



NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 24 MAY 2016

16:00hrs, M4-02, Milton Road Campus

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

In attendance: M Walker (Clerk)

1 WELCOME & APOLOGIES

1.1 Apologies were received from Jenni Behan and Fiona Riddoch.

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 18 January 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 & ATTENDANCE REPORT

5.1 The Committee NOTED a report summarising current Board membership, tenures and activity related to attendance in the 2015/16 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.

- 5.2 The Committee NOTED the membership and tenures of the Board. The Governance Advisor highlighted that the Board consisted of 18 members, following two phases of non-executive recruitment in July and November 2015.
- 5.3 The Committee NOTED that following four non-executive appointments on 09 February that the overall Board gender balance stood at 50:50. The Governance Advisor 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.
- 5.4 The Committee NOTED the structure of committees operating under the authority of the Board and their membership during the academic year. The Governance Advisor highlighted that a formal appointments procedure had been agreed on 07 October relating to co-opted committee members. The Committee NOTED that in line with the procedure an experienced non-executive director with a public sector background, Ian Doig, had been co-opted to serve on the Audit & Risk Assurance Committee.
- 5.5 The Committee NOTED that in the academic year it was expected that 28 meetings of the Board and its committee would take place. The Governance Advisor informed the Committee that all meetings to date were quorate, and that Board attendance had averaged over 87% over the course of the year.
- 5.6 The Committee DISCUSSED the following aspects of the report provided by the Governance Advisor:
- (i) The need to include a full list of strategic and training events (including those that contribute to good governance) attended by Board members of the academic year;
 - (ii) the need to outline further the induction and training given to new Board members;
 - (iii) the possibility of comparing the data outlined within the report with other college Boards. The Committee AGREED that the Governance Director should seek to gather comparative data through the CDN Board Secretary Group and report back to the Board;
 - (iv) the impact of the ongoing curriculum restructuring on the co-opted members of the Academic Council;
 - (v) the Committee's role in reviewing co-opted members' tenures on an annual basis. The Committee AGREED that it would be appropriate for committee chairs to provide a memo to formally indicate their content for co-opted members to continue.
- 5.7 The Committee AGREED that the additional information requested under 5.6(i) and 5.6(ii) should be included in the final version of the report, which would be circulated to members following the final Board meeting of the academic year.

6 SUCCESSION PLANNING 2016/17

- 6.1 The Committee NOTED that the tenure of two non-executive members were due to expire on 01 March 2017.
- 6.2 The Committee AGREED that it would be appropriate for the Committee to meet in September 2016 to consider whether further Board recruitment would be necessary, should a non-executive Board member decide not to seek reappointment.

7 REVIEW OF COMMITTEE OPERATION

- 7.1 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.
- 7.2 The Committee DISCUSSED whether its operation had been compliant against its Terms of Reference and the Standing Orders 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.
- 7.3 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.
- 7.4 The Committee AGREED that the questions relating to performance monitoring and strategy should be circulated to members, outwith the meeting, for additional feedback.

8 ANY OTHER COMPETENT BUSINESS

- 8.1 None

9 DATE OF NEXT MEETING

- 9.1 To be confirmed.

Meeting closed at 17:00.