Meeting	Nominations Committee 03.06.20		
Presented by	Marcus Walker		
Author/Contact	Marcus Walker	Department / Unit	Governance
Date Created	30.06.20	Telephone	0131 344 7048
Appendices Attached	<i>Appendix 1: Membership and Attendance Review Report 2019/20</i>		
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.

This report was approved by the Nominations Committee on 30 June 2020, via email.

**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 its 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<sup>1</sup>, 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 Cumberland, was appointed 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 extended 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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<sup>1</sup> 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.

	<b>Career Background</b>	<b>Committee Membership</b>
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:

<b>Name</b>	<b>Faculty</b>
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:



<b>Event</b>	<b>Date(s)</b>	<b>Location</b>	<b>No. of Board Attendees</b>
<b>Governance Related</b>			
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
<b>Training and Development</b>			
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:

	<b>Forename</b>	<b>Surname</b>	<b>Position</b>	<b>Date of Appointment</b>	<b>Tenure Expires</b>
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
<b>Overall Total</b>		<b>42/48</b>	<b>20/28</b>	<b>16/16</b>	<b>20/24</b>	<b>5/6</b>	<b>22/24</b>	<b>2/2</b>	<b>84.4%</b>

\*Resigned from the Board on 30 October 2019.

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



**NOMINATIONS COMMITTEE**  
**18 SEPTEMBER 2020**  
**PAPER I**



<b>FOR INFORMATION</b>			
Meeting	Nominations Committee 18.09.20		
Presented by	Chair		
Author/Contact	Marcus Walker	Department / Unit	Governance
Date Created	28.05.20	Telephone	-
Appendices Attached	<i>Appendix 1: Review of Committee Operation Form 2019/20 - Final</i>		
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.

The attached version of this report was approved by the Nominations Committee on 30 June 2020, via email.

**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

<b>Membership</b>	<b>Y/N</b>	<b>Comments</b>
Has the Committee's membership been compliant with its <a href="#">terms of reference</a> during the past year?	<b>Y</b>	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?	<b>N/A</b>	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.
<b>Meetings</b>		
Has the committee met in accordance with its terms of reference and often enough to fulfil its remit?	<b>Y</b>	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?	<b>Y</b>	Two non-executive members and one full member, as required by the terms of reference, have been in-attendance.
<b>Administration</b>		
Have pre-meetings assisted in the planning of Committee business?	<b>Y</b>	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?	<b>Y</b>	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?	<b>Y</b>	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.

<p>Are there any other points Members would like to raise?</p>	<p><b>Y</b></p>	<p>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.</p>
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## 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<sup>1</sup>” 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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<sup>1</sup> This is a definition of effective decision-making given in the Code of Good Governance for Scotland’s Colleges.

*The Interm 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.*

