



NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 18 JANUARY 2016

12:30hrs, 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.

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 07 October 2015 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 EUROPEAN DIRECTIVES ON BOARD GENDER BALANCE (*Minute 7.3/07.10.15 refers*)

The Committee NOTED clarification from the Governance Director on the European directive on board gender balance, which aims to achieve 40:40 representation on board's by 2018. The Governance Director informed the Committee that following the recent recruitment of four non-executive Board members, the Board currently held a 50:50 gender balance.

5 BOARD CAPACITY & COMMITTEE MEMBERSHIP

5.1 The Committee NOTED that the Board of Management on 08 December had approved four new Non-Executive Board appointments and, subject to the completion of due process, recommended that the Nominations Committee review committee membership.

5.2 The Committee NOTED that ministerial approval had been granted on 15 December, and as such, the Chair was pleased to confirm the following persons as Non-Executive Board Members:

- (i) **Bob Downie**, Chief Executive Officer of the Royal Yacht Britannia
- (ii) **Stephen Dunn**, former HR & Communications Director of the Miller Group
- (iii) **Ann Landels**, Director of Crisis Skylight Edinburgh
- (iv) **Azra Sharif-Qayyum**, biomedical scientist and founding member of the Edinburgh MELA Ltd.

5.3 The Committee NOTED that the Board's Non-Executive membership now stood at its full complement of 12. The Governance Director outlined supporting information to the Committee in order to support its review of Board capacity and committee membership, this included: An overview of Board membership and tenures; a non-executive Board members skills matrix; and, a committee membership chart.

5.4 The Committee NOTED an additional discussion paper, tabled by the Governance Director, which outlined a range of options for committee membership going forward. The Committee DISCUSSED the following matters relating to membership on each committee of the Board:

5.4.1 *Audit & Risk Assurance Committee*

The Committee NOTED that following the appointment of Fiona Riddoch and the co-option of Ian Doig, the Audit & Risk Assurance Committee's membership was well-balanced, relevant to its remit and provided scope for succession planning.

5.4.2 *Academic Council*

The Committee NOTED that the Academic Council presently had two Non-Executive members and a vacancy for a third. The Committee DISCUSSED the skills and experience of the newly appointed members, and the perspectives each would bring to the Academic Council.

5.4.3 *External Engagement Committee*

The Committee NOTED that following the departure of Jan Cutting (a former Non-Executive member) from the Board in January 2016, there was currently no Chair of the External Engagement Committee and only two Non-Executives. The Committee DISCUSSED the skills and experience of the Non-Executive Board

members, and the attributes each would bring to the External Engagement Committee.

5.4.4 *Policy & Resources Committee*

The Committee NOTED that the membership of the Policy & Resources Committee had been based on representation of all other committees (through chairs at the present time) given its broad and general policy remit. The Committee NOTED that, following Jan Cutting's departure from the Board, a vacancy on the Policy & Resources Committee had become available.

The Committee DISCUSSED the need to bolster the Policy & Resources Committee's HR and organisation development capacity.

5.4.5 *Nominations Committee*

The Committee NOTED there was presently a vacancy on the Nominations Committee for a third Non-Executive Member. The Board NOTED that all Non-Executive members could bring their own valuable perspectives to the consideration of Board membership and future appointments.

5.4.6 *Remuneration Committee*

The Committee NOTED that there had been one vacancy on the Remuneration Committee at the point of restructure, which had increased to two following the departure of Guy Hughes in September 2015. The Governance Director advised the Committee that as a temporary arrangement the Board had agreed that Alan Johnston continued on the Remuneration Committee and Ian Young joined.

The Committee NOTED the Board commitments of Ian Young and Alan Johnston, in addition to their roles on the Remuneration Committee. The Committee DISCUSSED the need for (at least) one new member of the Remuneration Committee to have HR experience, and the importance of gender balance on statutory committees.

5.5 The Committee DISCUSSED committee membership and AGREED the following, subject to further consultation with the Board members affected:

- i. Ann Landels, a non-executive member with extensive educational experience (which includes schools, community and local authority interests and marginalised groups), would be invited to join the Academic Council.
- ii. Bob Downie and Azra Sharif-Qayyum would be invited to join the External Engagement Committee as members. Mr Downie's business, tourism and development, and Ms Sharif-Qayyum's community engagement, backgrounds were seen as complementary to the existing membership.
- iii. Alan Johnston would be invited to act as Chair of the External Engagement Committee.

- iv. Stephen Dunn, a non-executive member with a strong background in HR, would be invited to join the Policy & Resources Committee.
- v. An appropriate non-executive member of the Board would be approached by the Chair to join the Nominations Committee, based on recommendations from the Committee.
- vi. Two appropriate non-executive members of the Board would be approached by the Chair to join the Remuneration Committee, based on recommendations from the Committee.

5.6 The Chair informed the Committee that the appointments outlined under Minute 5.5 would be noted at the next meeting of the Committee.

6 ANY OTHER COMPETENT BUSINESS

6.1 PUBLICISING BOARD APPOINTMENTS

6.1.1 The Committee AGREED that all four Board appointments must be widely publicised to staff, students and other College stakeholders. Additionally, the Chair indicated that the College should proudly draw attention to its current 50:50 gender balance.

6.2 ANNUAL REVIEW & SUCCESSION PLANNING

6.2.1 The Committee NOTED that a review of Board capacity and committee membership (in the manner outlined under Minute 5/18.01.16) would be required on an annual basis, due to the general 'churn' of Board members over an extended period.

6.2.2 The Committee NOTED that its review and succession planning processes would (in future) incorporate a review of induction activities, including such elements as mentoring opportunities.

7 DATE OF NEXT MEETING

7.1 The date of the next meeting is 24 May 2016 at 16:00, Milton Rd Campus.

Meeting closed at 13:55.