West College Scotland

NOMINATIONS COMMITTEE

Monday 16 May 2022 at 4.00 p.m. via Teams

AGENDA

General Business

11. Any Other Business

1.	Welcome		
2.	Apologies		
3.	Declaration of Interests		
4.	Minutes of meetings held on Tuesday 11 May 2021 and Tuesday 25 May 2021 .1 Actions arising from the minutes	Enclosed Enclosed	WH WH
5.	Matters arising from the minutes (and not otherwise on the agenda)	Paper 5	WH
Ма	in items for discussion and/or approval		
6.	Nominations Committee - Remit and Membership	Paper 6	WH
7.	Board - Membership and Succession Planning	Paper 7	WH
8.	Committees - Membership and Succession Planning	Paper 8	WH
9.	Board Member - Attendance Information 2021/22	Paper 9	SG
10	Board Member - Development Activities Report 2021/22	Paper 10	SG

WEST COLLEGE SCOTLAND NOMINATIONS COMMITTEE

MINUTE: Tuesday 11 May 2021 via Teams

Present: Waiyin Hatton (in the Chair), Jim Hannigan, Jacqueline Henry, Linda Johnston,

Vanessa Thompson, Graeme Bold.

Attending: Shirley Gordon, Secretary to the Committee.

Apologies: None.

NM116 DECLARATION OF INTERESTS

The following declarations of interest were recorded and **noted**:

- Waiyin Hatton: Wai Beyond, People and organisational development consultancy; Action Against Stalking; Colleges Scotland (Board member).
- Jim Hannigan: University of Strathclyde and National Manufacturing Institute Scotland (NMIS); Chair of Developing the Young Workforce (DYW) west regional Board.

NM117 MINUTES

The minutes of the meeting held on 23 June 2020 were approved.

NM118 ACTIONS FROM THE MINUTES

The Committee **noted** the actions taken since the last meeting and it was **agreed** all actions listed were completed and could now be removed.

NM119 MATTERS ARISING FROM THE MINUTES (AND NOT OTHERWISE ON THE AGENDA)

The Nominations Committee **homologated** decisions it made in February 2021 in respect of memberships of the five standing committees and office bearer roles.

NM120 NOMINATIONS COMMITTEE - REMIT AND MEMBERSHIP

The Chair asked the Committee to consider and approve the Nominations Committee remit and membership. Dr Hatton explained that, following approval of a Committee restructure at the Board meeting held on 1 February 2021, the Nominations Committee remit was revised, and its new membership populated.

The Committee considered and approved its revised remit and membership.

NM121 BOARD - MEMBERSHIP AND SUCCESSION PLANNING

The Committee noted the current Board membership along with information on the period of appointment of each of the Board members.

Members discussed the Board membership and the upcoming vacancies later in the year.

The Committee:

- Agreed to recommend to the Board, at its next meeting scheduled for Monday 14 June 2021, the approach and membership for a Selection Panel as follows to appoint 3 new Board members (to replace Jim Hannigan, Jacqueline Henry and Angela Wilson):
 - ❖ Waiyin Hatton, Chair of the Board and Chair of the Selection Panel.
 - ❖ Jacqueline Henry, Vice Chair of the Board.
 - Linda Johnston, Senior Independent Member of the Board.
 - Willie MacKie, Chair of Ayrshire College (Independent Member of the Selection Panel) - required in accordance of Paragraph 3.25 of the College Sector Board Appointments: 2014 Ministerial Guidance.
 - Shirley Gordon, Secretary to the Board.
 - Noted the membership of Abbie McGrath (new Student President) and a Student Association Vice President (as yet name unconfirmed) as the new Student Association representative Board members from 1 August 2021 until 31 July 2022.
 - Noted the membership of a new Teaching Staff representative Board member from 13 September 2021 until 12 September 2025.
 - Noted the membership of a new Support Staff representative Board member from 14 June 2021 until 13 June 2025.
- Noted that the Nominations Committee would require to make a recommendation to the Board on a new Board Vice Chair after 31 January 2022 when Jacqueline Henry left.

NM122 COMMITTEES - MEMBERSHIP AND SUCCESSION PLANNING

The Committee noted the current membership and quorum requirements of the five Board Committees along with information on the period of appointment of each of their members including the co-opted members.

Members discussed the need to ensure each Committee was populated with Board members (new and existing) who had the required skillset to drive forward the remit(s) as well as an area of interest in that field. It was particularly important to allow any new Board member time to settle into their Board and Committee membership role with induction to the wider college sector as well as WCS. That was especially the case, at the moment, when formal meetings were being held virtually.

With that in mind, members noted the Committees' membership gaps when three Board members demitted office (one in August 2021 and two in January 2022) as well as the resultant changes there would be in office bearer roles.

The Committee:

- Noted the current membership of the 5 Committees, including that of the co-opted members.
- Considered extending the period of appointment of Mark Hamilton, coopted member of the LTQ Committee, for 1 further year to 31 October

2022 and agreed that this be recommended to the Board for approval at its meeting scheduled for Monday 14 June 2021.

 Noted the membership and office bearer changes that would take place for the Board and its Committees particularly at the end of January 2022.

NM123 STRATEGIC RISK REGISTER

The Committee considered risk in relation to the activities within its remit. It was acknowledged that risk was considered by the Board and the Board Committees at each of the meetings. That meant emerging risks were quickly identified and mitigating actions agreed.

In relation to risks pertinent to its remit, the Committee discussed the turnover of Board members with regard to ensuring knowledge transfer within the Board / Committees and a staggered programme of members demitting office. The Chair explained that was the intent behind the recent realignment of Committee memberships / office bearer roles and the Secretary agreed to circulate the Board membership list showing the timetable of when members were programmed to demit office.

[ACTION - SG]

The Chair added that she considered any particular skills, expertise or experience that should be sought through the Board member recruitment process.

It was agreed that, going forward, the Committee would review the Strategic Risk Register only and not the Strategy itself (responsibility for which lay with the Audit Committee and Board).

The Committee reviewed and noted the current strategic risk register and did not propose any amendments and / or additions, or any re-phrasing, required to be made at this point.

NM124 ATTENDANCE AT BOARD AND COMMITTEE MEETINGS 2020/21

The Committee **noted** the attendance data for the Board and Committee members in 2020/21.

NM125 BOARD DEVELOPMENT ACTIVITIES REPORT 2020/21

The Committee **noted** the report on the various development and training activities that Board members had attended during session 2020/21.

NM126 ANY OTHER BUSINESS

• No other business items were raised.

WEST COLLEGE SCOTLAND NOMINATIONS COMMITTEE

MINUTE: Tuesday 25 May 2021 via Teams

Present: Waiyin Hatton (in the Chair), Graeme Bold, Jacqueline Henry, Linda Johnston,

Vanessa Thompson.

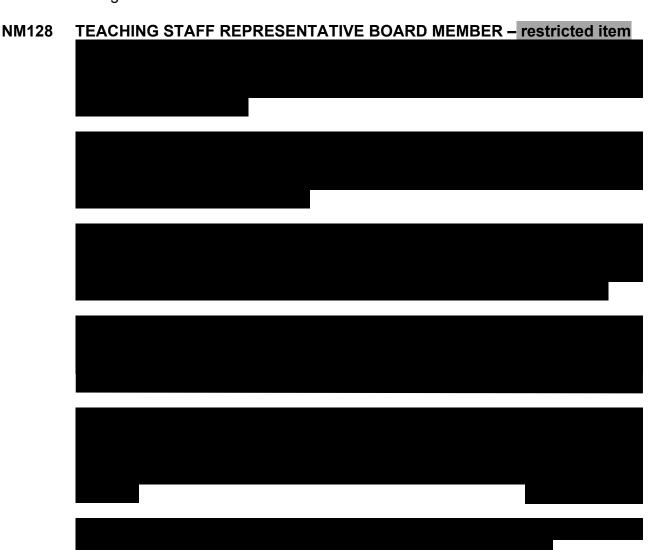
Attending: Shirley Gordon, Secretary to the Committee.

Apologies: Jim Hannigan.

NM127 DECLARATION OF INTERESTS

The following declarations of interest were recorded and **noted**:

- Waiyin Hatton: Wai Beyond, People and organisational development consultancy; Action Against Stalking; Colleges Scotland (Board member).
- Jim Hannigan: University of Strathclyde and National Manufacturing Institute Scotland (NMIS); Chair of Developing the Young Workforce (DYW) west regional Board.





NM129 ANY OTHER BUSINESS

• No other business items were raised.

Nominations Committee: Actions from the Minutes

		Responsible Person	Action Taken	Timescale (where applicable)	
25 May 2021	NM128	The Secretary to make necessary wording amendments prior to conducting future elections.	SG	COMPLETE	Wording revised prior to future TS and SS elections taking place.
" "	NM128	The Chair to email both nominees to confirm the Committee's decision.	WH	COMPLETE	WH emailed both nominees 26/5/21
11 May 2021	NM110	Recommend to the Board, at its next meeting scheduled for Monday 14 June 2021, the approach and membership for a Selection Panel to appoint 3 new Board members (Jim Hannigan, Jacqueline Henry and Angela Wilson).	WH	COMPLETE	To the 14 June 2021 Board meeting.
ee ee	NM122	Extend the period of appointment of Mark Hamilton, co- opted member of LTQ Committee, for 1 further year to 31 October 2022.	WH / SG	COMPLETE	To the 14 June 2021 Board meeting
ee ee	NM123	Secretary agreed to circulate the Board membership list showing the timetable of when members were programmed to demit office.	SG	COMPLETE	Circulated to all Noms members 11 May 2021.



Agenda Item 6

Meeting	Nominations Committee		
Date	Monday 16 May 2022		
Location	MS Teams		
Title of Paper	Committee Remit and Membership		
Presented By	Dr Waiyin Hatton, Chair of Board of		
	Management		
Recommendation to Members	Ders The Committee is asked to consider and		
	approve its remit and membership.		
Appendix Attached	Yes		
	Appendix A – remit.		
	Appendix B - membership.		

PURPOSE

The paper is presented in accordance with Paragraph 6 of the Committee's remit:

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

1. BACKGROUND

- 1.1 The Committee is asked to consider and approve the following:
 - Nominations Committee Remit
 - Nominations Committee Membership List

2. FINANCIAL IMPLICATIONS

2.1 There are no financial implications in this report.

3. STUDENT EXPERIENCE

3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

4.1 There are no human resources implications associated with this report.

5. LEGAL IMPLICATIONS

5.1 There are no legal implications in this report.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no community implications associated with this report.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this report.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this report.

RECOMMENDATION

The Board is asked to consider and approve its remit and membership.



West College Scotland

Board of Management

Nominations Committee

Statement of Purpose

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

The purpose of the Nominations Committee is 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. Membership

Category

Chair of the Board of Management

The Vice Chair of the Board of Management

The Chairs of each of the standing Committees of the Board

A minimum of 1 member of the Board of Management

One Staff Member (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 Student President

In Attendance

Secretary

The Chair and Vice Chair of the Committee will be members of the Board of Management with the Chair of the Board of Management being Chair of the Committee.

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.

Vice Chair and members appointments to the Committee will be between 3 to a maximum of 5 years, providing systematic opportunities for Committee members to serve on another Committee.

The Committee is empowered to invite other members of the Executive / Senior Management Team to attend meetings of the Committee.

3. Frequency of Meetings

The Committee will meet as required and should be at least annually.

4. Quorum

A quorum will be no less than 50% of Board members on the Committee.

5. Secretariat

The Secretary to the Board of Management.

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

The Committee will report to the Board of Management and the minutes of its meetings will be circulated to the Board for information

6. Review

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



Nominations Composition (Para 2 of the Remit) Meetings – 1 per annum

Category	Name
Chair of the Board of Management	Dr Waiyin Hatton (Chair)
The Vice Chair of the Board of	Linda Johnston
Management	
The Chairs of each of the standing	LTQ Chair – Mark Newlands
Committees of the Board	Audit Chair – Graeme Bold
	CDC Chair – John Leburn
	Remuneration – Linda Johnston
A minimum of 1 member of the Board	Fiona McKerrell (Vice Chair)
of Management	
One Staff Member (The Staff members	Mark Gillan – Teaching (14.06.23 –
will serve for 2 years each (in	13.06.25)
succession), so that both the Teaching	Douglas Bayley – Support (NOTE - SC
staff member and the Support staff	was 1.04.20 – 31.03.22 – DB took over
member will have the opportunity to join	on 14.06.21 – 13.06.23)
this committee during their period of	
membership of the Board).	
The Student President	Abbie McGrath

In Attendance	Name
Secretary	Shirley Gordon

Quorum	A quorum will be no less than 50% of
	Board members on the Committee.



Agenda Item 7

Meeting	Nominations Committee	
Date	Monday 16 May 2022	
Location	MS Teams	
Title of Paper	Board - Membership and Succession	
	Planning	
Presented By	Dr Waiyin Hatton, Chair of Board of	
	Management	
Recommendation to Members	The Committee is asked to consider and	
	approve Board membership and	
	succession planning arrangements as	
	outlined.	
Appendix Attached	Yes	
	Appendix 1 - The current membership of	
	the Board.	
	Appendix 2 - The current membership of	
	the Board noting information on the	
	period of appointment of each of the	
	Board members.	

PURPOSE

The paper is presented in accordance with Paragraphs 1a and 1b of the Committee's remit:

"1a. 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".

"1b. 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".

1. BACKGROUND

1.1 The Committee is asked to consider and approve Board membership and succession planning arrangements as outlined.

2. FINANCIAL IMPLICATIONS

2.1 There are no financial implications in this report.

3. STUDENT EXPERIENCE

3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

4.1 There are no human resources implications associated with this report.

5. LEGAL IMPLICATIONS

5.1 There are no legal implications in this report.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no community implications associated with this report.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this report.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this report.

RECOMMENDATION

The Committee is asked to:

- 1. Recommend the approach and membership for a Selection Panel to appoint **3** new Board members to the Board at its next meeting scheduled for Monday 13 June 2022.
- 2. Note the *continued* membership of Abbie McGrath (Student President) and a Student Association Vice President (as yet name unconfirmed) as the Student Association representative Board members from 1 August 2022 until 31 July 2023.

Background to Recommendation No 1:

Following approval at the 14 June 2021 Board meeting, a recruitment campaign was launched seeking new non-executive Board members. At its meeting held on 4 October 2021, the Board approved the names of 5 candidates (to replace Jim Hannigan, Jackie Henry, Angela Wilson, Nick Allan and Sabira Akram) to be submitted for Ministerial approval and that was received on 25 November 2021. The names were:

- Lynsey Joyce, Ronald Leitch, and Jane McKie be offered appointment to the Board with effect from 1 December 2021 for a period of 4 years to 30 November 2025.
- Malcolm Bennie and Daniel McMahon be offered appointment to the Board with effect from 1 February 2022 for a period of 4 years to 31 January 2026.

Jane, Ronald, and Daniel duly took up their appointments. Lynsey and Malcolm withdrew.

Since February 2022, therefore, the Board has had 2 non-executive member vacancies.

Additionally, Mark Newlands' tenure expires on 31 January 2023 (having served two consecutive periods of 4 years) and he is not, therefore, eligible for re-appointment in accordance with Paragraph 3.5 of the College Sector Board Appointments: 2014 Ministerial Guidance.

So, a recruitment process will need to be instituted to find **three** new members for the Board.

It is proposed that a Selection Panel be established and be delegated responsibility for the recruitment of the **three** new Board members. The membership of this Selection Panel would be:

- Waiyin Hatton, Chair of the Board and Chair of the Selection Panel.
- Linda Johnston, Vice Chair of the Board.
- Fiona McKerrell, Senior Independent Member of the Board.
- Mark Newlands, Chair of the Learning Teaching and Quality Committee.
- Willie Mackie Deputy Chair of Scottish Enterprise and formerly Regional Chair of Ayrshire College independent person required in accordance with Paragraph 3.25 of the College Sector Board Appointments: 2014 Ministerial Guidance.
- Shirley Gordon, Secretary to the Board.

If the Committee is satisfied with this proposal, then it is asked to recommend this approach to the Board at its next meeting scheduled for Monday 13 June 2022. The Committee may wish to

consider any particular skills, expertise or experience that should be sought through this recruitment process.

Background to Recommendation No 2:

The Students Association election 2022/23 is still ongoing but has so far concluded:

- President: **re-elected** Abbie McGrath
- Vice Presidents x 3: Still to be confirmed

As Abbie has been re-elected as President, she will continue her Board membership for the period 1.08.22 to 31.07.23.

A new Vice President will replace Paul and take up Board membership from 1 August 2022 for a period of one year to 31 July 2023.

The Committee is asked to note the continued membership of Abbie McGrath and a new Vice President as the new Students Association representative Board members from 1 August 2022 until 31 July 2023.



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

Dr Waiyin Hatton

Vice Chair (Non-Executive Member)

Linda Johnston

Principal

Elizabeth Connolly

Teaching staff - 1 elected

Mark Gillan

Non-Teaching staff - 1 elected

Douglas Bayley

Students Association - 2 elected

Abbie McGrath
Paul Sefton

Non-Executive Members

Graeme Bold

Gordon Hunt

John Leburn

Ronald Leitch

Grant Lyall

Fiona McKerrell

Jane McKie

Daniel McMahon

Mark Newlands

Vacancy

Vacancy

In Attendance

Stephanie Graham, Vice-Principal Educational Leadership Amy McDonald, Vice-Principal Operations

Shirley Gordon, Secretary to the Board



BOARD OF MANAGEMENT PERIOD OF APPOINTMENT AND MEMBERSHIP OF COMMITTEES 2021/22

Name	Status	Period of appointment	Committee (s)	Period of appointment (as Chair / Vice Chair / member from Feb 2021 Committee Restructure)
Dr Waiyin Hatton	Chair	03.03.20 - 02.03.24	Board Nominations Remuneration CDC LTQC	Chair Chair Member Ex officio Ex officio
Elizabeth Connolly	Principal	01.09.18	Board CDC LTQC Audit Remuneration	Member Member Member In attendance In attendance
Mark Gillan	Teaching Staff	4 years 13.09.21 – 12.09.25	Board LTQC Nominations *	Member Member - from Sept 2021 Member - 14.06.23 – 13.06.25
Douglas Bayley	Support Staff	4 years 14.06.21 – 13.06.25	Board CDC Nominations *	Member Member - from June 2021 Member - 14.06.21 – 13.06.23
Abbie McGrath	Student President	1 year 1.08.21 – 31.07.22	Board LTQC Nominations	Member Member – from Aug 2021 Member - from Aug 2021
Paul Sefton	Student rep	1 year 1.08.21 – 31.07.22	Board CDC	Member Member - from Aug 2021



Graeme Bold	Non-Executive	4 years	Board	Member
		1.02.21 - 31.01.25	Audit	Chair – from Feb 2021
			Nominations	Member - from Feb 2021
			Remuneration	Member - from Feb 2021
Gordon Hunt	Non-Executive	4 years	Board	Member
		1.02.21 - 31.01.25	LTQC	Member - from Feb 2021
				and VC from Aug 2021
Linda Johnston	Non-Executive	4 + 4 years	Board	Member then VC from Aug
		1.01.17 - 31.12.20		2021
		1.01.21 - 31.12.24	CDC	Member – from Feb 2021
			Nominations	Member - from Feb 2021
			Senior Independent Member	Nominee – from Feb 2021
				to July 2021
			Remuneration	Member – from Aug 2021
				then Chair from Feb 22.
John Leburn	Non-Executive	4 + 4 years	Board	Member
		1.01.17 - 31.12.20	CDC	Member - from Feb 2021
		1.01.21 - 31.12.24		then VC from Aug 21 then
				Chair from Feb 22.
			WCS Foundation	Nominee – from Feb 2021
			Nominations	Member - from Feb 2022
			Remuneration	Member - from Feb 2022
Grant Lyall	Non-Executive	4 years	Board	Member
		1.02.21 - 31.01.25	Audit	Member - from Feb 2021
				then VC from Nov 2021
Fiona McKerrell	Non-Executive	4 years	Board	Member
		1.12.19 - 30.11.23	LTQC	Member - from Feb 2021
			SIM	Nominee from Aug 2021
			Nominations	Member and VC from Nov
				2021



Mark Newlands	Non-Executive	4 +4 years	Board	Member
		1.02.15 - 31.01.19	LTQC	Vice Chair - from Feb 2021
		1.02.19 - 31.01.23		then Chair from July 2021
			Nominations	Member from Aug 21
			Remuneration	Member from Aug 21 and
				VC from Nov 2021
Jane McKie	Non-Executive	4 years	Board	Member
		1.12.21 - 30.11.25	CDC	Member from Dec 2021
			Remuneration	Member from Dec 2021
Ronald Leitch	Non-Executive	4 years	Board	Member
		1.12.21 - 30.11.25	Audit	Member from Dec 2021
Daniel McMahon	Non-Executive	4 years	Board	Member
		1.02.22 - 31.01.26	CDC	Member from Feb 22
Vacancy	Non-Executive		Board	Member
			LTQC	Member
Vacancy	Non-Executive		Board	Member
			Audit	Member



CO-OPTED MEMBERS PERIOD OF APPOINTMENT AND MEMBERSHIP OF COMMITTEES 2021/22

Name	Status	Period of appointment	Committee
Ruth Binks Co-opted		1 year	LTQ
		1.03.19 - 29.02.20	
		1.03.20 - 29.02.21	
		1.03.21 - 29.02.22	
		1.03.22 - 29.02.23	
Mark Hamilton	Co-opted	1 year	LTQ
		1.11.19 - 31.10.20	
		1.11.20 - 31.10.21	
		1.11.21 - 31.10.22	
David Mark	Co-opted	1 year	CDC
		1.03.18 - 29.02.19	
		1.03.19 - 29.02.20	
		1.03.20 - 29.02.21	
		1.03.21 - 29.02.22	
		1.03.22 - 29.02.23	

^{*}In accordance with the Nominations Committee remit, "One Staff Member (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)".



Agenda Item 8

Meeting	Nominations Committee	
Date	Monday 16 May 2022	
Location	MS Teams	
Title of Paper	Committees - Membership and Succession Planning	
Presented By	Dr Waiyin Hatton, Chair of Board of Management	
Recommendation to Members	The Committee is asked to consider and approve Committee memberships and succession planning arrangements as outlined.	
Appendix Attached Yes Appendix 1 - The current members of the Committees are noted. Appendix 2 - Co-Opted Members of Appointment and Members Committees 2022/23.		

PURPOSE

The paper is presented in accordance with Paragraphs 1c and 1d of the Committee's remit:

"1c. 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".

"1d. 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".

1. BACKGROUND

- 1.1 The Committee is asked to consider and approve Committee memberships and succession planning arrangements as outlined.
- 1.2 There are currently 5 Board Committees:
 - Corporate Development

- Audit
- Learning Teaching and Quality
- Nominations
- Remuneration
- 1.3 The membership of each of these Committees is as set out in Appendix 1. Each Board member is a member of at least 1 Committee, with some members being on 2 or more Committees. There are **16** members of the Board at the moment (as noted previously in an earlier agenda item there are currently 2 vacancies) of which **10** are non-executive members (excluding the Chair). The remits of all the Committees specify the number of members required and the quorum for each Committee. This is noted below.
- 1.4 In addition to the Board members who are members of Committees, there are **3** co-opted members who bring a range of experience and different skills to the Committees as shown in Appendix 2.

2. FINANCIAL IMPLICATIONS

2.1 There are no financial implications in this report.

3. STUDENT EXPERIENCE

3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

4.1 There are no human resources implications associated with this report.

5. LEGAL IMPLICATIONS

5.1 There are no legal implications in this report.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no community implications associated with this report.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this report.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this report.

RECOMMENDATION

The Committee is asked to:

• Note the current membership of the 5 Committees, including that of the co-opted members and to consider if any changes are required.



Board and Committee Membership Breakdown

Board Composition (Para 2.1 of the Articles of Governance) Meetings – at least 4 per annum

Category	Name
A person appointed by the Scottish	Dr Waiyin Hatton
Ministers to chair meetings of the	
Board.	
The Principal of the College.	Liz Connolly
2 members of staff: 1 elected by the	Teaching - Mark Gillan
teaching staff from among their own	Non-Teaching – Douglas Bayley
number; and 1 elected by the support	
staff from among their own number.	
2 students nominated by the Students	Abbie McGrath
Association	Paul Sefton
Up to 12 non-executive members.	Graeme Bold
	Linda Johnston (Vice Chair)
	Gordon Hunt
	John Leburn (Board rep on WCS
	Foundation)
	Grant Lyall
	Fiona McKerrell (Senior Ind Member)
	Daniel McMahon
	Mark Newlands
	Ronald Leitch
	Jane McKie
	Vacancy
	Vacancy

In Attendance	Name
Vice Principal Operations	Amy McDonald
Vice Principal Educational Leadership	Stephanie Graham
Secretary	Shirley Gordon

Directors / Senior Management Team as Required	Name
Director of Finance	Alan Ritchie
Director Organisational Development & HR	Natalie Smith
Director of Infrastructure	

Quorum	A quorum will be no less than 50% of
	Board members.



Audit Composition (Para 2 of the Remit) Meetings – 4 per annum plus 1 Joint Audit / CDC

Category	Name
A minimum of three Members of the	Graeme Bold (Chair)
Board of Management, one of whom will	Grant Lyall (Vice Chair)
Chair.	Ronald Leitch
The Committee is empowered to co-opt	
additional members, subject to approval	
by the Nominations Committee. Such	
members will normally be appointed for	
one year, will be subject to annual	
review, and may be re-appointed	
annually up to a maximum of 8 years.	

In Attendance	Name
Principal	Liz Connolly
Vice Principal Operations	Amy McDonald
Director of Finance	Alan Ritchie
Secretary	Shirley Gordon
Internal Auditor (Wylie Bisset)	Graham Gillespie
	Stephen Pringle
External Auditor (Mazars)	Lucy Nutley
	Joanne Buchanan

Quorum	A quorum will be no less than 50% of
	Board members on the Committee

Chair, Vice Chair and members appointments to the Committee will be between 3 to a maximum of 5 years, providing systematic opportunities for Committee members to serve on another Committee.

Members of the Audit, Corporate Development and Learning and Teaching Quality Committees can request to attend other Committees' meetings as observers, providing opportunities to gain more understanding of the respective Committees' issues.



Corporate Development Committee Composition (Para 2 of the Remit) Meetings – 4 per annum plus 1 Joint Audit / CDC

Category	Name
The Principal and a minimum of four	Liz Connolly, Principal
members of the Board of Management,	Linda Johnston
one of whom will Chair.	John Leburn (Chair)
	Jane McKie
	Daniel McMahon
One Staff member (non-teaching)	Douglas Bayley - Support Staff
One Student member	Paul Sefton
The Committee is empowered to co-opt	David Mark
additional members, subject to approval	
by the Nominations Committee. Such	
members will normally be appointed for	
one year, will be subject to annual	
review, and may be re-appointed	
annually up to a maximum of 8 years.	

In Attendance	Name
Vice Principal Operations	Amy McDonald
Secretary	Shirley Gordon

Directors / Senior Management Team	Name
as Required	
Director of Finance	Alan Ritchie
Director of Infrastructure	
Director of Communications, Policy &	Nathan Tyler
Planning	·
Director Organisational Development &	Natalie Smith
HR	
Internal Auditor (Wylie Bisset)	Graham Gillespie
	Stephen Pringle
External Auditor (Mazars)	Lucy Nutley
	Joanne Buchanan

Quorum	A quorum will be no less than 50% of
	Board members on the Committee.

Chair, Vice Chair and members appointments to the Committee will be between 3 to a maximum of 5 years, providing systematic opportunities for Committee members to serve on another Committee.

Members of the Audit, Corporate Development and Learning and Teaching Quality Committees can request to attend other Committees' meetings as observers, providing opportunities to gain more understanding of the respective Committees' issues.



LTQ Composition (Para 2 of the Remit) Meetings – 4 per annum

Category	Name
The Principal and a minimum of four	Liz Connolly – Principal
members of the Board of Management,	Gordon Hunt (Vice Chair)
one of whom will Chair.	Fiona McKerrell
	Mark Newlands (Chair)
	Vacancy
One Staff member (teaching)	Mark Gillan - Teaching Staff
One Student member	Abbie McGrath - Student President
The Committee is empowered to co-opt	Ruth Binks
additional members, subject to approval	Mark Hamilton
by the Nominations Committee. Such	
members will normally be appointed for	
one year, will be subject to annual	
review, and may be re-appointed	
annually up to a maximum of 8 years.	

In Attendance	Name
Vice Principal Educational Leadership	Stephanie Graham
Secretary	Shirley Gordon

Directors / Senior Management Team as Required	Name
Assistant Principal, Performance and Skills	Cathy MacNab
Assistant Principal, Student Life and Skills	lain Forster-Smith
Assistant Principal Creativity and Skills	Angela Pignatelli
Assistant Principal Technology and Skills	Rob Aitken
Assistant Principal Enterprise and Skills	Sara Rae

Quorum	A quorum will be no less than 50% of
	Board members on the Committee.

Chair, Vice Chair and members appointments to the Committee will be between 3 to a maximum of 5 years, providing systematic opportunities for Committee members to serve on another Committee.

Members of the Audit, Corporate Development and Learning and Teaching Quality Committees can request to attend other Committees' meetings as observers, providing opportunities to gain more understanding of the respective Committees' issues.



Remuneration Composition (Para 2 of the Remit) Meetings – 2 per annum

Category	Name
The Chair of the Board of Management	Dr Waiyin Hatton
The Vice Chair of the Board of	Linda Johnston (Chair)
Management	
The Chairs of each of the standing	LTQ Chair – Mark Newlands (Vice
Committees of the Board	Chair)
	Audit Chair – Graeme Bold
	CD Chair – John Leburn
	Nominations Chair – Dr Waiyin Hatton
A minimum of 1 member of the Board	Jane McKie
of Management	

In Attendance	Name
Principal	Liz Connolly
Director of Organisational Development	Natalie Smith
& HR	
Secretary	Shirley Gordon

Quorum	A quorum will be no less than 50% of
	Board members on the Committee.



Nominations Composition (Para 2 of the Remit) Meetings – 1 per annum

Category	Name
Chair of the Board of Management	Dr Waiyin Hatton (Chair)
The Vice Chair of the Board of	Linda Johnston
Management	
The Chairs of each of the standing	LTQ Chair – Mark Newlands
Committees of the Board	Audit Chair – Graeme Bold
	CDC Chair – John Leburn
	Remuneration – Linda Johnston
A minimum of 1 member of the Board	Fiona McKerrell (Vice Chair)
of Management	
One Staff Member (The Staff members	Mark Gillan – Teaching (14.06.23 –
will serve for 2 years each (in	13.06.25)
succession), so that both the Teaching	Douglas Bayley – Support (NOTE - SC
staff member and the Support staff	was 1.04.20 – 31.03.22 – DB took over
member will have the opportunity to join	on 14.06.21 – 13.06.23)
this committee during their period of	
membership of the Board).	
The Student President	Abbie McGrath

In Attendance	Name
Secretary	Shirley Gordon

Quorum	A quorum will be no less than 50% of
	Board members on the Committee.

Appendix 2 - CO-OPTED MEMBERS PERIOD OF APPOINTMENT AND MEMBERSHIP OF COMMITTEES 2021/22

The co-opted members currently are:

Name	Status	Period of appointment	Committee
Ruth Binks	Co-opted	1 year 1.03.19 - 29.02.20 1.03.20 - 29.02.21 1.03.21 - 29.02.22 1.03.22 - 29.02.23	LTQ
Mark Hamilton	Co-opted	1 year 1.11.19 – 31.10.20 1.11.20 – 31.10.21 1.11.21 – 31.10.22	LTQ
David Mark	Co-opted	1 year 1.03.18 - 29.02.19 1.03.19 - 29.02.20 1.03.20 - 29.02.21 1.03.21 - 29.02.22 1.03.22 - 29.02.23	CDC

Learning Teaching and Quality Committee – currently has 2 co-opted members:

- Ruth Binks was originally appointed for the period 1 March 2019 to 29 February 2020:
 - ❖ At the 3 February 2020 Board meeting, it was reported that the Chair had exercised a delegated action and had re-appointed Ruth as a co-opted member of the LTQ Committee until 29 February 2021. The Board duly homologated this action taken by the Chair.
 - ❖ Ruth's appointment was extended for a further year (1.03.21 − 29.02.22) following agreement at the LTQ Committee meeting held on 11 November 2020 and approved by the Board of Management meeting on 14 December 2020.
 - ❖ Ruth's appointment was extended for a further year (1.03.22 29.02.23) following agreement at the LTQ Committee meeting held on 6 October 2021 and approved by the Board of Management meeting on 13 December 2021.
- Mark Hamilton was invited to join the membership of the Learning, Teaching and Quality Committee in a co-opted position from 1 November 2019 31 October 2020:
 - ❖ Mark's appointment was extended for a further year (1.11.20 31.10.21) following agreement at the Nominations Committee meeting held on 23 June 2020 and approved by the Board of Management meeting on 5 October 2020.
 - ❖ Mark's appointment was extended for a further year (1.11.21 31.10.22) following agreement at the Nominations Committee meeting held on 11 May 2021 and approved by the Board of Management meeting on 14 June 2021.
 - ❖ Mark's appointment for a further term (1.11.22 31.10.23) will be considered by the LTQC at its Wednesday 25 May 2022 meeting and, thereafter, presented to the Board for approval at its Monday 13 June 2022 meeting.

Corporate Development Committee – currently has 1 co-opted member:

- David Mark joined the ODHR Committee in a co-opted position from 1 March 2018 29 February 2019:
 - ❖ At the 4 February 2019 Board meeting, it was reported that the Chair had exercised a delegated action and had re-appointed David as a co-opted member of the ODHR Committee until 29 February 2020. The Board duly homologated this action taken by the Chair.
 - ❖ At the 3 February 2020 Board meeting, it was reported that the Chair had exercised a delegated action and had re-appointed David as a co-opted member of the HRCD Committee (as it went on to become) until 29 February 2021. The Board duly homologated this action taken by the Chair.
 - ❖ David's appointment was extended for a further year (1.03.21 − 29.02.22) following agreement at the HRCD Committee meeting held on 4 November 2020 and approved by the Board of Management meeting on 14 December 2020.
 - ❖ David's appointment was extended for a further year (1.03.22 − 29.02.23) following agreement at the CD Committee meeting held on 23 November 2021 and approved by the Board of Management meeting on 13 December 2021.



Agenda Item 9

Meeting	Nominations Committee			
Date	Monday 16 May 2022			
Location	MS Teams			
Title of Paper	Board Member - Attendance Information 2021/22			
Presented By	Shirley Gordon, Secretary to the Board of Management			
Recommendation to Members	The Committee is invited to note the attached information.			
Appendix Attached	Yes			
	Appendix 1 – Attendance Information for all Board members.			

PURPOSE

The paper is presented in accordance with Paragraph 1f of the Committee's remit:

"1f. To review the attendance of members of the Board of Management and its standing committees and to take follow up action as appropriate".

1. BACKGROUND

1.1 The Committee is asked to consider the attendance of members of the Board of Management and its standing committees.

2. FINANCIAL IMPLICATIONS

2.1 There are no financial implications in this report.

3. STUDENT EXPERIENCE

3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

4.1 There are no human resources implications associated with this report.

5. LEGAL IMPLICATIONS

5.1 There are no legal implications in this report.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no community implications associated with this report.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this report.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this report.

RECOMMENDATION

The Committee is invited to note the attached information.



ATTENDANCE AT BOARD MEETINGS 2021/22 (Key: p = present; x = absent)

	4 Oct 21	13 Dec 21	24 Jan 22	7 Feb 22	21 Mar 22	? Jun 22	Possible	Actual
Dr Waiyin Hatton	P	P	P	P	P			
(Chair from 030320)	r			-	r		6	
L Connolly	Р	Р	Р	Р	Р		6	
N Allan <mark>resigned 310122</mark>	Р	Р	Х				3	2
F McKerrell (SIM from July 2021)	Р	Р	Р	Р	Р		6	
S Akram resigned 230821							0	0
J Hannigan <mark>ToO</mark> ended 310122	Р	Р	Х				3	2
L Johnston (VC from July 2021)	Р	Р	Р	Р	Р		6	
J Leburn (Foundation)	Р	Р	Р	Р	Х		6	
M Newlands	Р	Р	Р	Р	Р		6	
D Bayley (SS)	Р	Χ	Р	Χ	Р		6	
Mark Gillan (TS)	Р	Χ	Р	Р	Х		6	
Abbie McGrath (SAP)	Р	Р	Р	Р	Р		6	
Paul Sefton (SAVP)	P	Р	Р	Χ	X		6	
Graeme Bold	Р	Р	Р	Р	Р		6	
Gordon Hunt	Р	Р	Р	Р	Р		6	
Grant Lyall	Р	Р	Р	Р	Р		6	
Ronald Leitch 1 Dec 2021		P	Х	Р	Р		5	
Jane McKie from 1 Dec 2021		Р	Р	Р	Р		5	
Daniel McMahon from 1 Feb 2022				Р	Р		3	
Board Attendance as a %								



ATTENDANCE AT BOARD COMMITTEES 2021/22 (Key: p = present; x = absent)

AUDIT COMMITTEE

	8 Sep 21	23 Nov 21 Joint mtg	1 Dec 21	2 Mar 22	? May 22	Possible	Actual
G Bold (Chair)	P	Р	Р	P		5	
Sabira Akram (V Chair)						0	0
Grant Lyall (VC from	Р	Р	Р	P		5	
Dec 21)							
Ronald Leitch			P	P		3	
W Wong (co-opted)	Χ	Р	Р			3	2
Resigned 280222							
Committee Attendance							
as a %							

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



CORPORATE DEVELOPMENT COMMITTEE (Key: p = present; x = absent)

	14 Sept 21	23 Nov 21	23 Nov 21 Joint mtg	8 Mar 22	? June 22	Possible	Actual
L Connolly	Р	Р	Р	Р		5	
Dr Waiyin Hatton (ex	P	P		Р		4	
officio)							
Nick Allan (V Chair to						0	0
July 21 ceased being a							
CDC member July 21)							
Jim Hannigan (Chair to	P	P	P			3	3
310122)							
Linda Johnston	Р	P	P	P		5	
John Leburn (VC from	P	P	P	P		5	
Aug 21 then Chair							
from Feb 22)							
Jane McKie				P		2	
Douglas Bayley (SS)	X	X	X	P		5	
Paul Sefton (SAVP)	X	X	X	Х		5	
Daniel McMahon				Р		2	
David Mark (co-opted)	Р	Р	X	Р		5	
Committee Attendance							
as a %							



LEARNING, TEACHING AND QUALITY COMMITTEE (Key: p = present; x = absent)

-	6 Oct 21	8 Dec 21	24 Feb 22	? May 22	Possible	Actual
L Connolly	Р	Р	Р		4	
Mark Gillan (TS)	Р	X	Р		4	
Abbie McGrath (SAP)	Х	X	Р		4	
R Binks (co-opted)	Р	Р	Р		4	
M Hamilton (co-opted)	Р	X	Р		4	
F McKerrell	Р	Р	Р		4	
G Hunt (VC from July 21)	P	Р	Р		4	
M Newlands (Chair from July 2021)	Р	Р	X		4	
Dr Waiyin Hatton (ex officio)	P	Р	X		4	
Committee Attendance as a %						

NOMINATIONS COMMITTEE (Key: p = present; x = absent)

	? MAY 22	Possible	Actual
Dr Waiyin Hatton		1	
(Chair)			
G Bold (Audit)		1	
John Leburn (CDC)		1	
Mark Newlands (LTQC)		1	
L Johnston (as Board		1	
VC and RemCo Chair)			
D Bayley (SS)		1	
A McGrath (SAP)		1	
F McKerrell (VC from		1	
Dec 21)			
Committee Attendance			
as a %			



REMUNERATION COMMITTEE (Key: p = present; x = absent)

	4 OCT 21	7 FEB 22	Possible	Actual
Dr Waiyin Hatton (Board Chair and Chair of Noms)	P	P	2	2
J Hannigan (Chair to 310122)	Р		1	1
Linda Johnston (as Board VC (Chair from Feb 22)	Р	Р	2	2
John Leburn (CDC)		Р	1	1
Mark Newlands (LTQC) (VC)	Р	X	2	1
G Bold (Audit)	Р	Χ	2	1
J McKie		Р	1	1
Committee Attendance as a %			11	9 82%



Agenda Item 10

Meeting	Nominations Committee
Date	Monday 16 May 2022
Location	MS Teams
Title of Paper	Board Member - Development Activities Report 2021/22
Presented By	Shirley Gordon, Secretary to the Board of Management
Recommendation to Members	The Committee is invited to note this report and consider future development sessions.
Appendix Attached	Yes
	Appendix 1 – Board Member Development Activities 2021/22.

PURPOSE

The paper is presented in accordance with Paragraph 1e of the Committee's remit:

"1e. To develop and keep under review procedures for the induction, training, development and evaluation of Board members".

1. BACKGROUND

1.1 Provided below is a summary of the various development and training activities that Board members have attended during session 2021/22. This comprises sessions organised in-house, those organised by College Development Network (CDN) and other providers.

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

- Make topical suggestions;
- Note that other training needs may be identified through the annual review of Board members conducted by the Chair later in the session.

2. FINANCIAL IMPLICATIONS

2.1 There are no financial implications in this report.

3. STUDENT EXPERIENCE

3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

4.1 There are no human resources implications associated with this report.

5. LEGAL IMPLICATIONS

5.1 There are no legal implications in this report.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no community implications associated with this report.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this report.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this report.

RECOMMENDATION

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

BOARD MEMBER DEVELOPMENT ACTIVITIES 2021/22

Date	Event
CDN Sessions	
Various from Oct 21 to May 22	CDN - Board Member / Student Board member Induction
Various throughout	CDN "Events Round-Up" notifications circulated to all BMs throughout
the year	the year offering a wide range of courses, events, webinars and podcasts to support development.
Various throughout	CDN "Leadership Insights" email bulletin circulated to all BMs
the year	throughout the year which highlights key developments in the college sector designed for college chairs, board members, leaders and senior managers.
26 Oct 21	CDN - The Art of Strategic Questioning
2 Nov 21	CDN - Learners and Learning at the Centre, 2 November 2021
15 Dec 2021	CDN - Understanding PREVENT Responsibilities
15 Feb 2022	CDN - All You Need to Know About College Funding
8 Mar 22	CDN - College Sector Policy and Funding
2 March 2022	CDN - Cyber Security for Principals and Board Members
28 April 2022	CDN - Leadership and Governance Summit
Application	CDN in partnership with ACOSVO - Committee and Board Exchange
deadline 6 May	Programme – Free opportunity for college committee and board Chairs
2022	and Vice Chairs - provides a flexible framework pairing individual Chairs
	or Vice-Chairs of boards and committees across the public and third
	sectors to share knowledge and best practice, reflect on governance
	issues and challenges, develop new networks and areas for
	collaboration, and much more.
College Inhouse Stra	
28 February 2022	Commercial / Income Generation - session with Board Members and Executive
15 March 2022 -	Risk Management - session with Board Members and Executive
reshed to 21 June 2022	
9 May 2022	Digital Strategy – session with Board Members and Executive
11 May 2022 - reshed to October 2022	Holyrood Reception to showcase College courses / provision.
	Performance Management - session with Board Members and
reshed to 21 June 2022	Executive
TBC	Sustainability agenda in the College – session with Board Members and Executive
 Tuesday 19 April at 2pm – 4pm, Clydebank 	Campus Tours x 3
Campus. • Wednesday 20	
April at 2pm -	
4pm, Paisley	
Campus. reshed	
TBC (due to strike action).	

 Thursday 21 April at 2pm – 4pm, Greenock Campus. 	
	sion on Board Effectiveness and Development Plan
25 April 2022	Board Internal Effectiveness Review and Board Development Action Plan Session
Standards Commissi	ion Session
22 March 2022	Standards Commission workshop for college boards, in partnership with CDN, on the revised Model Code of Conduct.