



For the future you want

NOMINATIONS COMMITTEE

APPROVED MINUTES OF MEETING OF 03 JUNE 2020

16:00hrs, via Microsoft Teams

Present: Bruce Cassidy; Mike Cowley; Ann Landels (Chair); Fiona Riddoch; Jeanette Stevenson

In attendance: Nick Croft; Marcus Walker (Clerk)

1. WELCOME & APOLOGIES

- 1.1 Apologies were received from Carla Ford.
- 1.2 The Chair welcomed members to the first meeting of the Nominations Committee since Sir Ian Diamond resigned as Regional Chair on 31 October 2019. The Committee NOTED that the Interim Chair of the Board would convene meetings of the Nominations Committee until a new Regional Chair was appointed by the Scottish Government.
- 1.3 The Committee NOTED that, due to the Covid-19 pandemic and the implementation of UK-wide social distancing measures introduced by the Government, the Board and its committees would hold virtual meetings until further notice.

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 04 June 2019 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. 2019 BOARD EFFECTIVENESS REVIEW AND IMPROVEMENT PLAN UPDATE

- 5.1 The Committee NOTED actions arising from the 2019 Board Effectiveness Review, as outlined in the Board Improvement Plan, which related to the remit of the Nominations Committee. The Clerk outlined immediate actions requiring the attention of the Committee prior to the meeting of the Board on 16 June 2020.
- 5.2 The Committee NOTED that a number of actions had been overtaken within the papers submitted for consideration by the Nominations Committee on 03 June 2020. The Committee DISCUSSED actions relating to the embedding 'aspects and cognitive diversity' and 'formalising the College gender aims'.
- 5.3 The Committee AGREED that it should meet again in August/September 2020 (date to be confirmed) to consider Board appointments, induction and development procedures and guidance in the context of embedding cognitive diversity. Further to this, the Committee AGREED that the Chair should invite members of the Board and college staff with appropriate equality/diversity expertise to join the meeting.
- 5.4 The Committee NOTED the Interim Chair, Board Secretary and Clerk to the Board would meet prior to the meeting of the next Nominations Committee to consider Board induction and training, and the potential to publish associated materials on Moodle for online access by Board members. The Chair confirmed that an update on this matter would be provided to the next meeting of the Committee.
- 5.5 The Committee NOTED short to medium term actions within its remit as highlighted within the Board Improvement Plan. The Committee DISCUSSED the elements of the Improvement Plan related to student representation on committees, and the need for further clarification around the core principles relating to Student Board Members' participation.
- 5.6 The Committee AGREED that further discussion around the overarching principles of student membership on committees, in terms of managing conflict of interests, should be considered further at the next meeting of the Nominations Committee.

6. BOARD MEMBERSHIP, TENURE AND CAPACITY UPDATE

- 6.1 The Committee NOTED an update on changes to Board membership over the course of the academic year 2019/20, including the departure of the Regional Chair and the interim governance arrangements implemented by the Board from 01 November 2019 onwards.

- 6.2 The Committee NOTED that the Scottish Government had commenced the process of recruiting a new Regional Chair on 12 March 2020, however, due to the impact of the Covid-19 pandemic the process had been suspended on 01 April 2020 until further notice. The Committee DISCUSSED the decision to postpone the process and NOTED that, while appropriate interim arrangements were in place, members would welcome an appointment early in the 2020/21 academic year.
- 6.3 The Committee NOTED that Sam Hogrefe, a Non-Executive Member, had confirmed his resignation from the Board to the Interim Chair on 08 May 2020 - with immediate effect. The Clerk advised the Committee that following this resignation the membership of the Board stood at 15 (out of a possible 18), with two non-executive positions currently vacant.
- 6.4 The Committee NOTED that following the Scottish Government's decision to amend legislation to allow the introduction of two trade union members on college boards, the College awaited further guidance on how to proceed. The Clerk advised the Committee that the original timescale laid out by the Colleges Scotland's Good Governance Steering Group on legislative changes had been delayed by the Covid-19 pandemic, and in the interim the Board would continue to invite trade union representatives to Board meetings as observers.
- 6.5 The Committee NOTED the two existing non-executive vacancies, and the current skills gaps on the Board as highlighted its Skills Matrix. The Clerk to the Board highlighted to the Committee that the tenures of two non-executive members, Nigel Paul and Niki McKenzie, were also due to end on 01 March 2021.
- 6.6 The Committee NOTED that the 2019 Board Effectiveness Review had identified that the Board should consider the timely recruitment of a non-executive members with Human Resources / Organisational Change experience. The Clerk to the Board advised the Committee that recent and upcoming departures from the Board could also lead to skills gaps in the following areas: Chartered Accountancy; Legal; and, Estates & Infrastructure.
- 6.7 The Committee DISCUSSED the medium and long-term strategy of the Board for recruiting non-executive members in the academic years 2020/21 and 2021/22, with reference to the Skills Matrix. The Committee AGREED that, to support appropriate succession planning, non-executive appointments with Human Resources, Legal and Chartered Accountancy expertise would be prioritised in the next two rounds of Board recruitment. Further to this, the Committee AGREED that Estates & Infrastructure experience and knowledge of primary and/or secondary school education would be target areas for future Board recruitment.
- 6.8 The Committee AGREED that to commence with a Board recruitment round over July/August 2020, with a view to two non-executive appointments being confirmed by first meeting of the Board in the new academic year. The Committee DISCUSSED a recruitment panel and AGREED the following membership:
- (i) Interim Chair of the Board
 - (ii) Interim Vice Chair of the Board;
 - (iii) one Non-Executive Member of the Nominations Committee;

- (iv) a Student Board Member (or appropriate ECSA representative);
- (v) Hugh Hall, Principal & Chief Executive of Fife College [*Independent Member*]

6.9 The Committee DISCUSSED the potential for future co-options to the committees of the Board, and AGREED that this matter should be discussed in further detail at the next meeting of the Nominations Committee.

7. MEMBERSHIP AND ATTENDANCE REVIEW 2019/20

7.1 The Committee NOTED a report summarising current Board membership, tenures and activity related to attendance in the 2019/20 academic year (to date).

7.2 The Committee NOTED that following the departure of the Regional Chair and one non-executive member in the academic year, the overall Board gender balance was 67% female and 33% male.

7.3 The Committee NOTED that that it was expected that 21 meetings of the Board and its committees would take place during 2019/20. The Clerk to the Board advised the Committee that all meetings were quorate, with the exception of the Academic Council on 15 November 2019, and that Board attendance had averaged over 84.8% over the course of the year (to date).

7.4 The Committee DISCUSSED the following details arising from the review:

- (i) The Board gender balance and wider issues of equality relating to other protect characteristics;
- (ii) the skills balance of the Board, and the scheduling of meeting of the Committee in August/September 2020 to discuss future non-executive recruitment;
- (iii) the attendance record of Board members at Board and committee meetings in 2019/20, despite the challenges posed by the Covid-19 pandemic.

7.5 The Committee AGREED that a consolidated version of the report should be circulated to members following the final Board meeting of the academic year. The Chair advised the Committee that once a final version of the report was agreed it would be published online.

8. REVIEW OF COMMITTEE OPERATION 2019/20

8.1 The Committee NOTED that at the end of each academic year the Committee is required to review its annual activity. The Chair advised the Committee that the same evaluation form, which asked members to consider the committee's operation and its performance monitoring and strategic roles, would be completed by all committees of the Board.

8.2 The Committee DISCUSSED whether its operation had been compliant against its terms of reference over the course of the year. The Committee AGREED that membership, meetings and administration related to the Committee had all been of an appropriate level.

- 8.3 The Committee DISCUSSED its role in Board induction and development procedures and processes, and AGREED that the Nominations Committee's Terms of Reference should be reviewed at in the next academic year to clarify this matter further.
- 8.4 The Committee AGREED that the Chair and the Clerk to the Board should incorporate members' comments into a final version of the review form, and recirculate it to the Committee for information.

9 ANY OTHER COMPETENT BUSINESS

9.1 EDINBURGH COLLEGE AMBASSADOR AWARD 2020

- 9.1.1 The Committee NOTED that on an annual basis the Edinburgh College Ambassador Award is bestowed upon an individual who have through direct involvement with the College made a significant and sustained contribution to the student experience, or through direct involvement with the organisation enable significant organisational transformation. The Chair advised the Committee that the Award was a gift of the Chair of the Board, with nominations invited from the Board and the Executive Team.
- 9.1.2 The Committee DISCUSSED the Award and AGREED to feedback to the Chair with nominations for the 2020 Awards.

10 DATE OF NEXT MEETING

- 10.1 To be confirmed.

Meeting closed at 17:10