

## NOMINATIONS COMMITTEE

### AGENDA

A meeting of the Nominations Committee will be held at 15:00hrs on 04 October 2016 in the Boardroom, Milton Road Campus.

		Lead Speaker	Paper
1	WELCOME & APOLOGIES	Chair	
2	DECLARATIONS OF INTEREST	Chair	
3	<a href="#">MINUTES OF PREVIOUS MEETING</a> <i>for approval</i>	Chair	A
4	MATTERS ARISING		
	4.1 Matters Arising Report	Chair	B
	4.2 Review of Committee Operation 2015/16	Chair	C
5	RECRUITMENT OF NON-EXECUTIVE MEMBERS: TASK GROUP RECOMMENDATIONS <i>for approval</i>	P Davis	D
6	BOARD MEMBERSHIP, TENURES AND CAPACITY <b>attached</b>	P Davis	E
7	APPOINTMENT LETTER AND TERMS & CONDITIONS FOR BOARD MEMBERS	P Davis	F
8	GOOD PRACTICE GUIDANCE FOR THE ELECTION OF STAFF BOARD MEMBERS <i>for approval</i>	P Davis	G
9	<a href="#">ACADEMIC COUNCIL CO-OPTED MEMBERSHIP</a>	M Walker	H
10	ANY OTHER COMPETENT BUSINESS		
11	DATE OF NEXT MEETING: 23 May 2017		



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

### **Purpose of Report**

The Nominations Committee is required to maintain an oversight of Board membership, tenures and capacity. Included within this paper is a schedule of Board membership and tenures, a Non-Executive Board Members' skills matrix and an overview of current committee membership.

The tenures of Robin Stimpson and Ian Young (Vice Chair) are both due to expire on 01 March 2017, subject to reappointment to the Board by Scottish Ministers.

### **Action Required**

The Committee is asked to **CONSIDER** the information provided and **DISCUSS** Board/committee membership and capacity going forward.

### **Strategic Implications**

<b>Risk</b>	<b>Yes \ No</b>	<b>Details</b>
Governance \ legal	Yes	The Committee is required to review the Board membership on a regular basis.
Financial	No	
<b>Executive Approval</b>	<b>Yes \ No</b>	<b>Details</b>
Reviewed by Executive	No	
<b>Other</b>	<b>Yes \ No</b>	<b>Details</b>
Equality Impact	No	The gender balance of the Board is currently 50% Male; 50% Female, similarly amongst the non-executive the balance is also even.

### **Appendices**

1. Board Membership & Tenures
2. Scottish Government Board Requirements
3. Non-Executive Board Members Skills Matrix
4. Edinburgh College Governance Structure



**BOARD MEMBERSHIP & TENURES**

As of September 2016, the Edinburgh College Board of Management membership is as follows:

	<b>Forename</b>	<b>Surname</b>	<b>Position</b>	<b>Date of Appointment</b>	<b>Tenure Expires</b>
1	Ian	McKay	Regional Chair	03.03.14	03.03.18
2	Colin	Arthur	Academic Staff Member	01.03.15	01.03.19
3	Neal	Black	ECSA Student President	01.07.16	30.06.17
4	Kellie	Bradford	Support Staff Member	01.03.15	01.03.19
5	Annette	Bruton	Principal	18.05.15	N/A
6	Sandra	Cairncross	Non-Executive	01.03.15	01.03.18
7	Amanda	Clark	ECSA Vice-President (Welfare)	01.07.16	30.06.17
8	Bob	Downie	Non-Executive	09.02.16	09.02.19
9	Stephen	Dunn	Non-Executive	09.02.16	09.02.19
10	Alan	Johnston	Non-Executive	01.03.15	01.03.18
11	Ann	Landels	Non-Executive	09.02.16	09.02.19
12	Elaine	Lee	Non-Executive	01.03.15	01.03.18
13	Niki	McKenzie	Non-Executive	01.03.15	01.03.18
14	Nigel	Paul	Non-Executive	01.03.15	01.03.18
15	Fiona	Riddoch	Non-Executive	20.10.15	20.10.18
16	Azra	Sharif-Qayyum	Non Executive	09.02.16	09.02.19
17	Robin	Stimpson	Non-Executive	01.03.15	01.03.17
18	Ian	Young	Non-Executive (Vice Chair)	01.03.15	01.03.17



## SCOTTISH GOVERNMENT BOARD REQUIREMENTS

**Required Expertise:** Below are the broad areas of expertise identified, by the Scottish Government, as being of current relevance to the Board and its functions, along with appropriate notes/reference points.

Area of expertise	Essential/desirable	Notes/references
Finance/Audit/Risk	<i>Essential:</i> Minimum of <b>two members</b> with relevant qualification and recent experience including financial management, audit and risk.	Best practice indicates that two members as minimum for audit committee requirements
Industry linked to Curriculum Development	<i>Essential:</i> Minimum of <b>four members</b> with relevant industry experience, ideally in key areas of curriculum development.	Government Economic Strategy prioritises: <ul style="list-style-type: none"> <li>- Creative industries;</li> <li>- Energy (inc. renewables);</li> <li>- Financial and business services;</li> <li>- Food and drink;</li> <li>- Life sciences; and,</li> <li>- Sustainable tourism.</li> </ul> <p>Additionally, the College Strategy identifies: STEM, education and healthcare.</p>
Universities/Schools	<i>Desirable:</i> At least <b>one member</b> with current or recent experience in relevant educational role within the region.	Government emphasis on coherent provision; new Wood Commission emphasis on working with schools.
Legal	<i>Desirable:</i> At least <b>one member</b> with relevant legal expertise to support effective scrutiny of documentation and challenge at Board level.	
HR/OD/Change Management	<i>Desirable:</i> At least <b>one member</b> with strong corporate HR experience.	
Communications & Marketing	<i>Desirable:</i> At least <b>one member</b> with expertise in this area, e.g. social marketing.	
Estates & Infrastructure	<i>Desirable:</i> At least <b>one member</b> with relevant expertise, e.g., estates development, project management, architecture, surveying, outsource and insource contracts.	
Community Engagement/ Youth	<i>Desirable:</i> At least <b>one member</b> with expertise in this area.	Post-16 Act introduction of new duties relating to regional consultation, collaboration and planning; developing CPP relationships.

## **Skills, knowledge, attributes and experience of board members**

Board members will be expected to adhere to the Principles of Public Life in Scotland and act at all times in good faith and in the best interests of the learners.

In appointing a person as an ordinary member of a regional college board, the board must have regard to the desirability of appointing someone who has proven:

- a) an ability to work successfully at a senior level, maintaining and developing excellent corporate governance
- b) an ability to contribute to the development of a vision and strategic direction for the college, and to help guide the delivery of planned outcomes in challenging circumstances
- c) an ability to engage and communicate effectively with a wide range of individuals and organisations
- d) senior level experience in building networks that help achieve shared objectives
- e) an understanding of the context in which the college operates, namely in terms of education and improving public services
- f) such other skills, knowledge, attributes or experience as the regional college board considers relevant.

The following is also considered desirable:

- a) proven experience of, or capacity in, further and/or higher education
- b) proven experience of, or capacity in, industry, commerce, finance, the Third Sector, local authority or trade union(s).

## **Representativeness**

Moreover, boards should aim to have:

- a) a membership which, as far as possible, reflects the make-up of the population which they serve
- b) a majority of ordinary board members who have proven experience, or knowledge, of the region.

As required by the 2005 Act, in appointing members, a regional college board must do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities requirements.



## NON-EXECUTIVE BOARD MEMBERS SKILLS MATRIX

	ESSENTIAL		DESIRABLE						NOTES
	Finance, Risk & Audit (x2)	Industry linked to Curriculum (x4)	Education/ Universities/ Schools	Legal	HR/OD/ Change Mgmt	Comms & Marketing	Estates & Infrastructure	Community Engagement/ Youth	
<b>Sandra Cairncross</b>		X	X						<ul style="list-style-type: none"> <li>- Assistant Principal (Student Experience), Napier University;</li> <li>- Former Dean of Engineering, Computing and Creative Industries;</li> <li>- Chair of Equate Scotland: Women in STEM Advisory Board.</li> </ul>
<b>Bob Downie</b>		X				X			<ul style="list-style-type: none"> <li>- CEO Royal Yacht Britannia</li> <li>- Former Vice Chair of Scottish Tourism Leadership Group</li> </ul>
<b>Stephen Dunn</b>		X			X		X		<ul style="list-style-type: none"> <li>- Ex Group Director HR and Communications Miller Group</li> <li>- Former Corporate Services Director at ScottishPower</li> <li>- Background in strategic change management in large organisations</li> </ul>
<b>Alan Johnston</b>		X							<ul style="list-style-type: none"> <li>- Former Commercial Director, Inveresk Research;</li> <li>- Specialism in science based business and commercial management;</li> <li>- Non-executive career in business and personal/charitable interests.</li> </ul>
<b>Ann Landels</b>			X					X	<ul style="list-style-type: none"> <li>- Director Crisis Skylight</li> <li>- Ex local authority education leadership role</li> </ul>
<b>Elaine Lee</b>					X				<ul style="list-style-type: none"> <li>- Former Senior Strategy &amp; Engagement Manager, Lloyds Banking Group;</li> <li>- Strategic development background within financial &amp; business services.</li> </ul>
<b>Ian McKay</b>			X		X	X			<ul style="list-style-type: none"> <li>- Chair of Edinburgh College Board &amp; Independent Chair of the Police Negotiating Board in Scotland.</li> <li>- Former Director of Royal Mail Group in Scotland;</li> <li>- Consultant in high-level facilitation and mediation.</li> </ul>

<b>Niki McKenzie</b>	<b>X</b>								<ul style="list-style-type: none"> <li>- Investment Executive, Archangel Investors Limited;</li> <li>- Chartered Accountant.</li> </ul>	
<b>Nigel Paul</b>	<b>X</b>		<b>X</b>						<ul style="list-style-type: none"> <li>- Former VP &amp; Director of Corporate Services, Uni of Edinburgh;</li> <li>- Chartered Accountant;</li> <li>- Chair of East Lothian Sustainable Economy Partnership</li> </ul>	
<b>Fiona Riddoch</b>		<b>X</b>							<ul style="list-style-type: none"> <li>- Managing Director, COGEN Europe;</li> <li>- Science, engineering and renewables background;</li> <li>- Experienced CEO with background in lobbying / stakeholder relations</li> </ul>	
<b>Azra Sharif-Qayyum</b>		<b>X</b>						<b>X</b>	<ul style="list-style-type: none"> <li>- Founding member of Edinburgh Mela</li> <li>- ELREC Member/Committee Chair</li> <li>- Practising biomedical scientist</li> </ul>	
<b>Robin Stimpson</b>				<b>X</b>				<b>X</b>	<ul style="list-style-type: none"> <li>- Former Partner, Anderson Strathern LLP (law firm);</li> <li>- Legal specialism in property and charity law.</li> </ul>	
<b>Ian Young</b>								<b>X</b>	<b>X</b>	<ul style="list-style-type: none"> <li>- Former Director of Strategic Services, Midlothian Council. Responsible for public services, Inc. property, economic development, planning etc.;</li> <li>- Previously Chair of Jewel &amp; Esk College.</li> </ul>

**COMMITTEE MEMBERSHIP CHART**

The information below outlines the Board of Management governance structure and membership as of 20 September 2016. Terms of reference for the committees of the Board of Management can be accessed [here](#).



