

## **NOMINATIONS COMMITTEE**

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A meeting of the Nominations Committee will be held on Thursday 20 February 2020 at 9.30am in the offices of Scottish Institute for Enterprise, 113 West Regent St, G2 2RU

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

<b>20.01</b>	Welcome and Apologies		D Newall
<b>20.02</b>	Declarations of Interests		D Newall
<b>20.03</b>	Draft Minute – 11 April 2019	P	D Newall
<b>20.04</b>	Matters Arising		
<b>20.05</b>	Board Membership – Terms of Office ending in July 2020	P	D Newall/F Godsman
<b>20.06</b>	Committee Memberships and Succession Planning	P	D Newall/ Clerk
<b>20.07</b>	Glasgow Clyde Educational Foundation	P	D Newall
<b>20.08</b>	Any Other Business		D Newall
<b>20.09</b>	Equalities Impact Assessment on Decisions Made		D Newall

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**NOMINATIONS COMMITTEE**

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Date of Meeting	20 February 2020
Paper Title	Terms of Office ending in July 2020
Agenda Item	20.05
Responsible Officer	Clerk
Status	Disclosable
Action	For Discussion

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**1 REPORT PURPOSE**

This paper updates the position regarding Board members whose terms of office expire in July 2020. Appendix 1 contains details of Board members' tenure.

**2 RECOMMENDATIONS**

Nominations Committee is asked:

.1 to consider whether, and in what terms, to recommend a second term of office for four members of the Board (all Committee Chairs) whose current terms expire in July 2020.

.2 to note that the current term of office of the Chair of the Board of Management will expire in July 2020, and - in the Chair's absence - to consider what action to take in this regard.

**3 BACKGROUND AND COMMENTARY**

**3.1 Committee Chairs**

At its meeting on 11 April (minute 19.04) Nominations Committee noted that the terms of office of the following Board members would expire in July 2020:

Robert Fraser, Chair of Finance & Resources Committee  
 Sandra Heidinger, Vice-Chair and Chair of OD Committee  
 Gordon McGuinness, Chair of Learning & Teaching Committee  
 David Watt, Chair of Audit Committee

It was agreed that the Chair of the Board would initiate the process of extending the terms of office of these Board members by discussing with them whether, if invited, they would be willing to continue for a second term.

The Chair met with each of the four members in August 2019 as part of his annual one-to-one meetings with Board members. Each member stated that s/he would be happy to continue as a Board member if invited.

In each case, the Chair also raised the issue of succession planning. Nominations Committee had noted this as an important point, given the risk associated with potentially losing several Chairs at the same time. It was agreed with each of the four chairs that, should s/he continue for a second term as a committee chair, it would be wise, before the end of that second term, to have transferred the role of committee chair to a successor.

In the light of the above, and of an oral report on members' performance which will be provided by the Chair on 20 February, Nominations Committee is asked:

1. To consider whether to recommend to the Board that each of the four members be invited to continue for a second term.
2. If so, to consider, in each case, whether the Board member should be invited to continue as Chair of the relevant committee.
3. Where a second term of office is proposed, to consider the appropriate length of the extension. There may be some merit in staggering the periods of office to mitigate the risk of losing several experienced Board members at the same time.

### **3.2 Chair of the Board of Management**

*The Chair will not be present for this item. The Vice-Chair of Nominations Committee will chair the discussion.*

On 11 April, Nominations Committee noted that the Chair's current term of office ends in July 2020. The extension of the Chair's term has been raised with GCRB and the Clerk is awaiting some further information as to process and timelines. The Board's Senior Independent Member will be contacting Board Members to seek their views on the Chair's performance which will form part of the considerations.

## **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 has 16 members. Failure to re-appoint / recruit would leave the Board of Management in breach of its statutory duties.

## **6 FINANCIAL IMPLICATIONS**

None. Each of these positions is unremunerated. The Scottish Government has announced its intention to introduce remuneration for assigned college chairs. However, that reform requires new legislation, which is not expected in the foreseeable future.

## **7 REGIONAL OUTCOME AGREEMENT IMPLICATIONS**

Not applicable.

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

Not applicable.

**Appendix 1**

**Tenure of Board Membership**

<b>Name</b>	<b>Position</b>	<b>Start date</b>	<b>Re-appoint</b>	<b>End date</b>
David Newall	Chair, Chair of Nominations Committee	08-Oct-15	Chair from 15 July 2016	14-Jul-20
Robert Fraser	Chair of Finance & Resources Committee	22-Mar-17		31-Jul-20
Sandra Heidinger	Chair of Organisational Development, Chair of Remuneration Committee	08-Oct-15	01-Aug-16	31-Jul-20
Gordon McGuinness	Chair of Learning & Teaching	08-Oct-15	01-Aug-16	31-Jul-20
David Watt	Chair of Audit	29-Aug-16		31-Jul-20
Jon Vincent	Principal	n/a		n/a
Clare Walker	Support Staff Rep	08-Sep-15		Sep-23
Stephen Henson	Teaching Staff Rep	27-Nov-15	26 Nov-19	26-Nov-23
Mary Docherty	Board Member	01-Aug-16	1-Aug-19	31-Jul-23
Fiona Godsman	Board Member	01-Aug-16	1-Aug-19	31-Jul-23
Keith Rosser	Board Member	29-Aug-16	1-Aug-18	30-Jun-22
Michael Payne	Board Member	19-Dec-17		18-Dec-21
Runa McNamara	Board Member	7-Nov-19		6-Nov-23
Alan O'Donnell	Board Member	7-Nov-19		6-Nov-23
Aranka Szilassy	Student President	1-Aug-19		31-Jul-20
Sissa Rasmussen	Student Vice-President	1-Aug-19		31-Jul-20



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## NOMINATIONS COMMITTEE

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Date of Meeting	20 February 2020
Paper Title	Committee Memberships and Succession Planning
Agenda Item	20.06
Responsible Officer	Clerk
Status	Disclosable
Action	For Discussion

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### 1 REPORT PURPOSE

This paper provides information on current committee membership with a view to considering how to fill current vacancies and how to provide for succession planning.

### 2 RECOMMENDATIONS

Nominations Committee is asked:

.1 to consider how best to address the current vacancy on Finance & Resources Committee.

.2 to consider how to fill the two current vacancies on Nominations Committee.

.3 to discuss succession planning for the Chairs of each Committee.

### 3 BACKGROUND AND COMMENTARY

#### 3.1 Committee Membership

The attached paper at Appendix 1 shows the current membership of each Committee of the Board of Management. A vacancy on Learning & Teaching Committee has recently been filled with the appointment of Runa McNamara. There are now two vacancies on Nominations Committee, following the

resignations of Carolyn Davidson and Graeme Whiteford. There is also a continuing longstanding vacancy on Finance & Resources Committee.

### **3.2 Finance & Resources Committee**

When the College recently advertised for new Board members, it flagged the fact that there is a vacancy on Finance & Resources Committee. This is an important gap because, ideally, the College would recruit an experienced finance professional who would be able in time to be the next Chair of the Committee. In the event, there were no applicants who were felt to be suitable for this role.

Is Nominations Committee content to address this vacancy by advertising afresh for a new member of the Board, with a view specifically to attracting a suitably experienced finance professional? The Board should have a maximum of 18 members, and there are currently just 16 members, so there is the opportunity to recruit an additional member.

### **3.3 Nominations Committee**

There are now two vacancies on Nominations Committee, which the Committee should consider how to fill. Should the Chair approach individuals to ask if they would be interested? Or should there be a general message to all Board members, inviting expressions of interest?

### **3.4 Succession Planning**

It would be helpful if the Committee could discuss succession planning. A particular area of concern is to have members of the Board who will be in a position to succeed current Committee chairs.

## **4 RISK ANALYSIS**

There is a risk of a failure to recruit and retain appropriate expertise on Committees of the Board.



**5 LEGAL IMPLICATIONS**

No specific legal implications.

**6 FINANCIAL IMPLICATIONS**

None

**7 REGIONAL OUTCOME AGREEMENT IMPLICATIONS**

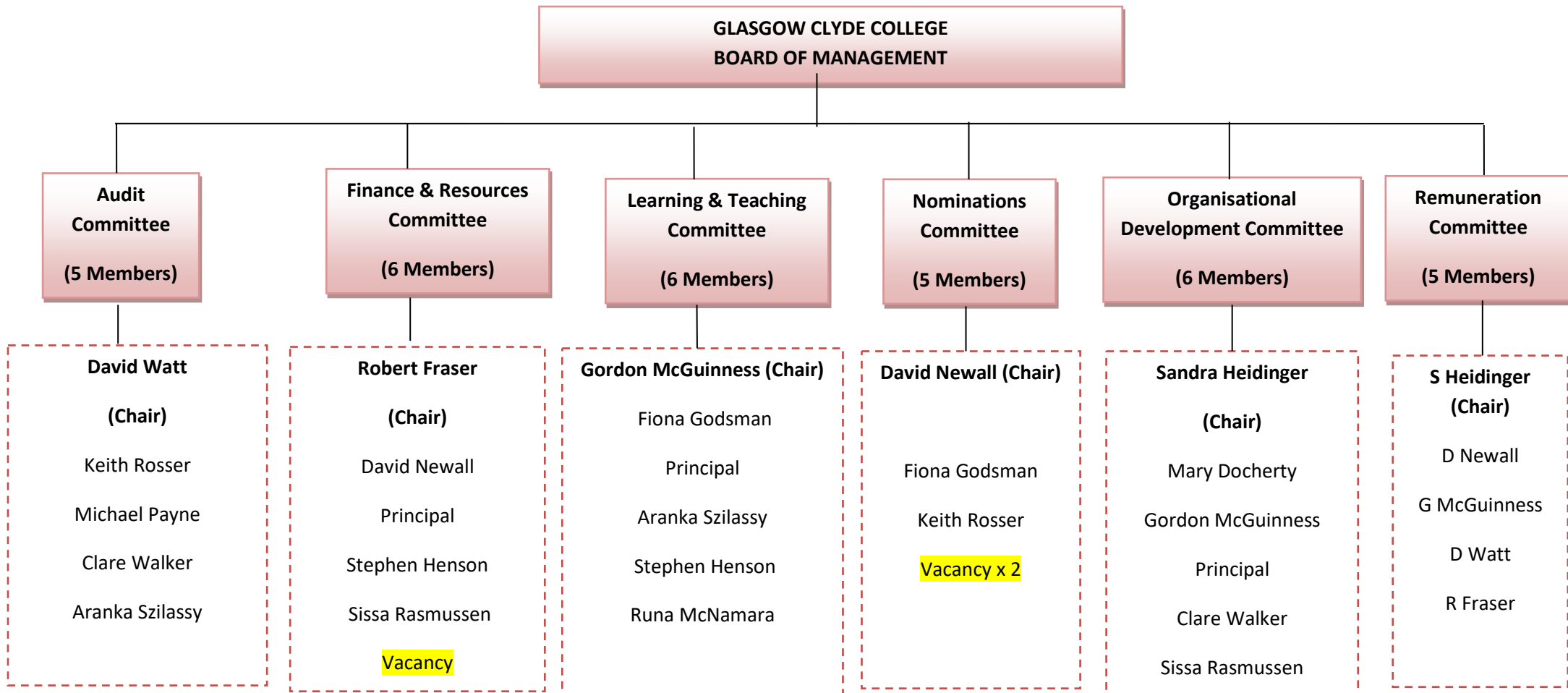
None

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

Not applicable.

**PAPER 20.6**

**APPENDIX 1**



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## **NOMINATIONS COMMITTEE**

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Date of Meeting	20 February 2020
Paper Title	Glasgow Clyde Educational Foundation
Agenda Item	20.07
Responsible Officer	Clerk
Status	Disclosable
Action	For Discussion

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### **1 REPORT PURPOSE**

This paper suggests a protocol for identifying who should serve as College appointed members of the Glasgow Clyde Educational Foundation.

### **2 RECOMMENDATIONS**

Nominations Committee is asked to review the draft protocol below, with a view to its being recommended to the Board of Management.

### **3 BACKGROUND AND COMMENTARY**

#### **3.1 Recent discussions**

In September 2019, the Director of GCEF, Pauline Radcliffe, contacted the Chair of the Board of Management regarding College appointed Trustees on the Board of GCEF. She noted that the two current College-appointed Trustees, Fiona Godsman and Keith Rosser, had each now served for 3 years.

Independent GCEF Trustees are appointed for a term of 3 years, and may be reappointed for a second term. In the case of the two College appointed Trustees, no such term of office has been specified.

The Director's message highlighted a need for the College to consider the protocol governing its future appointment of Trustees to GCEF. In the absence of such a protocol, the two current Trustees kindly agreed to continue in that role through 2019/20.

### **3.2 Draft protocol**

The following is a draft protocol for recommendation to the Board of Management.

1. College appointed GCEF Trustees will normally be appointed for a period of 3 years, and may be appointed for a second term, up to a maximum total period of 6 years.
2. When a Trustee's term of office is nearing conclusion, the Clerk to the Board will invite applications from Board members who would like to serve on the Board of GCEF. Members should explain why they are interested in this role and what skills and experience they would bring to it. Current GCEF Trustees will be eligible to seek reappointment, subject to their service on GCEF not exceeding 6-years.
3. Applications will be considered by Nominations Committee. Where more than one has been received, the Committee will meet with each applicant before making a recommendation to the Board of Management.
4. The new/continuing appointment will be made upon approval of the Committee's recommendation by the Board of Management.

### **4 RISK ANALYSIS**

There is a risk that, without a formal protocol, there is a lack of openness and clarity regarding the College's appointment process.

### **5 LEGAL IMPLICATIONS**

None.

### **6 FINANCIAL IMPLICATIONS**

None.

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

Not applicable.

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

Not applicable.

