

NOMINATIONS COMMITTEE

AGENDA

A meeting of the Nominations Committee will be held at 16:00hrs on 07 October 2015 in the Boardroom, Milton Road Campus.

		Lead Speaker	Paper
1	WELCOME & APOLOGIES	Chair	
2	DECLARATIONS OF INTEREST	Chair	
3	MINUTES OF PREVIOUS MEETING <i>for approval</i>	Chair	A
4	MATTERS ARISING	Chair	B
5	TERMS OF REFERENCE	Chair	C
6	CO-OPTED MEMBERSHIP <i>for approval attached</i>	P Davis	D
7	BOARD CAPACITY AND RECRUITMENT PROCESS <i>attached</i>	P Davis	E
8	ANY OTHER COMPETENT BUSINESS		
9	DATE OF NEXT MEETING: Tuesday 08 March 2016		

CO-OPTED MEMBERSHIP PROCEDURE

Purpose of Report

In the light of new regulations governing non-executive appointments to college boards, the Nominations Committee is asked to review the Board's approach to co-opted membership. While co-options are not subject to the new regulations, it is proposed that the Board's approach should be formalised and that it should be consistent with the underlying principles of the regulations.

Please find overleaf a draft 'Co-opted Membership Procedure' for consideration by the Committee. If the Committee is content with the approach, a template letter of appointment for co-optees will be prepared.

Additionally, at the Board meeting on 05 May, it was agreed that the Board would seek to co-opt an additional member with public service expertise to the Audit & Risk Assurance Committee. A suitable candidate has now been identified and a CV and recommendation for appointment will be tabled at the Nominations Committee meeting.

Action Required

The Committee are asked to CONSIDER and APPROVE the appointments procedure for co-opted members.

Members are asked to ENDORSE the proposed co-option to the Audit & Risk Assurance Committee.

Strategic Implications

Risk	Yes \ No	Details
Governance \ legal	Yes	The Nominations Committee shall consider, and make recommendations to the Board, on the appointment of co-opted Members.
Financial	No	
Executive Approval	Yes \ No	Details
Reviewed by Executive (if required)	No	
Other	Yes \ No	Details
Equality Impact	No	

Appendices

1. Co-option Candidate CV - Audit & Risk Assurance Committee *[to be tabled]*

CO-OPTED MEMBERSHIP PROCEDURE

1. Co-opted Membership

With reference to paragraph 31 of the Constitution and Proceedings, the Board may co-opt members to any of its committees. Co-opted members shall not, however, have voting rights.

2. Procedure

- 2.1 The Board has ultimate authority to approve co-options but may choose to delegate authority to the Nominations Committee working in consultation with the relevant committee chair.
- 2.2 The Nominations Committee, in accordance with its remit, shall oversee the process monitor developments, and advise the Board as appropriate, taking account of:
 - the specific needs of the committee;
 - the overall skills balance on the committee and the Board;
 - the skills, knowledge, experience and attributes referred to in the Scottish Government's guidance on non-executive appointments;
 - equality and diversity;
 - succession planning.
- 2.3 Co-options shall be reviewed as part of the Nominations Committee's annual review of membership and tenure.
- 2.4 Once suitable persons for co-option are identified by the Board or its Nominations Committee in consultation with the relevant committee chair(s), the following procedure shall be adhered to:

a) Selection of candidates for co-opted membership

A prospective co-opted member shall:

- i. submit an up-to-date CV;
- ii. as a minimum, be interviewed by the appropriate committee chair and Board Chair;

b) Appointment of a co-opted member

On appointment, a co-opted member shall be required to:

- i. undergo appropriate checks (including PVG Scheme);
- ii. sign a letter of appointment in which they agree to abide by relevant legislation and regulation, including the Code of Conduct and Code of Good Governance for Scotland's Colleges, and the College's own policies where these apply;
- iii. undergo an induction tailored to the work of the committee.

BOARD CAPACITY AND RECRUITMENT PROCESS

Purpose of Report

Following the recent recruitment process one appointment has been approved*, which leaves us, further to the two recent departures due to work commitments, with nine non-executives and a need to review the skills balance before entering into a further recruitment round.

Please find attached supporting information to facilitate the Committee's discussion on Board capacity and future recruitment.

*[*The appointment of Fiona Riddoch, Managing Director of COGEN, was approved by the Board on 22 September]*

Action Required

The Committee are asked to **CONSIDER** the current capacity of the Board and future recruitment.

Strategic Implications

Risk	Yes \ No	Details
Governance \ legal	Yes	The Nominations Committee has responsibility for overseeing and recommending appointments to the Board.
Financial	No	
Executive Approval	Yes \ No	Details
Reviewed by Executive (if required)	No	
Other	Yes \ No	Details
Equality Impact	No	The gender balance of the Board is currently 47% Male; 53% Female, whilst amongst the non-executive it is 44% Male; 56% Female.

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 30 September 2015, the Edinburgh College Board of Management membership is as follows:

	Forename	Surname	Position	Date of Appointment	Tenure Expires
1	Ian	McKay	Regional Chair	01.10.12	02.03.18
2	Colin	Arthur	Academic Staff Member	01.03.15	01.03.19
3	Jenni	Behan	ECSA Vice President (Welfare)	01.07.15	30.06.16
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	Janice	Cutting	Non-Executive	01.03.15	01.03.18
8	Alan	Johnston	Non-Executive	01.03.15	01.03.18
9	Elaine	Lee	Non-Executive	01.03.15	01.03.18
10	Niki	McKenzie	Non-Executive	01.03.15	01.03.18
11	Nigel	Paul	Non-Executive	01.03.15	01.03.18
12	Fiona	Riddoch	Non-Executive	TBC	TBC
13	Robin	Stimpson	Non-Executive	01.03.15	01.03.17
14	Jeroen	Van Herk	ECSA President	01.07.15	30.06.16
15	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 two members 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 four members with relevant industry experience, ideally in key areas of curriculum development.	Government Economic Strategy prioritises: <ul style="list-style-type: none"> - Creative industries; - Energy (inc. renewables); - Financial and business services; - Food and drink; - Life sciences; and, - Sustainable tourism. <p>Additionally, the College Strategy identifies: STEM, education and healthcare.</p>
Universities/Schools	<i>Desirable:</i> At least one member 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 one member with relevant legal expertise to support effective scrutiny of documentation and challenge at Board level.	
HR/OD/Change Management	<i>Desirable:</i> At least one member with strong corporate HR experience.	
Communications & Marketing	<i>Desirable:</i> At least one member with expertise in this area, e.g. social marketing.	
Estates & Infrastructure	<i>Desirable:</i> At least one member with relevant expertise, e.g., estates development, project management, architecture, surveying, outsource and insource contracts.	
Community Engagement/ Youth	<i>Desirable:</i> At least one member 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 SKILLS MATRIX

	ESSENTIAL		DESIRABLE						NOTES
	Finance, Risk & Audit (x2)	Industry linked to Curriculum (x4)	Universities/Schools	Legal	HR/OD/Change Mgmt	Comms & Marketing	Estates & Infrastructure	Community Engagement / Youth	
Cairncross S		X	X						<ul style="list-style-type: none"> - Assistant Principal (Student Experience), Napier University; - Former Dean of Engineering, Computing and Creative Industries; - Chair of Equate Scotland: Women in STEM Advisory Board.
Cutting J		X				X			<ul style="list-style-type: none"> - Marketing Consultant / International Networks Lead (Scot Enterprise); - Producer/Writer, McDongall Films; - Former Head of Brand Development, Sainsbury's Bank.
Johnston A		X							<ul style="list-style-type: none"> - Former Commercial Director, Inveresk Research; - Specialism in science based business and commercial management; - Non-executive career in business and personal/charitable interests.
Lee E					X				<ul style="list-style-type: none"> - Former Senior Strategy & Engagement Manager, Lloyds Banking Group; - Strategic development background within financial & business services.
McKay I*			X		X				<ul style="list-style-type: none"> - Chair of Edinburgh College Board & Chair of Institute of Directors; - Former Director of Royal Mail Group in Scotland; - Consultant in high-level facilitation and mediation.
McKenzie N	X								<ul style="list-style-type: none"> - Investment Executive, Archangel Investors Limited; - Chartered Accountant.
Paul N	X		X						<ul style="list-style-type: none"> - Former VP & Director of Corporate Services, Uni of Edinburgh; - Chartered Accountant; - Chair of FlowaveTT Ltd (ocean energy research and testing service).
Stimpson R				X			X		<ul style="list-style-type: none"> - Former Partner, Anderson Strathern LLP (law firm); - Legal specialism in property and charity law.
Riddoch F		X							<ul style="list-style-type: none"> - Managing Director, COGEN Europe; - Science, engineering and renewables background; - Experienced CEO with background in lobbying / stakeholder relations
Young I**							X	X	<ul style="list-style-type: none"> - Former Director of Strategic Services, Midlothian Council. Responsible for public services, Inc. property, economic development, planning etc.; - Previously Chair of Jewel & Esk College.

*Chair; **Vice Chair

EDINBURGH COLLEGE GOVERNANCE STRUCTURE

The information below outlines the Board of Management governance structure and membership as of September 2015. Terms of reference for the committees of the Board of Management can be accessed [here](#).

