

<b>Title</b>	<b>Draft Membership &amp; Attendance Review 2023/24</b>
<b>Appendices</b>	Appendix 1: Draft Membership & Attendance Review 2023/24
<b>Disclosable under FOISA</b>	Yes <input checked="" type="checkbox"/> / No <input type="checkbox"/>
<b>Primary Contact</b>	Marcus Walker, Board Secretary
<b>Date of Production</b>	01.08.24
<b>Action Required</b>	For Approval <input checked="" type="checkbox"/> / For Discussion <input checked="" type="checkbox"/> / For Information <input checked="" type="checkbox"/>
<b>Aligned to Strategic Risk</b>	Yes <input type="checkbox"/> / No <input checked="" type="checkbox"/> (If 'yes' please complete Section 5.3)

**1. RECOMMENDATION**

The Committee are asked to APPROVE the Annual Membership & Attendance Review 2023/24.

An approved version of the Report will then be held by the Board Secretary as a record 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 2023/24.

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 2023/24.

Highlights within the report include:

**Membership & Tenures**

- The membership of the Board stands at 18, two members below the maximum capacity for a regional college board.
- The tenure of Alex Killick was extended for a second 3-year term, following approval by the Scottish Government.
- No Non-Executive Board appointments were made in the academic year 2023/24.
- Sue Cook, a Non-Executive Member and Chair of the Audit & Risk Assurance Committee resigned from the Board on 28 June 2024 – following her appointment as Chair of West Lothian College Board of Management.
- Alan Holligan joined the Board on 1 February 2024, as its EIS-Nominated Staff Member, following changes in legislation relating to Board composition.
- The composition of the Board gender balance was 56% female and 44% male until 30 June 2024.

### Board/Committee Attendance

- The Board and its committees met 22 times in 2023/24, two less than the previous academic year.
- All meetings of the Board and its committees were quorate in the academic year 2023/24, except the Corporate Development Committee held in September 2023.
- Board and committee attendance remained high in 2023/24 despite a transition back toward in-person meetings, at 79.3% (- a decrease of 6.8% 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 2023/24.

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

#### 5. ALIGNMENT TO STRATEGIC PLAN / KPIs / RISK REGISTER

##### 5.1 Alignment to Edinburgh College Strategic Pillars *[Indicate with an 'X' which Strategic Pillar this paper supports]:*

Curriculum Strategy	<input type="checkbox"/>	Finance Strategy	<input type="checkbox"/>	People Strategy	<input type="checkbox"/>
Commercial Strategy	<input type="checkbox"/>	Digital Strategy	<input type="checkbox"/>	Other	<input checked="" type="checkbox"/>

##### 5.2 Relevant Key Performance Indicators *[Indicate with an 'X' which performance indicators this paper supports]:*

Student Success	<input type="checkbox"/>	Credit Target	<input type="checkbox"/>	Equality, Diversity & Inclusion	<input checked="" type="checkbox"/>
Student Satisfaction	<input type="checkbox"/>	Adjusted Operating Position (AOP)	<input type="checkbox"/>	Staff Costs	<input type="checkbox"/>
Student Retention	<input type="checkbox"/>	Non-SFC Income	<input type="checkbox"/>	Staff Engagement	<input checked="" type="checkbox"/>
Student Enrolments	<input type="checkbox"/>	Gross Carbon Footprint	<input type="checkbox"/>	Partner Engagement	<input checked="" type="checkbox"/>

##### 5.3 Alignment to the Top-Level Risk Register *[Strategic risk information should be copied directly from the most recent TLRR]:*

Strategic Risk(s)	Risk Score*		
Not applicable.	Inherent (Gross) Risk		
	Probability	Impact	Score
	-	-	-
	Residual (Net) Risk		
	Probability	Impact	Score
	-	-	-
	Movement (since last review)		-

\*Risk Score Key: 0-10 Low Risk; 11-15 Moderate Risk; 16-25 High Risk. *[Further information on risk scoring can be found in the [EC Risk Management Policy & Procedure](#)]*

## 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 2023/24. The Board consists of 18 members (out of a possible 20), including the Regional Chair, the Principal & Chief Executive, 11 Non-Executive Members, two elected staff members, two student members, and one trade union nominated staff member.

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 June 2024, the following 12 Non-Executive Members of the Edinburgh College Board of Management were in post:

Sue Cook	Businessperson / Former West Lothian College Board Member
Becky Duff	Director for Scotland, Carers Trust.
Stewart Darling	Former CEO of Vianet Group Plc.
Fiona Doring	Director, Impact Arts.
Alex Killick	Former Director of People at Glasgow Caledonian University.
Ross Laird	Director / Head of Scotland at Grayling Communications Ltd.
Kerry McCormack	Global Head of IT for First Sentier Investors.
Liz McIntyre	Former Principal & Chief Executive of NESCOL
Ian McLaughlan	Former Chief Executive of Youth Scotland.
Gwen Raez	Senior Marketing Manager, Visit Scotland.
Eleanor Sim	Global Director for Cyber Security Strategy & Architecture Bupa.
Bill Troup	Qualified CA and Managing Director of Capital Advisors Ltd.

On 28 June 2024, Sue Cook informed the Chair of the Board that she would step down from the Board with immediate effect to assume the role of Chair of the West Lothian College Board of Management

#### 1.3.2 *Appointments*

No new Non-Executive Board Members were appointed in the academic year 2023/24.

On 29 June 2024, the Board commenced a non-executive recruitment round seeking two new members. This recruitment round shall conclude before October 2024.

### **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. This request was subsequently approved by the Scottish Government and Mr Killick's tenure has been extended by a further 3 years (until 21 September 2026).

## **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.

Dan Holland continued to hold office as Lecturing Staff Board Member following his election in September 2022. Mr Holland will hold office until 7 October 2026.

In response to amendments to Legislation implemented in November 2023, Alan Holligan (Lecturer, Art & Design) joined the Board of Management as the nominated EIS-FELA Member, for a period of up to four years, from 1 February 2024.

The Edinburgh College UNISON Branch were invited to nominate a member to join the Board of Management. However, at the time of writing no nomination had been received.

## **1.5 Student Board Members**

On 1 July 2023, Skye Marriner (Student President) and Luna Morrison (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 Cumberford, was appointed on 3 September 2018 and remains in post.

## **1.7 Vice Chair & Senior Independent Member**

The Board of Management appointed Alex Killick to act as Vice Chair of the Board from 14 December 2022 onwards.

## **2. BOARD BALANCE**

### **2.1 Gender**

At the start of the 2023/24 academic year, the Board gender balance stood at 61% female and 39% male. Following an in-year change in the composition of the Board the gender balance stood at 56% female and 44% male as of 30 June 2024.

The gender balance of the non-executive membership of the Board currently stands at 55% female and 45% male.

## 2.2 Equality, Diversity & Inclusion

An [Edinburgh College Board Effectiveness Review](#) was conducted by Advance HE and published on the College website in June 2024. The report includes a diversity profile of Board Members (as of 26 March 2024) which provides comparison with data from the wider UK FE and HE sector. The Edinburgh College Board profile data showed diversity in terms of age, gender and disability characteristics, however, the Board showed limited ethnic diversity when compared against a UK average. The Board Effectiveness Review welcomed a number of recommendations put forward by the Board of Management to continue to approve all aspects of its equality, diversity and inclusion practices.

## 2.3 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 the 2024 Board Effectiveness Review, it was recommended that a review of the skills matrix should take place before the next Board meeting in September 2024 (- this action is currently in-progress).

## 3. COMMITTEES OF THE BOARD

### 3.1 Structure

The Board of Management continued to operate with the following committee structure in 2023/24:

- Audit & Risk Assurance Committee
- Corporate Development Committee
- Learning, Teaching & Student Experience
- Nominations Committee
- Planning & Resources Committee
- Remuneration 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 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 outlines in the Board’s Co-option Procedure.

#### 3.3.2 Corporate Development Committee

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.

#### 3.3.3 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 2023/24:

##### **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:**

- Jon Craig (ECSA Vice President Activities)

## 4. ATTENDANCE

### 4.1 Board and Committees

In AY 2023/24, the Board and its committees met a total of 24 times, one meeting more than in the previous academic year.

All meeting of the Board and its committee were quorate in the academic year 2023/24, except for the Corporate Development Committee on 7 September 2023. Following this

in quorate meeting the terms of reference of the Corporate Development Committee were reviewed to ensure an appropriate level of attendance.

Despite a demanding cycle of meetings, with a number of committees returning to holding regular face-to-face meetings, the level of attendance remained high at 79.3% - a decrease of 6.8% from the last academic year.

The Appendix 1.3 shows the attendance of members at the meeting of the Board and its committee in AY 2023/24.

The individual attendance records of Board Members were considered by the Chair of the Board as part of the annual one-to-one evaluation process.

The Learning, Teaching & Student Experience Committee attendance was recorded at 60.6%. which was the lowest attendance score across all the committee.

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

#### **4.2 Strategy and Development Events**

In addition to Board and committee meeting, members of the Board have attended a number of internal and externally led strategic and development events. Below is a list of such events attending in the academic year 2023/24:

<b>Event</b>	<b>Date(s)</b>	<b>Location</b>	<b>No. of Board Attendees</b>
Board Development Session	23.08.23	Online	12
Board Strategy Session	01.11.23	Granton	15
Board Development Session	28.02.24	Online	13
Board Strategy Session	01.05.24	City Chambers	15

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

**BOARD MEMBERSHIP & TENURES**

As of 30 June 2024, 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	01.12.24
2	Audrey	Cumberford	Principal	03.09.18	Not applicable
3	Stewart	Darling	Non-Executive	15.12.21	15.12.24*
4	Fiona	Doring	Non-Executive	30.06.22	30.06.25*
5	Becky	Duff	Non-Executive	30.06.22	30.06.25*
6	Alan	Holligan	EIS-FELA Nominate	01.02.24	31.01.28
7	Daniel	Holland	Lecturing Staff Member	07.10.22	06.10.26
8	Ross	Laird	Non-Executive	08.03.19	08.03.25
9	Alex	Killick	Non-Executive	22.09.20	21.09.26
10	Skye	Marriner	Student Board Member	01.07.23	30.06.24
11	Kerry	McCormack	Non-Executive	15.12.21	15.12.24*
12	Liz	McIntyre	Non-Executive	01.03.23	28.02.26
13	Ian	McLaughlan	Non-Executive	30.06.22	30.06.25*
14	Luna	Morrison	Student Board Member	01.07.23	30.06.24
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 (01 July 2023 to 30 June 2024)

	LTSE Committee	Audit & Risk Assurance Committee	Corporate Development Committee	Planning & Resources Committee	Nominations Committee	Remuneration Committee
<b>Non-Executive Membership (inc. Regional Chair)</b>	Ross Laird (C) Becky Duff Liz McIntyre Eleanor Sim	Bill Troup (C) Kerry McCormack	Gwen Raez (C) Fiona Doring Stewart Darling	Alex Killick (C) Gwen Raez Nora Senior Ross Laird Ian McLaughlan Bill Troup	Nora Senior (C) Alex Killick Fiona Doring Becky Duff	Ian McLaughlan (C) Alex Killick Ross Laird Gwen Raez
<b>Principal, Staff, Student Members</b>	Audrey Cumberford Skye Marriner Daniel Holland		Skye Marriner Bruce Cassidy	Luna Morrison	Skye Marriner Bruce Cassidy Daniel Holland	Skye Marriner
<b>Co-opted Members</b>	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 2023/24**

The following table shows the attendance of members at meetings of the Board and its committees in AY 2023/24:

		Board of Management	LTSE Committee	Audit & Risk Assurance	Corporate Development	Nominations	Planning & Resources	Remuneration	TOTAL
1	Bruce Cassidy	4/4	-	-	2/4	1/1	-	-	7/9
2	Sue Cook	4/4	-	4/4	-	-	3/4	-	11/12
3	Audrey Cumberford	4/4	1/4	-	-	-	-	-	5/8
4	Stewart Darling	4/4	-	-	4/4	-	-	-	8/8
5	Fiona Doring	4/4	-	-	4/4	1/1	-	-	9/9
6	Becky Duff	3/4	3/4	-	-	0/1	-	-	6/9
7	Alan Holligan	2/2	1/1	-	-	-	-	-	3/3
8	Daniel Holland	4/4	1/4	-	-	-	-	-	5/8
9	Ross Laird	4/4	4/4	-	-	-	2/4	2/3	12/15
10	Alex Killick	4/4	-	-	-	1/1	4/4	3/3	12/12
11	Skye Marriner	3/4	3/4	-	2/4	1/1	-	2/3	11/16
12	Kerry McCormack	3/4	-	4/4	-	-	-	-	7/8
13	Liz McIntyre	3/4	2/4	-	-	-	-	-	5/8
14	Ian McLaughlan	4/4	-	-	-	-	3/4	3/3	10/11
15	Luna Morrison	2/4	3/4	-	-	-	1/4	-	6/12
16	Gwen Raez	2/4	-	-	-	-	4/4	2/3	8/11
17	Nora Senior	4/4	-	-	-	1/1	4/4	-	9/9
18	Eleanor Sim	3/4	2/4	-	-	-	-	-	5/8
19	Bill Troup	3/4	-	4/4	-	-	-	-	7/8
<b>Overall Total</b>		<b>86.5%</b>	<b>60.6%</b>	<b>100%</b>	<b>75.0%</b>	<b>83.3%</b>	<b>75.0%</b>	<b>80.0%</b>	<b>79.3%</b>

## NOMINATIONS COMMITTEE

### AGENDA

A meeting of the Nominations Committee will be held on Friday 7 June 2024 at 10:00 (via Microsoft Teams)

		<b>Lead Speaker</b>	<b>Paper</b>
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	BOARD MEMBERSHIP & ATTENDANCE REPORT 2023/24	M Walker	D
7	ANY OTHER COMPETENT BUSINESS		
8	DATE OF NEXT MEETING: To be confirmed		