

## **NOMINATIONS COMMITTEE**

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A meeting of the Nominations Committee will be held on Thursday 11 April at 4.30pm in the offices of Anderson Strathern, George House, 50 George Square, Glasgow G2 1EH

### **A G E N D A**

- |              |                           |          |
|--------------|---------------------------|----------|
| <b>19.01</b> | Welcome and Apologies     | D Newall |
| <b>19.02</b> | Declarations of Interests | D Newall |

#### **Minute of the Previous Meeting**

- |              |                                |            |
|--------------|--------------------------------|------------|
| <b>19.03</b> | Draft Minute – 7 February 2018 | P D Newall |
|--------------|--------------------------------|------------|

#### **PRESENTATION – TANYA CASTELL, CEO, CHANGING THE CHEMISTRY**

#### **Items for Discussion**

- |              |   |            |
|--------------|---|------------|
| <b>18.04</b> | Board Membership – Vacancies, Recruitment and Extension of Term | P G Murray |
|--------------|---|------------|

#### **Continual Improvement**

- |              |  |          |
|--------------|--|----------|
| <b>19.05</b> | Review of Papers                               | D Newall |
| <b>19.06</b> | Any Other Business                             | D Newall |
| <b>19.07</b> | Equalities Impact Assessment on Decisions Made | D Newall |

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**NOMINATIONS COMMITTEE MEETING**

Date of Meeting	11 APRIL 2019
Paper Title	BOARD MEMBERSHIP – VACANCIES, RECRUITMENT AND EXTENSION OF TERM
Agenda Item	19.04
Responsible Officer	GILLIAN MURRAY, CLERK TO THE BOARD
Status	DISCLOSABLE
Action	FOR NOTING

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**1. REPORT PURPOSE**

The Paper outlines the current Membership of the Board and invites the Committee to consider current and future vacancies with a view to opening recruitment and considering the re-appointment of existing members.

**2. RECOMMENDATION**

1. To consider the tenure of existing members with a view to taking steps to extend their period of appointment
2. To open recruitment with a view to filling the three current vacancies and engaging the services of Changing the Chemistry for part of that process.

**3 BACKGROUND**

**3.1 Extension of Period of Appointment**

The Nominations Committee met on 21<sup>st</sup> February 2018 and considered the internal process for extending the period of appointment of members recognising this was subject to the approval of GCRB.

At the meeting on 21<sup>st</sup> February 2018, the following Process was agreed and minuted

1. A discussion between the Chair and individual member whose tenure is ending. This conversation will ascertain if the individual wishes to continue for a further term in office, and, if so, what would be the preferred period of reappointment.
2. An overview is taken to evaluate the individual's contribution in terms of performance, contribution, attendance and this information is shared with the Nominations Committee
3. The Committee looks at evaluation, skills mix and diversity and comes to a decision based on the evidence presented whether it is in the best

interests of GCC to recommend to GCRB an offer of re-appointment for a period up to four years.

A copy of the Board of Management Membership is attached. There are three Board Members whose terms of office will end on 31 July 2019. In addition, there are a further three members, plus the Chair, whose term of office will end on 31 July 2020. This information is relevant to enable you to consider the longer term continuity of board membership.

The Chair of the Board has commenced the Extension of Period of Appointment Process ("the Process"), as previously agreed by this Committee. Step one of the Process has been followed and the Chair has ascertained the intention of the three candidates whose term will end this year.

The Chair will provide a verbal overview as required under Step Two of the Process.

Copies of Attendance Patterns, Skills Mix of the Board and Gender Information are all attached to enable the Committee to make a decision under Step Three of the Process.

Once internal processes are satisfied, a recommendation will be made to GCRB.

### 3.2 **Board Vacancies**

The Board currently has three vacancies. At the last meeting of the Nominations Committee the skills mix of the Board was considered with gaps being identified and certain areas being prioritised. It was agreed that Priority 1 for skills was Estates and property / asset management and priority 2 was community and regeneration.

The Committee should look again at the skills mix in light of any changes to the membership following from the end of term / re-appointment of the three aforementioned Board Members, as well as the resignation of C Davidson. The Committee should also consider ascertaining the intentions of the further three board members whose term of office will end next summer (i.e. invoking Stage One of the Process) in order to identify further potential skill gaps.

There are a number of considerations which the Committee should take account of in preparation for the recruitment process, including, but not exclusively:

- The current and future skills mix of the Board
- Potential loss off knowledge base
- Future strategic needs of the Board
- Gender balance
- Diversity

At its last meeting, this Committee recognised that further work could be done to increase the diversity of the Board Membership. The Board Membership should have diverse skills, knowledge and experience which taken together reflects the current and future needs of the board and which supports it to meet its responsibilities for effective governance. Following on from the presentation by Tanya Castell, the Committee may wish to consider engaging the services of Changing the Chemistry to assist in the recruitment process.

The Committee should note that the final decision on appointments will be made by GCRB.

#### **4 RISK ANALYSIS**

There is a risk of a failure to recruit and retain an appropriately experienced Board of Management.

#### **5 LEGAL IMPLICATIONS**

An assigned incorporated College must have between 13 and 18 members. At present, Glasgow Clyde College has 15 members. A failure to re-appoint / recruit would leave the Board of Management in breach of its statutory duties.

#### **6 FINANCIAL IMPLICATIONS**

There will be financial implications in engaging the services of Changing the Chemistry – a price list is attached.

#### **7 REGIONAL OUTCOME AGREEMENT IMPLICATIONS**

N/A

#### **8 HAS AN EQUALITY IMPACT ASSESSMENT BEEN CARRIED OUT**

N/A

## April 2019 Board Membership

<b>Non Execs (13 positions, 3 vacancies)</b>								
	2015	2016	2017	2018	2019	2020	2021	2022
David Newall	App'd	Chair				14 Jul 20		
Sandra Heidinger	App'd	App'd				31 Jul 20		
Gordon McGuinness	App'd	App'd				31 Jul 20		
David Watt		App'd				31 Jul 20		
Robert Fraser			App'd			31 Jul 20		
Keith Rosser		App'd		Extend				30 Jun 22
Mary Docherty		App'd			31 Jul 19			
Fiona Godsman		App'd			31 Jul 19			
Graeme Whiteford		App'd			31 Jul 19			
Michael Payne			App'd				18 Dec 21	
<b>Student Members (2 positions, 0 vacancies)</b>								
Karolina Gasiorowska					31 Aug 19			
Fiona Robinson					31 Aug 19			
<b>Staff Members (2 positions, 0 vacancies)</b>								
Stephen Henson	App'd				7 Sep 19			
Clare Walker	App'd				26 Nov 19			
<b>Principal</b>								
Jon Vincent								

18 Positions, 3 Vacancies

(An assigned, incorporated College Board must have between 7 and 12 non-executive board members, excl Chair.)

## **Attendance Patterns**

2016/17

Board Member	No. of Meetings (Possible)	No. of Meetings (Actual)	Attendance (%)
Fiona Godsman	8	8	100
Graeme Whiteford	8	7	88
Mary Docherty	8	8	100

2017/18

Board Member	No. of Meetings (Possible)	No. of Meetings (Actual)	Attendance (%)
Fiona Godsman	9	8	89
Graeme Whiteford	9	8	89
Mary Docherty	8	8	100

2018/19

Board Member	No. of Meetings (Possible)	No. of Meetings (Actual)	Attendance (%)
Fiona Godsman	6	4	67
Graeme Whiteford	6	5	83
Mary Docherty	6	4	67

## Board Skills Matrix

Apr-19

	DN	SH	GMcG	DW	FG	MD	GW	KR	RF	MP
Governance	Green	Green	Amber	Green	Amber	Green	Amber	Green	Amber	Amber
Strategic Planning	Green	Green	Green	Green	Green	Green	Amber	Green	Green	Amber
Leadership	Green	Green	Green	Green	Green	Green	Amber	Green	Amber	Green
Change Management	Amber	Green	Amber	Pink	Amber	Green	Amber	Amber	Green	Amber
Finance & Accountancy	Green	Pink	Pink	Green	Pink	Pink	Pink	Green	Green	Green
Risk Management / Audit	Green	Amber	Pink	Green	Pink	Amber	Pink	Green	Green	Green
Legal	Amber	Amber	Pink	Amber	Pink	Pink	Pink	Amber	Pink	Pink
ICT / Digital Transformation	Pink	Pink	Amber	Pink	Amber	Amber	Pink	Pink	Amber	Pink
Estates / Property	Amber	Pink	Pink	Pink	Pink	Pink	Pink	Amber	Amber	Pink
Lobbying / Influencing	Amber	Amber	Green	Pink	Green	Green	Pink	Amber	Pink	Amber
Marketing / PR	Pink	Amber	Amber	Pink	Green	Amber	Pink	Pink	Pink	Pink
HR / Organisational Development	Amber	Green	Amber	Pink	Amber	Green	Green	Amber	Pink	Amber
Senior Management experience	Green	Green	Green	Green	Green	Green	Amber	Green	Green	Green
Education	Pink	Green	Amber	Amber	Green	Green	Amber	Pink	Green	Green
Community / Regeneration	Pink	Pink	Green	Pink	Pink	Amber	Pink	Pink	Pink	Pink
Business Development / Commercial	Pink	Pink	Green	Amber	Green	Pink	Green	Green	Green	Amber

### Key:

DN	David Newall	Red/pink	Low or not answered
SH	Sandra Heidinger	Amber	Medium
GMcG	Gordon McGuinness	Green	High
DW	David Watt		
FG	Fiona Godsman		
MD	Mary Docherty		
GW	Graeme Whiteford		
KR	Keith Rosser		
RF	Robert Fraser		
MP	Michael Payne		

## Glasgow Clyde College

### Board of Management Gender Representation

April 2019

#### Elected members

Student members

Female 2

Male 0

#### Staff members

Female 1

Male 1

#### Non-exec members

Female 3

Male 7

#### Exec member

Female 0

Male 1

Total members 15

Total Female 6

Total Male 9

#### Whole Board Gender Split

40/60 female / male

#### Non Exec Gender Split

30/70 female / male



**GLASGOW CLYDE COLLEGE GOVERNANCE STRUCTURE 2019**

**GLASGOW CLYDE COLLEGE  
BOARD OF MANAGEMENT**

**Audit  
Committee  
(5 Members)**

**Finance &  
Resources  
Committee  
(6 Members)**

**Learning &  
Teaching  
Committee  
(6 Members)**

**Nominations  
Committee  
(5 Members)**

**Organisational  
Development  
Committee  
(6 Members)**

**Remuneration  
Committee  
(5 Members)**

**David Watt  
(Chair)**

**VACANCY**  
Keith Rosser  
Michael Payne  
  
Clare Walker  
Fiona Robinson

**Advisors in  
Attendance**  
Principal  
VP - Resources and  
College Development  
AP - Finance &  
Infrastructure

**Robert Fraser  
(Chair)**

**VACANCY**  
David Newall  
  
Principal  
Stephen Henson  
Karolina Gasiorowska

**Advisors in  
Attendance**  
VP - Resources and  
College Development  
AP - Finance &  
Infrastructure

**Gordon McGuinness  
(Chair)**

**VACANCY**  
Fiona Godsman  
  
Principal  
Karolina Gasiorowska  
Stephen Henson

**Advisors in Attendance**  
VP - Curriculum and  
External Relations  
AP -Quality and  
Performance

**David Newall  
(Chair)**

**VACANCY**  
Fiona Godsman  
Keith Rosser  
Graeme Whiteford

**Advisors on  
Attendance**  
AP Human  
Resources  
Clerk to the Board

**Sandra Heidinger  
(Chair)**

Mary Docherty  
Graeme Whiteford  
  
Principal  
Clare Walker  
Fiona Robinson

**Advisors in  
Attendance**  
VP – Resources &  
College Development  
AP Human Resources  
Head of HR

**S Heidinger  
(Chair)**

D Newall  
G McGuinness  
D Watt  
R Fraser

**Advisor in  
Attendance**  
Principal  
AP Human  
Resources  
Head of HR