



NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 07 OCTOBER 2015

16:00hrs, Boardroom, Milton Road Campus

Present: I McKay (Chair); C Arthur; K Bradford; I Young

In attendance: P Davis; M Walker (Clerk)

1 WELCOME & APOLOGIES

- 1.1 Apologies were received from Jenni Behan.
- 1.2 The Chair welcomed Members to the newly formed Committee, and it was NOTED that, following the recent committee restructure, the Committee's remit had returned to its core statutory function.

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 & Engagement Committee on 08 June 2015 as an accurate record of the meeting.

4 MATTERS ARISING

- 4.1 Relevant actions from the last meeting of the Nominations & Engagement Committee were either marked complete or on the agenda, with the exception of:
 - 4.1.1 CORPORATE SOCIAL RESPONSIBILITY STATEMENT (*Minute 5.2.4/08.06.15 refers*)

The Committee NOTED that the development of a corporate social responsibility 'statement of intent' would be remitted to the Policy & Resources Committee.

5 TERMS OF REFERENCE

- 5.1 The Committee NOTED its Terms of Reference, as approved by the Board on 22 September.

6 CO-OPTED MEMBERSHIP

6.1 APPOINTMENTS PROCEDURE

- 6.1.1 The Committee NOTED that in-light of new guidance governing non-executive appointments to college boards, Members were asked to review the Board's approach to co-opted membership. The Governance Director informed the Committee that the Board's procedures should be formalised and consistent with the underlying principles of the Code of Good Governance for Scotland's Colleges.

- 6.1.2 The Committee NOTED that in accordance with its remit, it shall oversee the process of co-option, monitor developments, and advise the Board as appropriate.

- 6.1.3 The Committee DISCUSSED the draft co-option procedure, focussing on the following points:

- (i) The identification of a 'need' within committees of the Board for co-opted membership;
- (ii) restrictions placed on the number of co-opted appointments, and appointments to the Board itself;
- (iii) the period of tenure and the annual review process;
- (iv) the drafting of a formal letter of appointment.

- 6.1.4 The Committee APPROVED the appointments procedure for co-opted members, with the following qualifications:

- (i) Under Paragraph 2.2, the inclusion of 'where the Board or a committee has identified the need for co-opted membership' the Nominations Committee shall oversee the process;
- (ii) under Paragraph 2.3, the addition of 'the number and nature of co-option' will be reviewed annually by Committee.

6.2 AUDIT & RISK ASSURANCE COMMITTEE CO-OPTION

- 6.2.1 The Committee NOTED that the Board, in May 2015, agreed to seek to co-opt an additional member with public service expertise to the Audit & Risk Assurance Committee, and that the appropriate Committee Chair was delegated responsibility to progress the matter.

- 6.2.2 The Committee NOTED that a suitable candidate had been identified, and the CV of Ian Doig, an experienced non-executive director and former Director of CIPFA in Scotland, was circulated to Members for consideration. The Committee NOTED the recommendations of both the Chair and the Audit & Risk Assurance Committee Chair, who had met individually with Mr Doig to discuss co-opted membership.

- 6.2.3 The Committee AGREED to endorse the co-option of Mr Doig to the Audit & Risk Assurance Committee.

7 BOARD CAPACITY AND FUTURE RECRUITMENT

- 7.1 The Committee NOTED that following the most recent recruitment round, one appointment had been approved by Scottish Minister. This left the Board, following the departure of two members due to work commitments, with nine Non-Executive Members - the minimum number for a Regional College Board.
- 7.2 The Committee NOTED a skills matrix for Non-Executive Board Members, and the 'areas of expertise' which could be developed further, including the curriculum areas of Tourism & Hospitality and Construction. The Governance Director informed the Committee that following recent departures from the Board, candidates with backgrounds in human resources and the third sector/communities should also be considered.
- 7.3 The Committee DISCUSSED the non-executive gender balance (44% Male; 56% Female as of October 2015), and the need to maintain at least a 40:40 gender balance. The Committee AGREED that the Governance Director would provide further information on the European directives on board gender balance, and the voluntary targets within the sector at the next meeting.
- 7.4 The Committee NOTED the limited diversity within the membership of the Board. The Chair informed the Committee that the Board would continue to seek to reflect, in terms of age, gender, ethnicity, disability, the community which it serves.
- 7.5 The Committee NOTED that a further round of recruitment would be required to bring non-executive membership towards to the maximum of 12, and DISCUSSED the following matters:
- (i) The need to appoint suitable individuals with the areas of expertise highlighted in Paragraph 7.2;
 - (ii) the limited recruitment budget, and the need to utilise all appropriate networks and agencies known to the Board;
 - (iii) the continual 'churn' of Board member, and the need to communicate internally and externally the expectation that Board recruitment would be annual event;
 - (iv) a timescale for Board recruitment and the Committee's wish to conclude the process before the year-end;
 - (v) the names of potential candidates to become an independent panel member, to participate in, and oversee the recruitment process.
- 7.6 The Committee AGREED to commence the recruitment process with immediate effect, with the aim of conducting interviews by the end of November. The Committee AGREED that the recruitment advert should highlight the success of the previous recruitment round and the Board's wish to consolidate its membership further.
- 7.7 The Committee AGREED that all its Members would participate in the initial application sift, and that the appointment of a suitable independent panel member would be delegated to the Chair and the Governance Director.

8 ANY OTHER COMPETENT BUSINESS

8.1 None.

9 DATE OF NEXT MEETING

9.1 The date of the next meeting is 08 March 2016 at 16:00, Milton Rd Campus.

The meeting closed at 17:25hrs