NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 04 OCTOBER 2016

15:00hrs, Boardroom, Milton Road Campus

Present: I McKay (Chair); C Arthur; A Clark; F Riddoch; I Young

In attendance: P Davis; M Walker (Clerk)

1 WELCOME & APOLOGIES

1.1 Apologies were received from Kellie Bradford

1.2 The Chair welcomed Fiona Riddoch and Amanda Clark to their first meeting of the Nominations Committee.

2 DECLARATIONS OF INTEREST

2.1 Ian Young declared an interest in *Item 6: Board Membership, Tenures and Capacity*, with regards to the end of his initial tenure as a Board member on 31 March 2017. The Chair informed the Committee that Ian Young had agreed to withdraw from the meeting for any discussion relating to tenures.

3 MINUTES OF PREVIOUS MEETING

3.1 The Committee APPROVED the minutes from the Nominations Committee on 24 May 2016 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, with the exception of the following:

4.1.2 The Board NOTED a verbal update from the Governance Director on comparative Board attendance data collated across the college sector. The Governance Director informed the Committee that although there was no formal record of attendance across the sector, other colleges of a similar size to Edinburgh College had comparable attendance figures.

4.2 REVIEW OF COMMITTEE OPERATION 2015/16

4.2.1 The Committee NOTED a finalised version of the Review of Committee Operation 2015/16, as agreed by Members outwith the meeting.

5 RECRUITMENT OF NON-EXECUTIVE MEMBERS: TASK GROUP RECOMMENDATIONS

5.1 The Committee NOTED an overview of the Board's current recruitment practice and proposed changes in response to the recommendations of the Scottish Government's Good Governance Task Group.

5.2 The Committee NOTED that the College had adopted a throughgoing application process to take account of the appointments guidance published in 2014, which included a role description, personal specification and an estimate of the time commitment for Board members in their first year. The Governance Director informed the Committee that an exercise to assess the actual time commitment of Board members had been undertaken and found new Board members' time commitments to broadly align with the 1.5 days per month estimate included in Board application pack. The Committee NOTED that, with the introduction of mandatory inductions for all Board members and training for audit and remuneration committee, time commitments would continue to be monitored.

5.3 The Committee DISCUSSED the proposal that personal statements from some Board members should be included in the application pack, which outlined their reasons for joining the Board and the perceived benefits in terms of personal development.

5.4 The Committee NOTED that the governance portal, which aimed to provide Board members with a broader sense of their role, would be launch in the autumn.

5.5 The Committee APPROVED the proposed changes to the Board's recruitment practice as outlined by the Governance Director.

6 BOARD MEMBERSHIP, TENURES AND CAPACITY

6.1 The Committee NOTED an overview of Board membership, tenures and capacity.

Ian Young left the meeting

6.2 The Committee NOTED that the tenures of the two Non-Executive Board Members, Robin Stimpson and Ian Young, were due to end on 31 March 2017. The Chair informed the Committee that Robin Stimpson had indicated that the end of his tenure provided an appropriate juncture to step down from the Board.

6.3 The Committee DISCUSSED Board membership, tenures and capacity in the short and long term. Further to this, the Governance Director provided an overview of the process to extend a Non-Executive Board Members tenure.

6.4 The Committee AGREED to endorse an extension to the tenure of Ian Young for an additional two year term, subject to the approval by the Board and Scottish Ministers.

6.5 The Committee AGREED that a recruitment process should commence, in line with previously agreed guidelines, with a view to a new member joining the Board on 01 April 2017. The Committee AGREED that the Committee would be involved in the shortlisting process, and that a suitable independent panellist would be approached by the Chair.

Ian Young returned to the meeting

6.6 The Committee NOTED that once the appointment of the Senior Management Group was fully implemented, the structure and membership of the Board's committees would be reviewed. The Committee AGREED that the Principal should be invited to the next scheduled meeting to review such arrangements with Committee members.

6.7 The Committee AGREED that it would be communicated to the Principal that new Senior Management Group arrangements should be made to work within the context of the current committee structure until a review (as outlined under 6.6) had taken place.

7 APPOINTMENT LETTER AND TERMS & CONDITIONS FOR BOARD MEMBERS

7.1 The Committee NOTED that the Good Governance Steering Group had approved a model letter of appointment and terms & conditions at its meeting in June 2016, subject to review by legal advisors. The Governance Director informed the Committee that the information presented to members provided an advanced view of the proposed changes to the appointments procedure.

7.2 The Committee DISCUSSED the following aspects of the model letter of appointment and terms & conditions:

(i) The tone and language of the documentation, which over emphasised the responsibilities of Board members whilst failing to acknowledge the voluntary nature of the role;
(ii) the requirements set out in the terms and conditions, and 'their potential to drive towards a particular type of Board member';
(iii) the 'toning down' of the current documents from original drafts, which were deemed to micro-manage Board members;

(iv) the impact of such terms and conditions on the drive for greater Board diversity in the college sector.

7.3 The Committee AGREED that the wording of the letter of appointment and terms & conditions should be amended from 'You must' to 'A Board member must', in order to make it more reader friendly. The Committee AGREED that both documents, once amended, would be reviewed by the Committee at its next meeting.

8 GOOD PRACTICE GUIDANCE FOR THE ELECTION OF STAFF BOARD MEMBERS

8.1 The Committee NOTED good practice guidance, approved by the Good Governance Committee Steering Group at its meeting in June, to support a consistent approach across the sector to conducting staff elections.

8.2 The Committee DISCUSSED the good practice guidance, which was generally consistent with the procedure which the College had in place to elect Staff Board Members.

8.3 The Committee APPROVED the use of such guidance in future staff elections. The Governance Director informed the Committee that guidance would be circulated to the College's own trade union representatives for consultation, prior to its adoption.

9 ACADEMIC COUNCIL CO-OPTED MEMBERSHIP

9.1 The Committee NOTED a proposal to realign the co-opted membership of the Academic Council following a reduction in the number of curriculum areas.

9.2 The Committee DISCUSSED the proposal and AGREED that two members of academic staff should be invited to represent each curriculum area on the Academic Council, increasing co-opted membership from six to eight persons. The Committee AGREED that for the sake of continuity, staff currently co-opted to the Academic Council would be invited to continue in their role, with the remaining vacancies to be opened to academic staff within each curriculum area.

9.3 The Committee NOTED the promotion of Jakki Jeffrey, a co-opted member of the Academic Council, to the role of Head of Creative Industries. The Governance Advisor informed the Committee that as stated in the Academic Council's terms of reference only members of staff 'who are not part of the senior management team' could hold a co-opted post on the Committee, therefore Ms Jeffrey would stand down from her co-opted position.

9.4 The Committee NOTED a proposal to maintain student membership on the Academic Council, following the reduction in the number of ECSA Sabbatical Officers from four to three, as part of the Students' Association's recent restructure.

9.5   The Committee DISCUSSED the proposal and AGREED that a student, as nominated by ECSA, would be invited to join the Academic Council as a co-opted member.

9.6   The Committee AGREED that, in order to implement changes to co-opted membership in a timely fashion, its endorsement of the proposed amendments to the Academic Council's terms of reference should be circulated to the Board for approval.

10   ANY OTHER COMPETENT BUSINESS

10.1   STUDENT MENTORSHIP

The Committee NOTED that the Chair and the Governance Team would be working to reinstate mentorship for Student Board Members in 2016/17.

10.2   STUDENT MEMBERSHIP ON COMMITTEES

The Committee NOTED that the Board had approved a proposal from ECSA for the Student President to join the External Engagement Committee and the Vice President (Welfare) to join the Nominations Committee, in line with both Committees' terms of reference.

10.3   STATEMENT OF DIVERSITY

The Committee NOTED that although the Board were no longer required to approve a Statement of Diversity for the College's Annual Accounts, a statement had been drafted for inclusion in the final document.

10.4   BOARD DEVELOPMENT AND TRAINING

The Committee NOTED that although Board development and training was no longer within its remit, Members AGREED that the Committee would reflect on training and development at its next meeting.

11   DATE OF NEXT MEETING

11.1 The next meeting would be held at 16:00hrs on 23 May 2017 at the Milton Road Campus.

Meeting closed at 16:30.