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NOMINATIONS COMMITTEE

AGENDA

A meeting of the Nominations Committee will be held at 10:00hrs on Thursday 26 October 2017 in the Boardroom, Milton Road.

		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		
	4.1 Matters Arising Report	Chair	B
	4.2 Review of Committee Operation 2016/17 Attached	Chair	C
5	BOARD MEMBERSHIP, TENURES AND CAPACITY Attached	M Walker	D
6	MODEL STANDING ORDERS AND SCHEME OF DELEGATION	M Walker	E
<i>Item 6 is presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 27, Information Intended for Future Publication.</i>			
7	ANY OTHER COMPETENT BUSINESS		
8	DATE OF NEXT MEETING: To be confirmed		

NOMINATIONS COMMITTEE
26 OCTOBER 2017
PAPER C



FOR INFORMATION			
Meeting		Nominations Committee 26.10.17	
Presented by	Chair		
Author/Contact	M Walker	Department / Unit	Governance
Date Created	18.10.17	Telephone	Ext. 67048
Appendices Attached	<i>Appendix 1: Completed Review of Committee Operation Form 2016/17</i>		
Disclosable under FOISA		Yes.	

REVIEW OF NOMINATION COMMITTEE OPERATION 2016/17

1. PURPOSE

On 23 May 2017, the Committee was asked to review its annual operation as part of the Board of Management’s annual evaluation activity. The finalised checklist agreed by members 10 July is attached for information.

2. BACKGROUND

The attached Review of Committee Operation Form has been designed to align with the key principles of the Code of Good Governance: Oversight; Strategy-setting; decision-making and relationships.

3. DETAIL

The attached (Appendix 1) Review of Committee Operations Form is split into two parts.

Part 1 focuses on whether the Committee’s operation has been compliant with its terms of reference and the Standing Orders over the course of the year, and is for more in-depth discussion on an exception basis should Members have matters they wish to raise.

The twelve questions in Part 2 seek to focus Members’ thinking on how the Committee currently performs in relation to its performance monitoring and strategic roles, the effectiveness of its decision-making and its key relationships, with a view to feeding its findings into the whole-board evaluation and identifying areas where practice may be improved.

The same approach will be used for all committees, although some Part 2 questions may be less applicable to the Nominations and Remuneration Committee.

4. BENEFITS AND OPPORTUNITIES

The Review of Committee Operation provides an opportunity for committee to reflect on their practice and consider improvements going forward.

- 5. STRATEGIC IMPLICATIONS**
All committees of the Board are required to review their operation/performance annually.
- 6. RISK**
See 'reputational implications' below.
- 7. FINANCIAL IMPLICATIONS**
Not applicable.
- 8. LEGAL IMPLICATIONS**
Not applicable.
- 9. WORKFORCE IMPLICATIONS**
Not applicable.
- 10. REPUTATIONAL IMPLICATIONS**
Failure to ensure that good governance procedure are in-place may have reputational implications.
- 11. EQUALITIES IMPLICATIONS**
Not applicable.

CONCLUSIONS/RECOMMENDATIONS

The Committee is asked to NOTE the finalised checklist as agreed by members on 10 July 2017, outwith the meeting cycle.

Review of Nominations Committee Operation 2016/17 - Part 1

Membership	Y/N	Comments
Has the Committee's membership been compliant with its terms of reference during the past year?	Y	In alignment with its terms of reference, three non-executive members, two staff members and one student member sit on the Committee.
Are there any skills gaps that the Committee would bring to the attention of the Nominations Committee?	N/A	
Meetings		
Has the committee met in accordance with its terms of reference and often enough to fulfil its remit?	Y	The Committee is required to meet no less than once per year. The Committee has met on two occasions in 2016/17 (October and May).
Have all meetings been quorate?	Y	Two non-executive members and one full member, as required by the terms of reference, have been in-attendance.
Administration		
Have pre-meetings assisted in the planning of Committee business?	Y	The Chair has met with the Governance Advisor in advance of meetings to confirm an agenda and papers.
Have papers been issued sufficiently in advance of meetings?	Y	Committee papers are circulated to members a week in-advance of meetings.
Have minutes and actions been distributed in good time after meetings?	Y	Minutes are circulated to the Committee following approval by the Chair. All minutes are reported to the next appropriate meeting of the Board of Management by the Chair.
Are there any other points Members would like to raise?	N	On 23 May 2017, Members confirmed that they were content with the Nominations Committee's membership, meetings and administration

Review of Nominations Committee Operation 2016/17 - Part 2

Performance Monitoring Role

1. Is the Committee monitoring the KPIs it needs to in line with its remit or is there a need for review or change?

The Committee monitored Board members tenures and skills matrix at each of its meetings in 2016/17, for the purpose of forward planning. The Committee received an annual report on membership and attendance at its meeting on 23 May.

The Committee is content that the performance information it receives is in line with its remit.

2. Does the Committee receive the information it needs to monitor performance effectively?

Yes, as above.

3. Have there been any areas where the Committee has not been able to exercise its performance monitoring role effectively or where practice could be improved?

No. The Committee is satisfied that it has been able to exercise its performance monitoring role effectively.

Strategic Role

4. How would the Committee define the key strategic issues within its remit?

In terms of the Committee's role in identifying and recommending to the Board of Management suitable candidates for membership, the Committee must maintain a forward looking view to meet the immediate challenges of the College and the Scottish economy.

The Committee, in light of developments to governance within the college sector, may need to assess individuals' abilities to engage fully in Board activities (for instance, the need to attend mandatory national training events).

5. In what ways has the Committee influenced strategy in its area of remit in the last year?

The Committee has recruited a full quota of Board members and has achieved a 50:50 gender balance. Further to this, the membership of the Board meets the broad areas of expertise identified by the Scottish Government.

In a practical manner, the Committee has influenced strategy (in its broadest sense) by recruiting high-calibre Board members whose composition is well balanced.

6. Are there particular areas in which the Committee might improve practice in relation to its strategic role?

The Committee will continue to reflect on its practice and consider ways in which its strategic role could be developed.

Decision-Making

7. Has decision-making been “transparent, informed, rigorous and timely¹” in the past year?

The Committee’s decision-making is in line with its Terms of Reference and its Induction/Development procedures.

The Committee has received appropriate papers relating to matters within its remit and deals with them in a timely manner.

8. Are there ways that the Committee could strengthen its practice in relation to decision-making?

The Committee believes that its current practice reflects good practice, in line with the Good Governance Code. Practice in relation to decision-making is clearly outlined with the Nominations Committee’s terms of reference.

9. Are there examples that show how the student experience has informed and been central to the Committee’s decisions?

One Student Board Member sits on the Nominations Committee and contributes directly to the Committee’s decision making. Additionally, the Student Board Member was invited to attend a shortlisting event to assist in the initial selection of Board applicants for interview.

Relationships

10. Has the Committee’s relationship with the Board been effective in the past year, and are there any examples of where it could have been more effective?

The Chair of the Board also acts as Chair to the Committee, and is joined on the Committee by two Non-Executive members (one of whom is the Vice Chair), two staff members of the Board and one student member.

The Chair and Non-Executive members have links, through membership, with other committees of the Board, including the: Policy & Resources Committee, Academic Council and External Engagement Committee.

The Committee, through its Chair, reports its minutes to the Board and provides additional supporting papers – as required.

11. Has the Committee’s relationship with the Executive been effective in the past year, and are there any examples of where it could have been more effective?

¹ This is a definition of effective decision-making given in the Code of Good Governance for Scotland’s Colleges.

The Principal was invited to the Nominations Committee meeting on 23 May to discuss Executive alignment with committees of the Board.

12. Has the boundary between governance and management been effective in practice in the past year or are there examples of where it could have been more effective?

Not applicable.

**NOMINATIONS COMMITTEE
26 OCTOBER 2017
PAPER D**



FOR DISCUSSION / INFORMATION			
Meeting	Nominations Committee 26.10.17		
Presented by	Marcus Walker		
Author/Contact	Marcus Walker	Department / Unit	Governance
Date Created	12.10.17	Telephone	0131 344 7048
Appendices Attached	<i>Appendix 1: Board Membership and Tenures</i> <i>Appendix 2: Committee Membership as of May 2017</i> <i>Appendix 3: Non-Executive Board Members Skills Matrix</i> <i>Appendix 4: Scottish Government Board Requirements Guidance</i>		
Disclosable under FOISA	Yes.		

BOARD MEMBERSHIP, TENURES AND CAPACITY

1. PURPOSE

The paper provides the Committee with an opportunity to consider Board and committee succession planning.

2. BACKGROUND

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.

Please note, the tenures of Nigel Paul, Alan Johnston and Niki McKenzie are all due to end in the academic year 2017/18, subject to reappointment to the Board by Scottish Ministers. All three non-executive members currently act as committee chairs.

As part of the annual evaluation process, the Chair of the Board discussed succession planning with those affected. During the evaluation process, non-executive member, Alan Johnston indicated that he would not seek reappointment in March 2018.

3. DETAIL

3.1 Academic Staff Board Member

Colin Arthur, the Academic Staff Board Member, has informed the college and the Chair of the Board of his intention to retire on 03 November 2017. The Academic Staff Board Member post will therefore become vacant from this point.

In line with the good practice guide for the election of staff member to the Board, approved by the Nominations Committee in October 2016, the Board Secretariat will begin the election

process for a new Academic Staff Board Member on 30 October. The announcement of a new Academic Staff Board Member will be made on 01 December, with the intention to have a new Board member appointed and appropriately inducted in advance of the scheduled Board meeting on 12 December.

3.2 Gender Balance

As of 26 October, the overall Board gender balance stands at 50:50. The gender balance of the Non-Executive membership currently stands at 58% Female; 42% Male.

The impact on gender balance of the election of a new staff member to the Board will not be known until the election outcome is announced on 01 December.

The Board is currently signed up to voluntary a Partnership for Change pledge to work towards a 50/50 gender balance by 2020. At the point of signing to the pledge no explicit statement had been made to take account of the fact that college boards have the necessary control over just two-thirds of their appointments (i.e. non-executive members). However, it should be noted that the Gender Representation on Public Boards (Scotland) Bill, which is currently in initial stages of the legislative process, applies only to non-executive appointments.

4. BENEFITS AND OPPORTUNITIES

The opportunity to review Board and committee membership provides an appropriate opportunity to consider current arrangements and future succession planning.

5. STRATEGIC IMPLICATIONS

The Committee is required to review the Board membership on a regular basis.

6. RISK

Failure to fully consider Board and committee membership may lead to inappropriate governance arrangements.

7. FINANCIAL IMPLICATIONS

Not applicable.

8. LEGAL IMPLICATIONS

The Board shall ensure that its operation aligns with the Post-16 Education Act (2013).

9. WORKFORCE IMPLICATIONS

Not applicable.

10. REPUTATIONAL IMPLICATIONS

Not applicable.

11. EQUALITIES IMPLICATIONS

Gender balance (in context of public sector targets) taken into account in the approved committee membership.

CONCLUSIONS/RECOMMENDATIONS

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

BOARD MEMBERSHIP & TENURES

As of October 2017, 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	Neal	Black	ECSA President	01.07.16	30.06.17
4	Annette	Bruton	Principal	18.05.15	N/A
5	Bruce	Cassidy	Support Staff Member	02.12.16	02.12.20
6	Amanda	Clark	ECSA Vice President (Welfare)	01.07.16	30.06.17
7	Bob	Downie	Non-Executive	09.02.16	09.02.19
8	Stephen	Dunn	Non-Executive	09.02.16	09.02.19
9	Lesley	Drummond	Non-Executive	01.03.17	01.03.20
10	Alan	Johnston	Non-Executive	01.03.15	01.03.18
11	Ann	Landels	Non-Executive	09.02.16	09.02.19
12	Niki	McKenzie	Non-Executive	01.03.15	01.03.18
13	Nigel	Paul	Non-Executive	01.03.15	01.03.18
14	Fiona	Riddoch	Non-Executive	20.10.15	20.10.18
15	Azra	Sharif-Qayyum	Non-Executive	09.02.16	09.02.19
16	Judith	Sischy	Non-Executive	01.03.17	01.03.20
17	Jeanette	Stevenson	Non-Executive	01.03.17	01.03.20
18	Ian	Young	Non-Executive (Vice Chair)	01.03.17	01.03.19

*Colin Arthur, has informed the Chair of the Board of his intention to retire on 03 November 2017. The Academic Staff Board Member post will therefore become vacant from this point.

An updated register of interests for the Edinburgh College Board of Management can be found on the College website [here](#).

COMMITTEE MEMBERSHIP

On 02 May 2017, the Board approved the following Committee membership as shown below. Terms of reference (ToR) for the committee of the Board can be accessed on the college website [here](#).

	Academic Council	Audit & Risk Assurance Committee	External Engagement Committee	Policy & Resources Committee	Nominations Committee	Remuneration Committee
Non-Executive Membership	Fiona Riddoch (Chair) Ann Landels Jeanette Stevenson	Nigel Paul (Chair) Bob Downie Judith Sischy	Alan Johnston (Chair) Lesley Drummond Azra Sharif-Qayyum Ian Young	Ian Young (Chair) Stephen Dunn Alan Johnston Ian McKay Niki McKenzie Nigel Paul Fiona Riddoch	Ian McKay (Chair) Ian Young Fiona Riddoch	Niki McKenzie (Chair) Stephen Dunn Alan Johnston
Principal, Staff, Student Members	Colin Arthur* Annette Bruton Neal Black		Neal Black Bruce Cassidy		Colin Arthur* Bruce Cassidy Amanda Clark	
Co-opted Members	x8 Academic staff x3 Student reps	Ian Doig				
Minimum Membership Requirements of ToR	- x3 Non-Executive Members - Principal - Academic Staff Member - Student Board Member	- x3 Non-Executive Members	- x3 Non-Executive Members - Support Staff Member - Student Board Member	- Chair - Vice Chair - x5 Non-Executive Members (rep of each committee of Board)	- x3 Non-Executive Members - x2 Staff Board Members - Student Board Member	- x3 Non-Executive Members

* The Academic Staff Board Member post will become vacant as 03 November 2017

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	
Bob Downie		X				X			<ul style="list-style-type: none"> - CEO Royal Yacht Britannia - Former Vice Chair of Scottish Tourism Leadership Group
Stephen Dunn		X			X		X		<ul style="list-style-type: none"> - Ex Group Director HR and Communications Miller Group - Former Corporate Services Director at ScottishPower - Background in strategic change management in large organisations
Lesley Drummond	X	X				X			<ul style="list-style-type: none"> - Owner of Vivaldi, Edinburgh-based independent fashion retailer; - Chartered Accountant; - Chartered Marketer.
Alan Johnston		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.
Ann Landels			X					X	<ul style="list-style-type: none"> - Director Crisis Skylight; - Ex local authority education leadership role.
Ian McKay			X		X	X			<ul style="list-style-type: none"> - Chair of Edinburgh College Board & Independent Chair of the Police Negotiating Board in Scotland. - Former Director of Royal Mail Group in Scotland; - Consultant in high-level facilitation and mediation.

Niki McKenzie	X								<ul style="list-style-type: none"> - Investment Executive, Archangel Investors Limited; - Chartered Accountant.
Nigel Paul	X		X						<ul style="list-style-type: none"> - Former VP & Director of Corporate Services, Uni of Edinburgh; - Chartered Accountant; - Chair of East Lothian Sustainable Economy Partnership
Fiona Riddoch		X							<ul style="list-style-type: none"> - Former Managing Director, COGEN Europe; - Science, engineering and renewables background; - Experienced CEO with background in lobbying / stakeholder relations.
Azra Sharif-Qayyum		X						X	<ul style="list-style-type: none"> - Founding member of Edinburgh Mela; - ELREC Member/Committee Chair; - Practising biomedical scientist.
Judith Sischy	X		X						<ul style="list-style-type: none"> - Former CEO, Scottish Council for Independent Schools; - Experienced non-executive with audit committee background; - Mentor for the Association of Chief Officers of Scottish Voluntary Organisation (ACOSVO).
Jeanette Stevenson			X						<ul style="list-style-type: none"> - Head of Education and Training, Royal College of Physicians of Edinburgh.
Ian Young							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.

SCOTTISH GOVERNMENT BOARD REQUIREMENTS GUIDANCE

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.