

NOMINATIONS COMMITTEE

AGENDA

A meeting of the Nominations Committee will be held on Wednesday 15 March 2023 at 14:00 (via Microsoft Teams)

		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 REPORT	Chair	B
5	BOARD MEMBERSHIP, TENURE AND CAPACITY	M Walker	C
6	COMMITTEE MEMBERSHIP PROPOSAL <i>for approval</i>	Chair	D
7	ANY OTHER COMPETENT BUSINESS		
	7.1 Board Inclusive Recruitment, Selection and Development Update	M Walker	Verbal
8	DATE OF NEXT MEETING: To be confirmed		

Title	Draft Membership & Attendance Review 2022/23
Appendices	Appendix 1: Draft Membership & Attendance Review 2022/23
Disclosable under FOISA	Yes
Primary Contact	Marcus Walker, Board Secretary
Date of Production	23.06.23
Action Required	Information

1. RECOMMENDATION

The Committee are asked to consider the Draft Annual Membership & Attendance Review 2022/23.

A finalised version of the report will be held by the Board Secretary as an overview of Board activity during the academic year.

2. PURPOSE OF REPORT

This report summarises current Board membership and tenures, and activity related to attendance in the academic year 2022/23

The Nominations Committee is required to maintain an oversight of Board membership, tenures, capacity, and attendance.

3. DETAIL

Appendix 1 provides a full overview on membership and tenures, Board balance, committee structures/membership and attendance in the academic year 2022/23

Highlights within the report include:

Membership & Tenures

- The membership of the Board stands at 18, the maximum capacity for a regional college board.
- The tenures of Janyce Holmes, Ann Landels, Lesley Drummond and Jeanette Stevenson, as Non-Executive Board Members, ended in 2022/23.
- Four non-executive members were appointed on 1 March 2023, following two concurrent rounds of recruitment.
- Daniel Holland was appointed as the Lecturing Staff Board Member on 7 October 2022, replacing the previous post holder, Richard Swan.
- The tenures of Alex Killick was extended for a second 3-year term, subject to approval by the Scottish Government.
- The composition of the Board gender balance is 56% female and 44% male.

Board/Committee Attendance

- The Board and its committees shall meet 23 times in 2022/23, two less than the previous academic year.

- All meetings of the Board and its committees have been quorate in the academic year 2022/23, except the Corporate Development Committee held in February 2023.
- Board/committee attendance remained high in 2022/23, despite a number of in-year changes to membership, at 86.1% (- a decrease of 7.3% from the last academic year).

4. IMPACT AND IMPLICATIONS

The report provides the Nominations Committee with an opportunity to reflect on the operation and practice of the Board and its committee in 2022/23.

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

5. LINKS TO STRATEGIC PLAN AND KPIS

The activities and key priorities described in this report are linked to the 'efficient and effective college' strategic aims.

1. MEMBERSHIP & TENURES

1.1 Board of Management

In alignment with the Post-16 Education Act (2013), Edinburgh College continues to formally review its Board membership in the academic year 2022/23. The Board consists of 18 members (out of a possible 18), including the Regional Chair, the Principal & Chief Executive, 12 Non-Executive Members, two staff members, and two student members.

A full list of Board members and their tenures are attached as *Appendix 1.1*.

1.2 Chair

The Chair of the Board, Nora Senior, was appointed on 4 July 2022 by Scottish Ministers under the 2013 Act. The Chair will hold office until 4 July 2026.

1.3 Non-Executive Membership

1.3.1 Membership

As of 1 August 2022, the following 12 Non-Executive Members of the Edinburgh College Board of Management were in post:

Becky Duff	Director for Scotland, Carers Trust.
Stewart Darling	Former CEO of Vianet Group Plc.
Fiona Doring	Director, Impact Arts.
Lesley Drummond	Vivaldi (Owner), Edinburgh-based independent fashion retailer.
Alex Killick	Former Director of People at Glasgow Caledonian University.
Janyce Holmes	Former Executive Director in international/commercial
Ross Laird	Director / Head of Scotland at Grayling Communications Ltd.
Ann Landels	Former Director, Crisis Skylight.
Kerry McCormack	Global Head of IT for First Sentier Investors.
Ian McLaughlan	Former Chief Executive of Youth Scotland.
Gwen Raez	Senior Marketing Manager, Visit Scotland.
Jeanette Stevenson	Associate Director, NHS Scotland Academy.

The tenure of Janyce Holmes ended on 30 September 2022, following a decision to step down from the Board due a change in personal circumstances.

After seven years of service as a Non-Executive Member and Vice Chair of the Board, the tenure of Ann Landels ended on 9 February 2023.

On 28 February 2023, the tenures of Non-Executive Board Members, Lesley Drummond and Jeanette Stevenson ended following 6 years of service to the Board. Both Board members had acted as Chair of the Audit & Risk Assurance Committee and the Learning, Teaching & Student Experience Committee - respectively.

1.3.2 Appointments

A phase of recruitment commenced in November 2022 which sought four non-executive members with the following experience/expertise:

- *A formal Accounting Qualification ideally combined with relevant experience in the fields of accountancy, Audit and Risk Assurance Committee experience or financial management. (X2)*
- *Experience in one or more of the following fields: Education and training (across Further or Higher Education, schools and/or other training providers), SME and local business / enterprise, and/or expertise within an area of the College curriculum. (X2)*

On 1 March 2023, approval by the Cabinet Secretary for Further Education, Higher Education and Science was confirmed for the following four non-executive members to join the Board:

Sue Cook	Former West Lothian College Board of Management and chair of its Audit Committee.
Bill Troup	Qualified Chartered Accountant and Managing Director of Capital Advisors Ltd.
Liz McIntyre	Former Principal & Chief Executive of North East Scotland College.
Eleanor Sim	Global Director for Cyber Security Strategy and Architecture at Bupa.

All four new Non-Executive Members received an induction to the Board in alignment with the procedures agreed by the Nominations Committee. This included new Board members receipt of a college e-mail address, general information, and key governance documents.

In addition to the above information, all new Non-Executive Board Members were provided with an opportunity to meet with the Chair, the Vice Chair, the Principal, the Student President, and the Board Secretary.

New Board members are registered with the College Development Network (CDN) and can access learning resources on its online HUB. Online induction events for new members of the Board organised through CDN are expected to take place in September 2023.

1.3.3 Reappointments

The Board, on 13 June 2023, endorsed a proposal to reappoint Alex Killick for a second term as a Non-Executive Board Member. A request for Mr Killick's tenure to be extended by a further 3 years (until 22 September 2026) will be submitted to the Scottish Government in due course.

1.4 Staff Board Members

Bruce Cassidy continued to hold office as Support Staff Board Member following his election in December 2020. Mr Cassidy will hold office until 2 December 2024.

Richard Swan held office as Lecturing Staff Board Member until 31 July 2022, at which point he stepped down from the Board of Management after a decision to take voluntary severance.

In line with good practice guidance for the election of staff Board members, a ballot to elect a new Lecturing Staff Board Member commenced on 5 September 2022 for a period of 14 days. On 29 September 2022, the Board were informed that Daniel Holland had been elected to hold office for a 4-year term. Mr Holland will hold office until 7 October 2026.

For information, in March 2019, the Board agreed that until the Good Governance Steering Group (GGSG) had formally implemented changes to the Code of Good Governance for Scotland's College¹, EIS-FELA and Unison representatives would be invited to attend Board meetings as observers. In furtherance of this, letters from the then Chair were sent to both recognised trade unions on 21 May 2019.

Donny Gluckstein (EIS-FELA) and Kevin Dixon (Unison) were invited to attend all meetings of the Board of Management in 2022/23, as observers. All Board meetings in 2022/23 had at least one trade union observer in attendance.

1.5 Student Board Members

On 1 July 2022 David Elder (Student President) and Skye Marriner (Vice President Welfare) were formally appointed to the Board as Student Members, as per the agreed nominations procedure.

1.6 Principal & CEO

The Principal & Chief Executive, Audrey Cumberland, was appointed on 3 September 2018 and remains in post.

1.7 Vice Chair & Senior Independent Member

On 11 December 2018, the Board appointed Ann Landels as Vice Chair of the Board. Ms Landels acted as Vice Chair until 13 December 2022.

At the Board of Management on 13 December 2022 it was agreed that Ann Landels would step down from the position of Vice Chair prior to her tenure as a Non-Executive Board Member ending in February 2023. The Board of Management subsequently appointed Alex Killick to act as Vice Chair of the Board from 14 December 2022 onwards.

Following Mr Killick's appointment as Vice Chair one-to-one meetings were held with the Chair, the Principal, and the Board Secretary.

¹ On 18 February 2019, the Minister for Further Education, Higher Education and Science, wrote to the Convenor of the Scottish Parliament's Education and Skills Committee outlining his decisions following the Good Governance Consultation which was published in April 2017. This included a decision to *introduce two trade union nominees to the boards of colleges, in addition to the existing staff representatives, bringing the college sector into line with changes made in universities by the Higher Education Governance Act 2016.*

2. BOARD BALANCE

2.1 Gender

At the start of the 2022/23 academic year, the Board gender balance stood at 61% female and 39% male. Following changes in the composition of the Board throughout the academic year the gender balance is currently 56% female and 44% male.

The gender balance of the non-executive membership of the Board currently stands at 58% female and 42% male.

2.2 Skill, Knowledge and Experience

To support decision-making around non-executive recruitment and succession planning a Board member profile and skills matrix is maintained by the Board Secretary.

On 18 September 2020, the Nominations Committee agreed to adopt a skills matrix template endorsed by CDN. Following an audit of non-executive members' broad knowledge and skills, updated versions of the skills matrix were presented to the Committee on 31 October 2022 and 15 March 2023.

3. COMMITTEES OF THE BOARD

3.1 Structure

The Board of Management continued to operate with the following committee structure in 2022/23:

- Audit & Risk Assurance Committee
- Corporate Development Committee
- Learning, Teaching & Student Experience
- Nominations Committee
- Policy & Resources Committee
- Remuneration Committee

The Policy & Resources Committee, on 21 February 2023, agreed to propose updates to its terms of reference. This included a change in its title to the *Planning & Resources Committee*, to capture all aspects of the Committee's work. The Board of Management on 28 September 2023 approved the update terms of reference for the Committee.

All committees operate under the authority of the Board. Minutes were circulated to all Board members following every meeting, and each committee chair (or a nominated representative) reports to the Board on committee business. The Board has approved Terms of Reference for all six committees, and these are available on the [Board webpages](#).

3.2 Membership

On 15 March 2023, the Nominations Committee endorsed a Committee Membership Proposal put forward by the Chair of the Board. The Proposal was subsequently approved by the Board on 28 March 2023 and implemented for all future meetings. [Appendix 1.2 refers]

As part of its consideration the Nominations Committee considered the Board Skills Matrix and succession planning information to ensure an appropriate distribution of knowledge and experience across each committee.

3.3 Co-opted Membership

3.3.1 *Audit & Risk Assurance Committee*

In May 2015, the Board agreed to co-opt an additional member of the Audit & Risk Assurance Committee with public service expertise. Ian Doig, an experienced non-executive director, and former Director of CIPFA in Scotland, was co-opted to the Committee with the endorsement of the Nomination Committee until 31 July 2023.

In April 2022, an advert was published seeking a new Independent Member of the Committee. Following a lengthy recruitment process two new co-opted members, Kenneth Brooker (University of Edinburgh) and Peter Burns (Skills Development Scotland) joined the Audit & Risk Assurance Committee on 22 February 2023 – for an initial term running until 31 July 2024. Both appointments were made in line with the processes outlined in the Board's Co-option Procedure.

On 28 March 2023, the Board unanimously agreed to co-opt Kirsty MacKenzie (Director, iMultiply Resourcing) to the Corporate Development Committee until 31 July 2024. Ms MacKenzie was interviewed as part of the November 2022 Non-Executive Recruitment Round, and it was agreed by the interview panel that she would be a strong candidate for co-option.

3.3.2 *Learning, Teaching & Student Experience (LTSE) Committee*

In line with the LTSE Committee terms of reference, the following members of staff and students were co-opted to the Committee for the academic years 2022/23:

Head of School (HoS) Rep:

- Ryan Quinn (Health, Wellbeing and Social Science)
- Carole Paterson (Hospitality, Tourism & Business)

Curriculum Team Manager (CTM) Rep:

- Hunia Arshad (Engineering)
- Lorraine Farquharson (Hospitality, Tourism & Business)

Curriculum Lead / Lecturers Reps:

- Mostafa Gamal (Health, Wellbeing and Social Science)
- Annette Chapman (Creative Industries)

Student Reps:

- Luna Morrison (ECSA Vice President Activities)

Mostafa Gamal left the College in August 2022; however, it is expected that all other co-opted staff members will remain on the LTSE Committee until 31 July 2024.

4. ATTENDANCE

4.1 Board and Committees

In AY 2022/23, the Board at its committees met a total of 23 times, two meetings less than in the previous academic year.

All meetings of the Board and its committees were quorate in the academic year 2022/23, except for the Corporate Development Committee on 28 February 2023.

Despite a demanding cycle of meetings, and the need to move a number of meetings to accommodate new members, the level of attendance remains high at 86.1% - a decrease of 7.3% from the last academic year.

The *Appendix 1.3* shows the attendance of members at meetings of the Board and its committees in AY 2022/23.

Only the attendance of new members, who joined in Board of Management in 2022/23, dropped below 60%.

Corporate Development Committee attendance was recorded at 73.7%, which was the lowest attendance score across all the committees.

In addition to their membership of committees, the Chair and the Principal attended committees to which they had a right of attendance.

4.2 Strategic and Development Events

In addition to Board and committee meetings, members of the Board have attended a number of internally and externally led strategic and development events. Below is a list of such events (including those that have contributed to good governance) attended in the academic year 2022/23:

Event	Date(s)	Location	No. of Board Attendees
Board Development Session	24.08.22	Online	12
Board Strategy Session	31.10.22	Granton	15
Board Development Session	08.02.23	Online	13
Board Strategy Session	26.04.22	Milton Rd	10

4.3 Other Meetings/Events

In addition to meetings within the Board and committee cycle, several members have attended meetings/events in the interests of the Board. The Board of Management will consider an External Engagement Plan on 26 September 2023, which includes proposed Board engagement activities for the new academic year.

A full list of meetings/events (and their attendees) are held by the Board Secretary.

BOARD MEMBERSHIP & TENURES

As of 1 March 2023, the Edinburgh College Board of Management membership is as follows:

	Forename	Surname	Position	Date of Appointment	Tenure Expires
1	Bruce	Cassidy	Support Staff Member	02.12.20	02.12.24
2	Sue	Cook	Non-Executive	01.03.23	28.02.26*
3	Audrey	Cumberford	Principal	03.09.18	Not applicable
4	Stewart	Darling	Non-Executive	15.12.21	15.12.24*
5	Fiona	Doring	Non-Executive	30.06.22	30.06.25*
6	Becky	Duff	Non-Executive	30.06.22	30.06.25*
7	David	Elder	ECSA Student President	01.07.22	30.06.23
8	Daniel	Holland	Lecturing Staff Member	07.10.22	07.10.26
9	Ross	Laird	Non-Executive	08.03.19	08.03.25
10	Alex	Killick	Non-Executive	22.09.20	22.09.23*
11	Skye	Marriner	ECSA Vice President (Welfare)	01.07.22	30.06.23
12	Kerry	McCormack	Non-Executive	15.12.21	15.12.24*
13	Liz	McIntyre	Non-Executive	01.03.23	28.02.26
14	Ian	McLaughlan	Non-Executive	30.06.22	30.06.25*
15	Gwen	Raez	Non-Executive	08.03.19	08.03.25
16	Nora	Senior	Regional Chair	04.07.22	04.07.26
17	Eleanor	Sim	Non-Executive	01.03.23	28.02.26*
18	Bill	Troup	Non-Executive	01.03.23	28.02.26*

*Indicates a Non-Executive Member who may seek reappointment following the end of their initial period of tenure.

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

EDINBURGH COLLEGE BOARD OF MANAGEMENT - COMMITTEE MEMBERSHIP (28 March 2023 to Present)

	LTSE Committee	Audit & Risk Assurance Committee	Corporate Development Committee	Planning & Resources Committee	Nominations Committee	Remuneration Committee
Non-Executive Membership (inc. Regional Chair)	Ross Laird (C) Becky Duff Liz McIntyre Eleanor Sim	Sue Cook (C) Bill Troup Kerry McCormack	Gwen Raez (C) Fiona Doring Stewart Darling	Alex Killick (C) Gwen Raez Nora Senior Ross Laird Ian McLaughlan Sue Cook	Nora Senior (C) Alex Killick Fiona Doring Becky Duff	Ian McLaughlan (C) Alex Killick Ross Laird Gwen Raez
Principal, Staff, Student Members	Audrey Cumberford David Elder Daniel Holland		Skye Marriner Bruce Cassidy	David Elder	David Elder Bruce Cassidy Daniel Holland	Skye Marriner
Co-opted Members	x6 Curriculum related staff x2 Student reps	Ian Doig Kenneth Brooker Peter Burns	Kirsty MacKenzie			

In addition to the Committee Membership outlined above, Ross Laird and Gwen Raez sit on the Edinburgh College Development Trust - as representatives of the Board of Management

BOARD AND COMMITTEE ATTENDANCE AY 2022/23

The following table shows the attendance of members at meetings of the Board and its committees in AY 2022/23:

		Board of Management	LTSE Committee	Audit & Risk Assurance	Corporate Development	Nominations	Planning & Resources	Remuneration	TOTAL
1	Bruce Cassidy	3/4	-	-	1/4	2/2	-	-	6/10
2	Sue Cook	1/2	-	1/1	-	-	0/1	-	2/4
3	Audrey Cumberford	4/4	3/4	-	-	-	-	-	7/8
4	Stewart Darling	4/4	-	1/3	1/1	-	-	-	6/8
5	Fiona Doring	3/4	-	-	4/4	1/1	-	-	8/9
6	Becky Duff	4/4	3/4	-	-	1/1	-	-	8/9
7	Lesley Drummond	2/2	-	3/3	-	1/1	2/2	-	8/8
8	David Elder	4/4	4/4	-	-	2/2	3/4	-	13/14
9	Janyce Holmes	0/1	-	-	-	-	1/1	-	1/2
10	Daniel Holland	2/3	2/3	-	-	0/1	-	-	4/7
11	Alex Killick	4/4	-	-	-	2/2	4/4	1/1	11/11
12	Ross Laird	4/4	4/4	-	-	-	1/2	1/1	10/11
13	Ann Landels	2/2	-	-	2/2	1/1	2/2	-	7/7
14	Skye Marriner	3/4	4/4	-	2/4	-	-	1/1	10/13
15	Kerry McCormack	3/4	3/4	1/1	-	-	-	-	7/9
16	Liz McIntyre	2/2	1/1	-	-	-	-	-	3/3
17	Ian McLaughlan	4/4	-	3/3	-	-	0/1	1/1	7/7
18	Gwen Raez	4/4	-	-	4/4	-	3/3	1/1	12/12
19	Nora Senior	4/4	-	-	-	2/2	4/4	-	10/10
20	Eleanor Sim	2/2	1/1	-	-	-	-	-	3/3
21	Jeanette Stevenson	2/2	2/2	-	-	1/1	1/2	-	6/7
22	Bill Troup	2/2	-	1/1	-	-	-	-	3/3
Overall Total		90.0%	85.1%	83.3%	73.7%	92.9%	80.8%	100%	86.1%

*KEY: *Green*: New Board Member joining the Board after 1 August 2022. *Red*: Board Member stepping down from the Board in the academic year 2022/23.