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## **NOMINATIONS COMMITTEE**

### **MINUTES OF MEETING OF 30 MAY 2018**

**13:30hrs, Room 4.02, Milton Road Campus**

**Present:** Beth Anderson; Bruce Cassidy; Ian Diamond (Chair); Ian Young

**In attendance:** Nick Croft; Marcus Walker (Clerk)

#### **1 WELCOME & APOLOGIES**

1.1 Apologies were received from Mike Cowley 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 26 October 2017 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.

## **5 BOARD MEMBERSHIP, TENURES AND CAPACITY**

### **5.1 BOARD SUCCESSION PLANNING**

- 5.1.1 The Committee NOTED an overview of Board membership, tenures and capacity. The Chair advised the Committee that one non-executive Board member's tenure was due to end on 20 October 2018.
- 5.1.2 The Committee DISCUSSED Board membership, tenures and capacity in the short and long term. Further to this, the Clerk to the Board provided an overview of the process to extend a non-executive board members tenure.
- 5.1.3 The Committee AGREED to endorse an extension to the tenure of Fiona Riddoch for an additional three year term, subject to the approval by the Board and Scottish Ministers.
- 5.1.4 The Committee DISCUSSED the tenures of four non-executive Board members due to end on 09 February 2019. The Committee AGREED that the Chair, as part of his annual one-to-one meetings with Board members, should discuss succession planning with those affected.
- 5.1.5 The Committee NOTED that Ian Young, a Non-Executive Board Member and Vice Chair of the Board, would step down from the Board on 01 March 2019. The Committee AGREED that it would meet again in September/October 2018 to consider succession planning further and commence arrangements for future non-executive recruitment.
- 5.1.6 The Committee NOTED that the position of Vice Chair would become vacant from March 2019. The Chair advised the Committee that in line with the Code of Good Governance the Board must appoint one its non-executive members to become Vice Chair. The Committee AGREED that the process for appointing a new Vice Chair should be brought forward to the Committee for consideration at its next meeting.
- 5.1.7 The Committee DISCUSSED the remit of the Vice Chair and the various governance arrangements adopted across the college sector. The Committee AGREED to recommend to the Board that the roles of Vice Chair and the Senior Independent Member remained the responsibility of a single post holder. Further to this, the Committee AGREED that the Senior Independent Member role should be reaffirmed by the Board on an annual basis.

### **5.2 COMMITTEE MEMBERSHIP**

- 5.2.1 The Committee NOTED temporary committee membership arrangements agreed by the Board on 15 February and 20 March 2018. The Chair advised the Committee that he was content to maintain current arrangements until a review of college governance had been completed.
- 5.2.2 The Committee DISCUSSED the position of Ian Young as Acting Chair of the External Engagement Committee. The Committee AGREED that the Clerk should

circulate an open call to the Board for nominations to act as Chair of the External Engagement Committee.

## **6 GENDER REPRESENTATION ON PUBLIC BOARDS (SCOTLAND) ACT 2018 UPDATE**

- 6.1 The Committee NOTED an update on the implementation of the Gender Representation on Public Boards (Scotland) Act 2018, which received Royal Assent on 09 March 2018. The Head of Corporate Development advised the Committee that the legislation aimed to improve the representation of women on the board of Scottish Public Authorities by setting a 'gender representation objective' for non-executive members competent of public boards. The Committee NOTED that the objective was that 50% of non-executive members were women.
- 6.2 The Committee NOTED a letter dated 26 April 2018 from the Gender Equality Team at Scottish Government which provided a proposed implementation timetable. The Head of Corporate Development advised the Committee that the duties on public authorities to meet the gender representation objective were anticipated to come into force in Spring 2019.
- 6.3 The Committee NOTED that, as of May 2018, the overall gender balance of non-executive members on the Edinburgh College Board of Management stood at 58% female and 42% male.
- 6.4 The Committee DISCUSSED further opportunities to improve its policies towards gender representation on the Board. The Committee AGREED that the Board's policy on non-executive recruitment should:
- (i) Explicitly state that the gender balance of the recruitment panel shall be evenly split;
  - (ii) include at least one application from male and female candidates on the interview shortlist.

## **7 GOVERNANCE REVIEW UPDATE**

- 7.1 The Committee NOTED an update from the Head of Corporate Development on plans to undertake an externally validated governance review at the end of the 2018/19 academic year. The Head of Corporate Development informed the Committee that although the 2016 Board Effectiveness Review had been positive, the appointment of a new Chair of the Board provided an appropriate juncture to review arrangements.
- 7.2 The Committee DISCUSSED the proposed Governance Review and AGREED that the Chair and the Head of Corporate Development should bring forward a draft overview of the process to the Board in due course. Further to this, the Committee AGREED that when appropriate a Working Group should be formed to develop a terms of reference for the review and identify an appropriate external reviewer.

- 7.3 The Committee NOTED that amendments to the Standing Orders, Scheme of Delegation and committee terms of reference would be considered following the outcome of the Governance Review.
- 7.4 The Committee NOTED that the enhancement of the student voice would be a key part of the proposed governance review, as would the continued work of the Board to support further openness and transparency its decision-making.

## **8 MEMBERSHIP AND ATTENDANCE REVIEW 2017/18**

- 8.1 The Committee NOTED a report summarising current Board membership, tenures and activity related to attendance in the 2017/18 academic year (to date).
- 8.2 The Committee NOTED that following a non-executive appointment in March 2018, the overall Board gender balance remained 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.
- 8.3 The Committee NOTED the structure of committees operating under the authority of the Board and their membership throughout the academic year.
- 8.4 The Committee NOTED that that it was expected that 25 meetings of the Board and its committee would take place during 2017/18. The Clerk to the Board advised the Committee that all meetings to date were quorate, and that Board attendance had averaged over 82% over the course of the year (to date).
- 8.5 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. The Chair advised the Committee that once a final version of the report was agreed it would be published online.

## **9 REVIEW OF CO-OPTED MEMBERSHIPS**

- 9.1 The Committee NOTED its role in reviewing the co-opted membership of the Board's committees.
- 9.2 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.

## **10 REVIEW OF COMMITTEE OPERATION 2017/18**

- 10.1 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.

- 10.2 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.
- 10.3 The Committee DISCUSSED the strategic role of the Committee and its conscious efforts to reflect the diversity of the college through the non-executive appointments process.
- 10.4 The Committee AGREED that the Chair and the Clerk to the Board should incorporate members' comments into a final version of the review form, and recirculate it to the Committee for information.

## **11 ANY OTHER COMPETENT BUSINESS**

- 11.1 None

## **12 DATE OF NEXT MEETING**

- 12.1 To be confirmed.

***Meeting closed at 14:35.***