



For the future you want

NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 23 MAY 2017

16:00hrs, Boardroom, Milton Road Campus

Present: I McKay (Chair); C Arthur; B Cassidy; F Riddoch; I Young

In attendance: A Bruton; M Walker (Clerk); R Whetton

1 WELCOME & APOLOGIES

1.1 Apologies were received from Amanda Clark.

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 November 2016 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.

5 BOARD MEMBERSHIP, TENURES AND CAPACITY

5.1 BOARD AND COMMITTEE SUCCESSION PLANNING

5.1.1 The Committee NOTED an overview of Board membership, tenures and capacity. The Chair advised the Committee that three non-executive Board members' tenures were due to end on 01 March 2018.

- 5.1.2 The Committee DISCUSSED the tenures of non-executive Board members and AGREED that the Chair, as part of the annual evaluation process, should discuss succession planning with those affected. Further to this, the Committee AGREED that non-executive Board members should be asked to indicate, as part of the process, whether they aspire to act as chair for a committee of the Board.
- 5.1.3 The Committee AGREED that the Nominations Committee should meet again in October 2017, to consider succession planning arrangements further.

5.2 EXECUTIVE ALIGNMENT

- 5.2.1 The Committee NOTED that at its last meeting, it was agreed that the Principal would attend to consider the alignment between the Board (and its committees) and the Executive Team. The Principal outlined current arrangements whether by one or more members of the Executive acted as 'lead' to a committee of the Board.
- 5.2.2 The Committee NOTED the need for the Head of Corporate Development to be in-attendance at all committee meetings of the Board, with the exception of the Academic Council, due to the wide ranging remit of the Corporate Development function.
- 5.2.3 The Committee DISCUSSED the current alignment of the Executive to the Board and were broadly content with the arrangements in place. The Principal informed the Committee that, where appropriate, members of the Senior Management Group should be invited to present papers and participate in discussions.
- 5.2.4 The Committee DISCUSSED the potential attendance of Heads of Faculty at meetings of the Academic Council. The Committee AGREED that the Academic Council should guarantee rolling engagement with Heads of Faculty by ensuring that at least one Head was in attendance at each meeting.

6 APPOINTMENT LETTER AND TERMS & CONDITIONS FOR BOARD MEMBERS

- 6.1 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. The Head of Corporate Development advised the Committee that the model letter of appointment and terms & conditions had been modified to reflect comments made by members at the last meeting of the Committee.
- 6.2 The Committee DISCUSSED the model letter of appointment and terms & conditions and AGREED to its future adoption by the college, subject to the inclusion of introductory paragraph welcoming new members to the Board.

7 MEMBERSHIP AND ATTENDANCE REVIEW 2016/17

- 7.1 The Committee NOTED a report summarising current Board membership, tenures and activity related to attendance in the 2016/17 academic year (to date).

The Chair advised the Committee that the increased emphasis placed on the sector, in terms of governance and compliance, made the consideration of such reports an essential part of the Committee's business cycle.

- 7.2 The Committee NOTED that following three non-executive appointments in March 2017, the overall Board gender balance stood at 50:50. The Clerk to the Board informed the Committee that to maintain an appropriate non-executive skills, knowledge and experience balance, for recruitment and succession planning purposes, a non-executive skills matrix had been considered by members twice in the academic year.
- 7.3 The Committee NOTED the structure of committees operating under the authority of the Board and their membership throughout the academic year.
- 7.4 The Committee NOTED that that it was expected that 26 meetings of the Board and its committee would take place during 2016/17. The Clerk to the Board advised the Committee that all meetings to date were quorate, and that Board attendance had averaged over 84% over the course of the year (to date).
- 7.5 The Committee DISCUSSED the details of the review, and AGREED that a consolidated version of the report should be circulated to members following the final Board meeting of the academic year.

8 REVIEW OF CO-OPTED MEMBERSHIPS

- 8.1 The Committee NOTED its role in reviewing the co-opted membership of the Board's committees.
- 8.2 The Committee DISCUSSED current membership arrangements, and AGREED that it would be appropriate for committee chairs (at the end of the academic year) to provide a memo to formally indicate their contentment for co-opted members to continue.

9 REVIEW OF COMMITTEE OPERATION 2016/17

- 9.1 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.
- 9.2 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.
- 9.3 The Committee DISCUSSED its performance in relation to its performance monitoring and strategic roles, and the relevance of specific questions to the role of the Nominations Committee.

- 9.4 The Committee AGREED that the questions relating to performance monitoring and strategy should be circulated to members, outwith the meeting, for additional feedback.

10 ANY OTHER COMPETENT BUSINESS

- 10.1 None

11 DATE OF NEXT MEETING

- 11.1 To be confirmed.

Meeting closed at 17:00.