Edinburgh College

NOMINATIONS COMMITTEE

MINUTES OF MEETING OF 15 MARCH 2023

14:00hrs, Remotely via Microsoft Teams

Present: Bruce Cassidy; Fiona Doring; Becky Duff; David Elder; Alex Killick; Nora Senior (Chair);

In attendance: Marcus Walker (Clerk)

1. WELCOME & APOLOGIES

1.1 Apologies were received from Daniel Holland.

1.2 The Chair welcomed both Becky Duff and Fiona Doring to their first meeting of the Nominations Committee, following their appointment to the Committee by the Board of Management on 13 December 2022.

2. DECLARATIONS OF INTEREST

2.1 No declarations of interest were received.

3. MINUTES OF THE PREVIOUS MEETING

3.1 The Committee APPROVED the minutes from the Nominations Committee 31 October 2022 as an accurate record of the meeting.

4. MATTERS ARISING REPORT

4.1 The Committee NOTED that actions from the previous meeting were either marked complete or on the agenda.

4.2 *PUBLIC APPOINTMENTS ADVERTISING (Minute 7.4/31.10.22 refers)*

4.2.1 The Committee NOTED that the Chair of the Board and the college sector's Good Governance Steering Group would continue to highlight the drawbacks associated with its decision not to allow college boards to recruit new non-executive members through the Public Appointments Scotland website. The Chair advised the Committee that Ministerial Guidance on Public Appointments was currently under review and updated guidance would be published in 2023.

5. BOARD MEMBERSHIP, TENURE AND CAPACITY REPORT

5.1 The Committee NOTED that the current tenures of Non-Executive Board Members and the outcome of a recent recruitment round commencing in December 2022. The Clerk informed the Committee that the following four Non-Executive Board Members had been appointed, for an initial three-year term, from 1 March 2023:

- o Sue Cook, *Entrepreneur and Former Member of West Lothian College Board*
- o Bill Troup, *Chartered Accountant and Managing Director of Capital Advisor*
- o Liz McIntyre, *Former Principal & CEO of North East Scotland College*
- o Eleanor Sim, *Director for Cyber Security Strategy and Architecture at Bupa.*

5.2 The Committee NOTED that the tenure of Alex Killick, a Non-Executive Member and Vice Chair of the Board, was due to end on 22 September 2023. The Clerk advised the Committee that, subject to approval by the Board of Management and Scottish Ministers, Mr Killick was eligible to seek a second 3-year term as a Non-Executive Director.

5.3 The Committee NOTED that no further non-executive member tenures were due to end until December 2024.

6. COMMITTEE MEMBERSHIP PROPOSAL

6.1 The Committee NOTED a Committee Membership Proposal as put forward by the Chair of the Board.

6.2 The Committee DISCUSSED the Committee Membership Proposal and NOTED that due consideration had been given to skills/expertise, length of tenure, and gender balance on each committee.

6.3 The Committee AGREED to recommend the Committee Membership Proposal to the Board of Management on 28 March 2023 – for approval.

6.4 The Committee NOTED that the recent non-executive recruitment round (*Minute 5.1 refers*) had identified a suitable candidate for co-option to the Corporate Development Committee. The Committee DISCUSSED the co-option process and AGREED that, subject to the approval of the Chair of the Corporate Development Committee Chair, the candidate's name should be put forward to the Board of Management on 28 March 2023 (- for approval).

7. BOARD EQUALITY, DIVERSITY AND INCLUSION

7.1 The Committee NOTED that the Board of Management would consider progress against the Edinburgh College Equalities Outcome & Mainstreaming Report at its next meeting on 28 March 2023. Further to this, the Chair proposed that the Nominations Committee consider its current practices toward equality, diversity and inclusion at its final meeting of the academic year 2022/23.

7.2   The Committee DISCUSSED the following in relation to inclusive Board recruitment, selection and development:

(i)   The opportunities available to diversify the Board through co-option to its various committees.
(ii)   The potential for a 'Board lead' to engage on matters of diversity and inclusion.
(iii)   The need to engage with communities further and, wherever possible, breakdown barriers to board membership.
(iv)   The work previously conducted by the Nominations Committee to ensure that the Board of Management's recruitment / selection processes were inclusive.

7.3   The Committee AGREED that a short life working group (SLWG) should be convened to focus on the development of an action plan, including set targets, to support greater equality, diversity and inclusion on the Board of Management. Further to this, the Committee AGREED that the SLWG should report to the next meeting of the Nominations Committee with its recommendations.

8.   ANY OTHER COMPETENT BUSINESS

8.1   None.

9   DATE OF NEXT MEETING

9.1   To be confirmed.

Meeting closed at 14:40