



NOMINATIONS & ENGAGEMENT COMMITTEE

MINUTES OF MEETING HELD ON 01 MAY 2015

1000hrs, Boardroom, Milton Road Campus

Present: J Cutting (Chair); K Bradford; I McKay; I Young

In attendance: S Breadner; P Davis; M Walker (Clerk); C Wilson

1 WELCOME & APOLOGIES

- 1.1 Apologies were received from Diane Erasmuson.
- 1.2 The Committee Chair informed Members that an interim review of Board committee membership had taken place in March 2015. Jan Cutting introduced herself as the new Committee Chair, and welcomed Ian McKay to the meeting, as a new Member.

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 09 October 2014 as an accurate record of the meeting.

4 MATTERS ARISING

- 4.1 Actions from the previous meeting were either marked complete or on the agenda, with the exception of:

- 4.1.1 OPERATIONS BUDGET (Minute 7.5/09.10.15 refers)

The Committee NOTED an update on the operational budgets within the Communications and Marketing Departments from Committee Member, Ian Young.

The Committee NOTED that in April 2015, the Finance Team had frozen all budgets, thus no further spending could be committed by any College function in the current financial year. The Committee NOTED areas of activity that would remain unaffected by the budget freeze.

The Deputy Principal informed the Committee that additional funding through the Development Plan would be made available shortly to support the Communications and Marketing operational budgets.

5 MONITORING OUR PERFORMANCE

- 5.1 The Committee NOTED a verbal update from the Deputy Principal on Monitoring Our Performance.
- 5.2 The Committee NOTED that the College's strategic objectives were under development, and these objectives would be shaped by the Development Plan and revisions to the Leadership Strategies. The Committee NOTED that at an appropriate juncture, the Deputy Principal would seek to establish a working group, consisting of Board and Executive members, to consider and refine the strategic objectives.
- 5.3 The Committee AGREED that an update on the development of the strategic objectives would be provided to the next Committee meeting on 08 June.

6 STAKEHOLDER ENGAGEMENT

6.1 COMMUNITY PLANNING PARTNERSHIPS

- 6.1.1 The Committee NOTED a verbal update from the Deputy Principal on the College's Community Planning Partnerships (CPP).
- 6.1.2 The Committee DISCUSSED areas of CPP engagement highlighted by the Deputy Principal, including the details of a proposed 'City Deal' which would ensure a significant financial investment within the region. The Committee AGREED that further information on the relationship between the College's CPPs and the 'City Deal' should be provided to Members.
- 6.1.3 The Committee AGREED that a written report on CPP activity would be provided to the next meeting of the Committee.

6.2 CORPORATE ENGAGEMENT: SCOPE FOR SHORT-LIFE WORKING GROUP

- 6.2.1 The Committee NOTED the proposed scope of a short-life working group to develop a framework for the enhancement of corporate engagement activities across the College. The Committee NOTED that the first of these working groups, with representation from key functions across the College, would take place in the coming weeks.
- 6.2.2 The Committee DISCUSSED the following points relating to the proposed scope of the short-life working group:
 - (i) the need to pull-together information from across the College, to allow for a comprehensive audit of corporate engagement;

- (ii) the need for those leading the process to prioritise the effective and timely sharing of information across the College;
- (iii) the development and ownership of the College's CRM, and the need to prioritise this matter on the working group's agenda;
- (iv) the need to enhance corporate engagement activities, regardless of ongoing changes to the Executive and Board structures;
- (v) the role of the Vice Chair in external engagement activities.

6.2.3 The Committee AGREED that the role of the Board in corporate engagement activities should be driven by strategy, in order to achieve the most effective use of Board members' time.

6.2.4 The Committee APPROVED the outlined scope of the short-life working group, taking into account the points raised by members under Paragraph 6.2.2.

7 HR, OD, COMM & MARKETING REPORT

7.1 The Committee NOTED a report highlighting all activities under the remit of the Director of OD and Communications. Members NOTED that the report now included activities within the Marketing Department, which was assigned to the directorate in October 2014.

7.2 The Committee DISCUSSED which directorate activities should continue to be monitored by the Nominations & Engagement Committee, and cases where it might be appropriate to defer monitoring to the Policy & Resources Committee.

7.3 The Committee AGREED that Marketing activity to support the 'achievement of WSUMs/credits' and 'non SFC income' should be monitored by the Policy & Resources Committee. The Chair of the Board emphasised the importance of a 'critical friend' approach between both committees, through their shared membership, to monitor both achievement and outcomes in these areas.

The Committee AGREED that in cases where WSUMs/credits and income performance was below forecast targets, the Board should receive regular updates.

7.4 The Committee NOTED that a number of high profile marketing campaigns developed in-house by the College. The Committee AGREED that more could be done to showcase campaigns led by the Marketing Team to the Board, including campaigns for September/January recruitment and the launch of the College prospectus, through presentations to the Committee (and if appropriate the Board directly).

7.5 The Committee NOTED the risks associated with each area of activity, as outlined by the Director of OD and Communications. The Committee AGREED that the Audit & Risk Assurance Committee should consider how to present these wider risks (not individually illustrated in the Top Risk Register) to the Board.

- 7.6 The Committee Chair thanked the Director of OD & Communications for the Report, and Members AGREED that similar reports aligning core College activities and committee oversight would be welcomed.

8 BRANDING REVIEW

The Head of Marketing, Deborah Robertson, joined the meeting

8.1 BRAND WHEEL & BRAND DEVELOPMENT

- 8.1.1 The Committee NOTED a report on the current status on the brand project, following a review of the College brand earlier in the academic year.
- 8.1.2 *Paragraph 8.1.2 presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 30, Prejudice to the Effective Conduct of Public Affairs.*
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- 8.1.5 The Committee AGREED that a costing to achieve the next steps of brand development should be presented to the Board, along with a broader update to develop Board members understanding of the brand – in light of the project group’s recent work.

8.2 COAT OF ARMS PROJECT

- 8.2.1 The Committee NOTED an update of the development of a College coat of arms. The Head of Marketing informed the Committee that guidelines on the use of heraldic symbols had been defined with the Lord Lyon and a Heraldic Designer.
- 8.2.2 The Committee DISCUSSED four sample coat of arms designs put forward by the Head of Marketing, with a view to Members identifying their preferred heraldic imagery.
- 8.2.3 The Committee AGREED that a coat of arms consisting of the following heraldic symbols would be most befitting of the College:

Castle	<i>Symbolic of Edinburgh;</i>
Water	<i>Representative of the sea and international activity</i>
Book	<i>Symbolic of knowledge/learning;</i>
Key	<i>Representative of the future and unlocking potential;</i>
Torch	<i>Emblematic of innovation and enlightenment;</i>
Cog Wheels	<i>Representative of industry and endeavour;</i>
Chain	<i>Symbolic of community and partnership.</i>

The Committee NOTED that water, a torch and the cog wheels were emblematic of the College's nautical, mining and engineering heritage.

- 8.2.4 The Committee AGREED that the preferred design element, with an appropriate colour scheme, should be presented to the Lord Lyon. The Committee Chair thanked the Head of Marketing for progressing this matter, and hoped that a final design would be in-place for the 2014/15 graduation.

The Head of Marketing left the meeting

9 GOVERNANCE REPORT

9.1 COMMITTEE STRUCTURE BRIEFING

- 9.1.1 The Committee NOTED that a restructuring of the Board's committees was due to be implemented at the start of the new academic year.
- 9.1.2 The Committee NOTED the principle objectives of the committee structure review were to realign committee and executive structures, and reduced the number of committee to create a simpler governance structure.
- 9.1.3 The Committee NOTED that each committee would continue to have a core membership of at least three non-executive members, to promote balance and objectivity. The Governance Director confirmed that the equality impact of the proposed changes would be monitored throughout the process.
- 9.1.4 The Committee DISCUSSED the following aspects of the proposed committee restructure:
- (i) the demand placed on both Board and Executive members, and the need to reduce the number of meetings per annum;
 - (ii) the need for three non-executive members on each committee, and whether a fourth (or 'reserve') member would be appropriate;
 - (iii) the demand placed on the Policy & Resources Committee's core membership given its scope and function;
 - (iv) the important role of student and staff Board members on appropriate committees.
- 9.1.5 The Committee AGREED that a draft committee structure should be brought to the next meeting of the Committee, prior to approval by the Board on 23 June. Members AGREED that it would also be appropriate for a detailed overview of the time demands placed on each non-executive member to be considered at the meeting.

9.2 PROPOSED NATIONAL FRAMEWORK

9.2.1 The Committee NOTED the proposed development of a national approach to board induction, development and evaluation, to align with new requirements set out within Post-16 legislation and the recent appointments guidance.

9.2.2 The Committee NOTED that the Good Governance Steering Group (the body which oversaw the development of the Good Governance Code) had identified the need to consider:

- (i) what further guidance and support should be provided to college boards to develop members skills, experience and behaviour;
- (ii) what performance evaluation process were currently in place and whether sector guidance and support should be developed in that regard.

The Committee NOTED that in light of these identified needs a draft proposal for a national framework had been put forward by the Steering Group, which would be built around four key development themes; organisational knowledge, external knowledge, governance skills and team-building.

9.2.3 The Committee welcomed the development of a national framework over the coming months, and NOTED that the Good Governance Steering Group would continue to discuss and progress key governance issues, whilst keeping board development and appraisal under review.

9.3 BOARD INDUCTION, DEVELOPMENT & EVALUATION 2015/16

9.3.1 The Committee NOTED an outlined approach towards the induction, development and evaluation of the Edinburgh College Board, which aligned with the proposed development of a national framework (Paragraph 9.2 refers).

9.3.2 The Committee NOTED that the current induction procedures in place would not be changed significantly. The Governance Director confirmed that there would be a more structured approach to briefing new members on development and evaluation, and the requirement to provide evidence of performance as a basis for extension of tenure or reappointment.

9.3.3 The Committee NOTED areas of development across the four themes highlighted under Paragraph 9.2.2. Development opportunities included an 'away day' on 02 June, focused on developing the newly appointed Board (including the new Principal) as a team.

9.3.4 The Committee NOTED that new Government guidance requires 'evidence of regular assessments of performance' in order to extend or reappoint non-executive Board members. The Governance Director informed the Committee of two main strands to such an evaluation, which included; factual records showing Board and committee

attendance/engagement, and the review of performance against planned development objectives (as assessed by the individual and the Chair).

The Committee NOTED the proposed evaluation procedures for the upcoming academic year.

9.3.5 The Committee DISCUSSED the induction, development and evaluation procedures outlined, including the following:

- (i) the need to develop the Board's capacity, in order for it to function effectively;
- (ii) the importance of external scrutiny for governance arrangements;
- (iii) the need to develop Board members knowledge of the external environment, through organisations such as the SFC, Education Scotland and SDS;
- (iv) the need to develop Board members understanding of risk monitoring.

9.3.6 The Committee APPROVED the recommendations put forward by the Governance Director for induction, development and evaluation of the College Board in 2015-16.

The Director of OD & Communications left the meeting

9.4 SUCCESSION PLANNING & RECRUITMENT TO VACANCIES ON THE BOARD

9.4.1 The Committee NOTED an overview of the recent non-executive appointments, following an open recruitment process in February 2015, in order to assess the needs of the Board and assist in the recruitment of two further members to the Board.

9.4.2 The Committee NOTED the appointments guidance issued by the Scottish Government regarding the recruitment process and the person specification for non-executive members.

9.4.3 The Committee NOTED the current non-executive membership of the Board, a summary matrix outlining Member's skills and an overview of areas of expertise identified by the Scottish Government.

9.4.4 *Paragraph 9.4.4 presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 30, Prejudice to the Effective Conduct of Public Affairs.*

9.4.5 The Committee AGREED that the Chair should be included in future drafts of the skills summary matrix, and that the Committee Chair should receive an overview of members' tenures.

9.4.6 *Paragraph 9.4.6 presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 30, Prejudice to the Effective Conduct of Public Affairs.*

9.4.7 *Paragraph 9.4.7 presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 30, Prejudice to the Effective Conduct of Public Affairs.*

10 ANY OTHER COMPETENT BUSINESS

None.

11 DATE OF NEXT MEETING

11.1 The date of the next meeting is 08 June 2015 at 14:00, Milton Road Campus.

The meeting closed at 12:30hrs