

West College Scotland

NOMINATIONS COMMITTEE

**TUESDAY 21 MAY 2019 at 3.00 p.m. in
Room 1, Abercorn Centre, Paisley Campus**

AGENDA

General Business

1. Welcome
 2. Apologies
 3. Declaration of Interests
 4. Minutes of meeting held on 12 June 2018
Actions arising from the minutes
 5. Matters arising from the minutes
(and not otherwise on the agenda)
- | | | |
|--|----------|----|
| | Enclosed | KM |
| | Enclosed | KM |

Main items for discussion and/or approval

6. Remit and Membership
 7. Membership of Board and Succession Planning
 8. Membership of Committees and Succession Planning
 9. Attendance Information
 10. Development Activities Report
 11. Risk
 12. Any other business
- | | | |
|---|----------|----|
| 6. Remit and Membership | Paper 6 | KM |
| 7. Membership of Board and Succession Planning | Paper 7 | KM |
| 8. Membership of Committees and Succession Planning | Paper 8 | KM |
| 9. Attendance Information | Paper 9 | GM |
| 10. Development Activities Report | Paper 10 | GM |

Gwen McArthur
Secretary to the Committee

**WEST COLLEGE SCOTLAND
NOMINATIONS COMMITTEE**

MINUTE: 12 June 2018

Present: Keith McKellar (in the Chair)
Mike Haggerty, John McMillan, Mark Newlands, David Watson.

Attending: Gwen McArthur, Secretary to the Committee.

Apologies: Nick Allan, Jim Hannigan, Jacqueline Henry, Lyndsay Lauder, Nicole Percival.

NM87 WELCOME

The Chair welcomed David Watson to his first meeting of the Committee.

NM88 DECLARATION OF INTERESTS

John McMillan declared an interest as a Trustee of West College Scotland Foundation.

NM89 MINUTES

The minutes of the meeting held on 14 September 2017 were approved.

NM90 ACTIONS FROM THE MINUTES

The Committee noted the actions taken since the last meeting, and particularly the following:

.1 Equality and Diversity (NM79.1) – the Committee noted that the Board had established a Short Life Working Group on Board Diversity which had considered the matter of increasing diversity in the Board membership. This Working Group would be reporting to the Board at its meeting on 18 June. This report would include an action plan with timescales setting out various steps that could be considered. The Chair indicated that he would like the Working Group to continue with its task in order to progress these matters. The Committee supported this proposal.

NM91 COMMITTEE REMIT AND MEMBERSHIP (NM80)

The Committee noted its remit and membership.

NM92 MEMBERSHIP OF BOARD (NM81)

It was noted that the following members' terms of office would end as follows:

- i. Alison Mitchell, the Support Staff member on the Board, would complete her term of office on 7 October 2018. An election would be held to fill this post.

- ii. Mac Murray would take up office as Student President and would join the Board on 1 August 2018. It was noted that Nicole Percival would continue as a Vice President and remain on the Board for session 2018/19.
- iii. There were three Non-Executive members of the Board whose current period of appointment would end in January 2019. They were: Nick Allan, Jenifer Johnston and Mark Newlands. All of these members were eligible for re-appointment, and any such extensions to Board membership were subject to both Board and Ministerial approval.

In relation to the three Board members who were eligible to continue, the Chair informed the Committee that he had discussed continuing Board membership with each of these members during their annual review meeting. He was clear that each of these members had performed well during the year, had contributed to the work of the Board and the Committees and had taken part in development events. He was, therefore, proposing that the period of membership of each of these three members be extended for a further 4 years, i.e. to 31 January 2023. The Committee concurred with this and

RECOMMENDS to the Board that the period of membership of N Allan, J Johnston and M Newlands be extended for a further 4 years to 31 January 2023. **[Action: KM]**

NM93 MEMBERSHIP OF BOARD COMMITTEES AND SUCCESSION PLANNING (NM82, 83)

.1 Committees

In looking at the committees and their various roles, the Committee was of the view that it did not wish to make any changes to this. However, it was noted that the Principal was a member of 5 of the Board committees. In light of the imminent departure of the Principal, some further consideration might need to be given to this in the future, depending on who the next Principal would be and whether they would wish to be members of all of these committees.

The Committee also supported the idea that, in order to help increase diversity, individuals could be co-opted to a committee first before considering if they wished to join the Board once they were more familiar with the operations of the College and its committee structure.

.2 Co-opted Membership

The Committee was aware that, since its last meeting, two co-opted members had died – Wilma Bain (member of LTQ Committee) and Robin Downie (member of Audit Committee). The Chair paid tribute to the contributions these members had made to the work of the Committees.

Additionally another co-opted member, Peter Macleod, had been seriously ill and had not yet returned to work.

In discussing co-opted membership of the Committees the following points were noted:

- i) Audit Committee** – there are currently 2 co-opted members on this committee: Stephen Vere, co-opted for the period to 28 February 2019 (has been a member since 1 March 2014); and Graeme Bold, who joined the Committee last year through the Scottish Government Standard Life project, and was appointed to 30 June 2018. The Chair of the Committee, John McMillan, had met with both of these members for their annual review. Both have contributed well to the work of the Committee. However, Stephen Vere had indicated that he would be stepping down at the end of his period of office. The Chair was recommending the re-appointment of Graeme Bold for another year, to 30 June 2019.

In light of the above information the Committee

RECOMMENDS to the Board that Graeme Bold’s period of membership of the Audit Committee be extended for one further year, to 30 June 2019.

[Action: GMcA]

In discussion, the Committee was clear that it needed to find a suitably qualified individual to join the Audit Committee, preferably someone with an accounting qualification or similar. It was proposed that approaches be made to ICAS (Institute of Chartered Accountants in Scotland) and to local Chambers of Commerce to find out if they could help in anyway and might possibly have a pool of people who could be approached to gauge their interest. It was also proposed that the College Auditors be approached for advice on this matter to see if they could help the College in its search and how best to proceed.

[Action: GMcA]

[REDACTED]

NM94 ATTENDANCE AT BOARD AND COMMITTEE MEETINGS 2016/17 (NM84)

The Committee noted the attendance data for the Board and Committee members in 2017/18.

NM95 RISK

The Committee considered risk in relation to the activities within its remit. One of the main risks was considered to be in relation to succession planning and

the need to ensure the matching of experience with the right skills in order to provide diversity in Board membership but also be able to populate the committees with the balance of skills and experience required. This was particularly the case in relation to the Audit Committee. However, actions to mitigate this risk had been identified and would be pursued.

It was queried if the Board or its committees needed a member with a health and safety background. The Committee was aware that all Board members had undertaken health and safety training run by the Institute of Occupational Safety and Health (IOSH) previously. However, it was proposed that consideration be given to seeking refresher training in this matter.

[Action: KM]

GMcA/13.06.18/Final

Nominations Committee: Meeting of 12 June 2018

Actions from the Minutes

Date of meeting	Min Ref	Matter for Action	Responsible Person	Action Taken	Timescale (where applicable)
12 June 2018	NM92 81	Membership of Board – recommend to the Board that the period of membership of 3 Non-Executive members be extended (N Allan, J Johnston, M Newlands)	K McKellar	At its meeting on 18 June the Board approved extension of all 3 appointments. Minister approved appointments. All 3 re-appointed.	Complete
	NM93.1 82, 72	Membership of Board Committees and Succession Planning: Committee membership - No changes to be made to current committee membership but consideration to be given to Principal's membership of committees once new Principal appointed	K McKellar	To be reviewed once new Principal in post	Future meeting
	NM93.2 83, 73	Membership of Board Committees and Succession Planning: Co-opted Membership – recommendations regarding co-opted members appointments to be made to Board i. Audit Committee – G Bold's period of appointment to be extended for 1 year; College Auditors to be asked for advice in relation to new members for Audit Committee. ii. Learning, Teaching & Quality Committee – LTQ to consider if it wishes to co-opt another member.	i. G McArthur ii. M Haggerty G McArthur	i. Board approved the re-appointment of G Bold to the Audit Committee. Advice from Auditors was sought. ii. further consideration was given to this and new co-opted member now appointed	i. Re-appointment Complete Complete Complete
	NM95	Risk – consideration to be given to the provision of refresher training for Board members in relation to Health & Safety	K McKellar		May 2019 meeting

TITLE: **NOMINATIONS COMMITTEE: REMIT AND MEMBERSHIP**

Background: The Committee's remit and membership is attached for information and noting.

Action: The Committee is asked to note its remit and membership.

Lead: Keith McKellar, Chair, Board of Management and Nominations Committee

Status: Open

West College Scotland
Board of Management
Nominations Committee

Statement of Purpose

The Board provides the principal governance mechanism through which activities are managed in accordance with legislation and regulations, as well as ensuring that systems are in place to provide efficiency, effectiveness and economy. However, the Board has delegated some of its responsibilities to certain committees.

The purpose of the Nominations Committee will be to consider and make recommendations to the Board on Board appointments ensuring due process is followed, to consider matters of succession planning, and to consider processes in place for the induction, training and development of Board members.

1. Remit

- a. To manage the process for identifying individuals for nomination to membership of the Board of Management, using appropriate search and recruitment methods and following good practice, and to nominate such Board member appointments and extensions of appointments to the Board of Management, all in accordance with the guidance issued by the Scottish Ministers as amended or updated from time to time;
- b. To review and consider the composition and balance of the Board of Management in relation to equality of representation as well as particular skill sets;
- c. To make recommendations to the Board of Management regarding the appointment or reappointment of the Vice Chair of the Board of Management, the Senior Independent Member, as well as the Chairs and members, including co-opted members, of its standing committees;
- d. To develop and keep under review succession planning arrangements taking into account the challenges and opportunities facing the College and the impact these have on the skill and expertise required by the Board of Management;
- e. To develop and keep under review procedures for the induction, training, development and evaluation of Board members.
- f. To review the attendance of members of the Board of Management and its standing committees and to take follow up action as appropriate.
- g. To consider risk relating to the matters that fall within the Committee's remit and to agree what mitigating factors/actions are in place and what further action, if any, needs to be taken to address such matters of risk.

2. Frequency of Meetings

As required, and should be at least annually.

3. Membership

The membership shall be:

- the Chair of the Board of Management
- the Vice Chair of the Board of Management
- the Chairs of the standing committees of the Board
- One Staff Member*
- The Student President

The Chair of the Board of Management will be Chair of the Committee.

Committee members will normally be appointed to serve a four- year term, or for the period of their term of office.

*The Staff members will serve for 2 years each (in succession), so that both the Teaching staff member and the Support staff member will have the opportunity to join this committee during their period of membership of the Board.

The Principal will not be a member of, nor attend meetings of the Nominations Committee.

4. Quorum

A quorum will be four Members of the Board of Management,

5. Secretariat

Secretary to the Board of Management.

Papers for the meeting will be sent out 7 days in advance of the meeting.

The Committee will report to the Board of Management as required

6. Review

The Remit will be subject to review by the Committee annually.

Approved by Board of Management – 9 October 2017

MEMBERSHIP 2018/19

Keith McKellar, Chair

Jacqueline Henry, Vice Chair of the Board of Management

Committee Chairs

Nick Allan

Mike Haggerty

Jim Hannigan

Lyndsay Lauder

John McMillan

Mark Newlands

Staff Member

David Watson (appointed to 31 March 2020)

Student President

Nicole Percival

GMcA/13.05.19

TITLE: MEMBERSHIP OF BOARD AND SUCCESSION PLANNING

Background: The current membership of the Board is attached for information along with information on the period of appointments of each of the Board members – Annex 1. This is for noting.

One member of the Board, Lyndsay Lauder, has decided to step down from the Board at the end of the session and so a recruitment process will need to be instituted to find a new member for the Board.

It is proposed that a Selection Panel be established and be delegated responsibility for the recruitment of a new Board member, the membership of this Selection Panel to be:
Keith McKellar, Chair of the Board and Chair of the Selection Panel
Jacqueline Henry, Vice Chair of the Board
John McMillan, Senior Independent Member of the Board
Gwen McArthur, Secretary to the Board
An independent person.

If the Committee is satisfied with this proposal then it is asked to recommend this approach to the Board at its next meeting on 17 June 2019.

The Committee may also wish to consider any particular skills, expertise or experience that should be sought through this recruitment process. The Short Life Working Group (SLWG) on Board Diversity has been considering this matter and has proposed a number of actions which will be considered by the Board at its meeting in June. As part of the work involved in producing this report John Leburn, a member of the SLWG, met with each of the Committee chairs to discuss the skills and experience that each Committee might need. The Committee members who are chairs of committees might wish to share some of this information following their meeting with John.

Action: The Committee is asked to consider the proposed recruitment process and, if satisfied, to recommend this approach to the Board.

Lead: Keith McKellar, Chair, Board of Management and Nominations Committee

Status: Open

ANNEX 1

WEST COLLEGE SCOTLAND BOARD OF MANAGEMENT

Under the terms of the Further and Higher Education (Scotland) Act 1992, as amended by the Post-16 Education (Scotland) Act 2013, the membership of the Board of Management 'shall consist of no fewer than 15 nor more than 18 members'. The current membership is:

Chair

Keith McKellar

Vice Chair

Jacqueline Henry

Principal

Elizabeth Connolly (*ex officio*)

Teaching staff – 1 elected

David Watson

Non-Teaching staff – 1 elected

Danny Walls

Students Association (2)

Nicole Percival

James Morrison

Non-Executive Members

Nick Allan

Mike Haggerty

Jim Hannigan

Andrew Hetherington

Jenifer Johnston

Linda Johnston

Lyndsay Lauder

John Leburn

John McMillan

Mark Newlands

Angela Wilson

In Attendance

Stephanie Graham, Vice-Principal Educational Leadership

David Alexander, Vice-Principal Operations

Gwen McArthur, Secretary to the Board

GMcA/revised 15.01.19

BOARD OF MANAGEMENT 2018/19

PERIOD OF APPOINTMENT

Name	Status	Period of appointment
Keith McKellar	Chair	4 + 2 years 4.03.14 – 3.03.18 3.03.18 – 2.03.20
Elizabeth Connolly	Principal	<i>Ex officio</i>
Nick Allan	Non-Executive	4 + 4 years 1.02.15 – 31.01.19 1.02.19 – 31.01.23
Mike Haggerty	Non-Executive	2 + 4 years 1.02.15 – 31.01.17 1.02.17 – 31.01.21
Jim Hannigan	Non-Executive	3 + 4 years 1.02.15 – 31.01.18 1.02.18 – 31.01.22
Jacqueline Henry	Non-Executive	3 + 4 years 1.02.15 – 31.01.18 1.02.18 – 31.01.22
Andrew Hetherington	Non-Executive	2 + 4 years 1.02.15 – 31.01.17 1.02.17 – 31.01.21
Jenifer Johnston	Non-Executive	4 + 4 years 1.02.15 – 31.01.19 1.02.19 – 31.01.23
Linda Johnston	Non-Executive	4 years 1.01.17 – 31.12.20
Lyndsay Lauder	Non-Executive	3 + 4 years 1.02.15 – 31.01.18 1.02.18 – 31.01.22
John Leburn	Non-Executive	4 years 1.01.17 – 31.12.20
John McMillan	Non-Executive	2 + 4 years 1.02.15 – 31.01.17 1.02.17 – 31.01.21
Mark Newlands	Non-Executive	4 + 4 years 1.02.15 – 31.01.19 1.02.19 – 31.01.23
Angela Wilson	Non-Executive	4 years 1.09.17 – 31.08.21
David Watson	Teaching Staff	4 years 13.09.17 – 12.09.21
Alison Mitchell	Support Staff	4 years 8.10.14 – 7.10.18
Danny Walls	Support Staff	4 years 8.10.18 – 7.10.22
Mac Murray	Student President	1 year 1.08.18 – 14.01.19 (stood down)
Nicole Percival	Student Representative	1 + 1 year 1.08.17 – 31.07.18 1.08.18 – 31.07.19
James Morrison	Student Representative	15.01.19 – 31.07.19

TITLE: MEMBERSHIP OF COMMITTEES AND SUCCESSION PLANNING

Background: There are currently 8 Board Committees. The membership of each of these Committees is as set out in the attached paper. Each Board member is also a member of at least 1 Committee, with some members being on 2 or more Committees.

In addition to the Board members who are also members of Committees there are 4 co-opted members. Further information on the co-opted members is shown overleaf. The membership of 1 co-opted member is scheduled for review and the Committee is invited to consider this matter.

Action: The Committee is invited to:

- note the current membership of the Committees, including that of the co-opted members, and to consider if any changes are required;
- consider extending the period of appointment of Graeme Bold, co-opted member of Audit Committee, for 1 further year to 30 June 2020;
- consider the possibility of inviting candidates who are not successful in being appointed to the Board at this time (as there is only 1 place available), but who the Selection Panel considers would otherwise be appointable, to join the membership of a committee.

Lead: Keith McKellar, Chair, Board of Management and Nominations Committee

Status: Open

TITLE: **ATTENDANCE AT BOARD AND COMMITTEE MEETINGS 2018/19**

Action: The Committee is invited to note the attached information.

Lead: Gwen McArthur, Secretary to the Committee

Status: Open

ATTENDANCE AT BOARD MEETINGS 2018/19

	Oct 18 Clydebank	Dec 18 Greenock	Feb 19 Paisley	Mar 19 Paisley	Jun 19 Paisley	Possible	Actual
K McKellar (Chair)	P	P	P	P		4	4
L Connolly	P	P	P	P		4	4
N Allan	P	x	P	X		4	2
M Haggerty	P	x	X	X		4	1
J Hannigan	P	P	P	P		4	4
J Henry	P	P	P	P		4	4
A Hetherington	P	P	P	P		4	4
J Johnston	x	P	P	P		4	3
L Johnston	P	x	P	X		4	2
L Lauder	P	P	P	X		4	3
J Leburn	P	P	P	X		4	3
J McMillan	P	P	P	P		4	4
M Newlands	P	P	P	P		4	4
A Wilson	P	x	P	P		4	3
D Walls	P	P	P	X		4	3
D Watson	P	P	P	P		4	4
M Murray	P	P	n/a	n/a	n/a	2	2
N Percival	P	P	P	X		4	3
J Morrison	n/a	n/a	P	P		2	2

Key: p = present; x = absent; n/a = not applicable (not a member at the time of the meeting)

Notes:

1. M Murray stood down as Student President in January 2019. N Percival was appointed Acting Student President for the remainder of the session and J Morrison was nominated as the second student on the Board.

ATTENDANCE AT BOARD COMMITTEES 2018/19

1. AUDIT COMMITTEE

	Sep 18	Nov 18 Joint mtg	Dec 18	Mar 19	May 19	Possible	Actual
J McMillan (Chair)	P	P	P	P			
A Hetherington	P	P	X	P			
S Vere (co-opted)*	P	X	P	n/a	n/a	3	2
G Bold (co-opted)	P	P	P	P	X	5	4
W Wong (co-opted)*	n/a	n/a	n/a	P	X	2	1

Key: p = present; x = absent.

Note: there is a joint meeting of the Audit and Finance & General Purposes Committees held each year to consider the Financial Statements.

*S Vere's appointment ended on 28 February 2019 and W Wong joined the Committee on 1.03.19.

2. CORPORATE DEVELOPMENT COMMITTEE

	Oct 18	Feb 19	May 19	Possible	Actual
M Newlands (Chair)	P	X	P	3	2
L Connolly	P	P	P	3	3
J Hannigan	P	P	P	3	3
J Johnston	P	P	P	3	3

Key: p = present; x = absent

3. ESTATES COMMITTEE

	Sep 18	Dec 18	Feb 19	May 19	Possible	Actual
N Allan (Chair)	P	P	P			
L Connolly	P	P	P			
A Hetherington	P	X	P			
J McMillan	P	P	P			

4. FINANCE AND GENERAL PURPOSES COMMITTEE

	Sep 18	Nov 18	Nov 18 Joint mtg	Mar 19	May 19	Possible	Actual
J Hannigan (Chair)	P	P	P	P			
L Connolly	P	X	X	P			
J Leburn	P	P	P	P			
A Wilson	P	P	P	P			

Key: p = present; x = absent

Note: there is a joint meeting of the Audit and Finance & General Purposes Committees held each year to consider the Financial Statements

5. LEARNING, TEACHING AND QUALITY COMMITTEE

	Oct 18	Feb 19	May 19	Possible	Actual
M Haggerty (Chair)	P	X			
L Connolly	P	P			
J Henry (Vice Chair)	P	P			
D Walls	P	P			
D Watson	P	P			
M Murray*	P	n/a	n/a	1	1
N Percival *	n/a	P			
P Macleod *(co-opted)	P	n/a	n/a	1	1
R Binks *(co-opted)	n/a	n/a			

Key: p = present; x = absent; n/a = not applicable (not a member of the Committee at the time of the meeting)

*M Murray was the Student President but resigned in January 2019 and was replaced by N Percival. P Macleod resigned at the end of December 2018 and R Binks joined the Committee with effect from 1 March 2019.

6. ORGANISATIONAL DEVELOPMENT AND HR COMMITTEE

	Sep 18	Nov 18	Feb 19	May 19	Possible	Actual
L Lauder (Chair)	P	P	P			
L Connolly	P	P	P			
L Johnston	P	P	P			
D Mark	P	P	P			

Key: p = present; x = absent; n/a = not applicable (not a member of the Committee at the time of the meeting)

7. NOMINATIONS COMMITTEE

	May 19		Possible	Actual
K McKellar (Chair)				
N Allan				
M Haggerty				
J Hannigan				
J Henry				
L Lauder				
J McMillan				
M Newlands				
D Watson				
N Percival				

Key: p = present; x = absent; n/a = not applicable (not a member of the Committee at the time of the meeting)

8. REMUNERATION COMMITTEE

	May 19		Possible	Actual
K McKellar				
N Allan				
M Haggerty				
J Hannigan				
J Henry				
L Lauder				
J McMillan				
M Newlands (Chair)				

Key: p = present; x = absent

As at 13 May 2019

TITLE: DEVELOPMENT ACTIVITIES REPORT 2018/19

Background: I have provided a summary of the various development and training activities that Board members have attended during session 2018/19. This comprises sessions organised in-house, including the Strategy Session with SMT, those organised by College Development Network (CDN) and other providers (e.g. Scott Moncrieff).

As you will see there has been quite a bit of development activity undertaken during the session with good attendance from Board members. Holding development sessions on the same day as Board meetings has proved to be a successful approach this session and it should be considered again for next session.

In relation to future in-house development sessions the Committee may wish to consider the following:

- The session on risk management and developing a risk appetite statement did not take place during session 2018/19 but should be considered as a priority session for 2019/20.
- It has been suggested that some refresher training on health and safety could be considered.
- Other training needs might be identified through the annual review of Board members. However, I have not received all the completed forms yet but will look at these once I get them.

Committee members might have other suggestions.

Action: The Committee is invited to note this report and consider future development sessions.

Lead: Gwen McArthur, Secretary to the Board

Status: Open