



For the future you want

NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 30 OCTOBER 2018

09:00hrs, JP Morgan Suite, Forth Sector, Duddingston Yards

Present: Bruce Cassidy; Ian Diamond (Chair); Fiona Riddoch; Ian Young

In attendance: Marcus Walker (Clerk)

1 WELCOME & APOLOGIES

1.1 Apologies were received from Beth Anderson and Mike Cowley.

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 30 May 2018 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.

4.2 REVIEW OF COMMITTEE OPERATION 2017/18

4.2.1 The Committee NOTED a finalised version of the Review of Committee Operation 2017/18, as agreed by Members outwith the meeting.

5 TERMS OF REFERENCE

- 5.1 The Committee NOTED its Terms of Reference as previously agreed in September 2015. The Chair advised the Committee that the Code of Good Governance dictated that committees of the Board should regularly review their terms of reference to ensure they remain fit for purpose.
- 5.2 The Committee DISCUSSED its Terms of Reference and AGREED that the Chair and Clerk would consider the wider remit of Nominations Committee in terms of benchmarking with other colleges. The Chair advised the Committee that such considerations would be incorporated into the 2019 Governance Review.
- 5.3 The Committee DISCUSSED the representation of staff and student members on the Nominations Committee and other committees of the Board. The Chair informed the Committee that membership across the committee would be considered as part of the 2019 Governance Review.

6 BOARD SUCCESSION PLANNING

6.1 BOARD MEMBERSHIP, TENURES AND CAPACITY

- 6.1.1 The Committee NOTED that the reappointment of Fiona Riddoch, a Non-Executive Member, to the Board of Management for a further three years had been confirmed by Scottish Ministers on 06 August.
- 6.1.2 The Committee NOTED that Stephen Dunn, a Non-Executive Member, had informed the Chair on 13 August of his decision to resign from the Board with immediate effect.
- 6.1.3 The Committee NOTED three non-executive Board members' tenure were due to end on 09 February 2019. Further to this, the Chair advised the Committee that Ian Young, a Non-Executive Board Member and Vice Chair of the Board, would step down from the Board on 01 March 2019.
- 6.1.4 The Committee DISCUSSED Board membership, tenures and capacity in the short and long term, and the Clerk to the Board advised the Committee of the process to extend non-executive board members tenures.
- 6.1.5 The Committee AGREED to endorse an extension to the tenures of Bob Downie¹, Ann Landels and Azra Sharif-Qayyum, for an additional three year term, subject to the approval by the Board and Scottish Ministers.
- 6.1.6 The Committee AGREED that, in line with the Board Development Plan 2018/19, mentorship for Board members should be formalised further and made openly available to all who wish to participate.

¹ On 02 November 2018, Bob Downie resigned from his position as a Non-Executive Board Member on the Board of Management.

6.2 COMMITTEE MEMBERSHIP

- 6.2.1 The Committee NOTED membership arrangements across the committees of the Board, following the confirmation of Ann Landels as Chair of the External Engagement Committee by the Board on 18 September.
- 6.2.2 The Committee DISCUSSED the impact of the departure of the Vice Chair of the Board on committee membership and AGREED that, following the confirmation of a new Vice Chair and the recruitment of new members on 01 March, the Nominations Committee should reconvene in early March 2019 to consider committee membership going forward.

7 NON-EXECUTIVE APPOINTMENT PROCESS

- 7.1 The Committee AGREED that, in light of two vacancies arising on the Board as of 01 March 2019 (*Paragraphs 6.1.2 & 6.1.3 refer*), a recruitment process should commence with a view to two new non-executive members joining the Board².
- 7.2 The Committee DISCUSSED a skills matrix which highlighted the specific areas of expertise and experience associated with each non-executive Board member. The Committee AGREED that the Board would welcome new members with expertise in human resources & organisational development, estates & infrastructure and/or communications. Further to this, the Committee AGREED that it would support applications from candidates with a background in the public sector and industry.
- 7.3 The Committee AGREED that a recruitment process should commence on the week commencing 19 November, in line with previously agreed guidelines. In furtherance of this, the Committee AGREED the following actions:
- (i) The Clerk to the Board would draft and circulate a personal specification for two new non-executive board member, for approval outwith the meeting;
 - (ii) that all Committee members would be involved in the shortlisting process;
 - (iii) and, that the name of suitable independent panelist would be circulated to the Committee for approval, prior to being approached by the Chair.
- 7.4 The Committee AGREED that there be an even split in terms of gender balance on the interview panel, which would include Ian Diamond (Chair), Fiona Riddoch (Non-Executive Board Member); Beth Anderson (Student Board Member). The Chair advised the Committee that the interview panel would be confirmed once an appropriate independent panelist had been endorsed by members.

² The Nominations Committee on 06 November 2018 agreed (via correspondence) that, following the resignation of Bob Downie from the Board, the recruitment process outlined in Paragraph 7.1 should be extended to three non-executive Board members.

8 ANY OTHER COMPETENT BUSINESS

8.1 None.

9 DATE OF NEXT MEETING

9.1 To be confirmed.

Meeting closed at 09:45