

Search and Nominations Committee, Extra-Ordinary Meeting, 2023-2024

Wed 7 February 2024, 16:45 - 18:15

Attendees

Chair

- David Sandison (Interim Chair of the Board of Management, Interim Chair of Search and Nominations Committee, Absent: 10, 11, 12)
- Graeme Howell (Senior Independent Member)

Prescribed Board Members

- Souter Gary (Regional Student Director)
- Lauren Doughton (Interim Chair of Audit Committee, Absent: 13, 14, 15, 16, 17)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)

Other Board Members

- John Goodlad (Independent Director)
- Simon Clarke (Teaching Staff Director)

Ex-Officio and Management Team Member

- Jane Lewis (Principal - Shetland UHI)

Staff In Attendance

- Matt Sierocinski King (Board Secretary)

Meeting minutes

Opening Administration

1. Welcome, Apologies, Announcements

Mr Sandison (Interim Chair of the Board of Management) welcomed everyone to the meeting.

Apologies were noted from Dr Goodlad (Independent Director).

The meeting started 15 minutes later than planned due to the fact that the Quarter 3 meeting of Human Resources and Remuneration Committee, had overrun.

2. *Terms of Reference

Noted: The Committee noted the Terms of Reference.

Action: Mx Sierocinski King (Board Secretary) shall delete "Sue Beer" from the Terms of Reference and replace with "Gary Souter."

3. Declarations of Interest

No declarations of interest were made.

4. Minutes of the Previous Meeting

Mr Sandison (Interim Chair of the Board of Management) asked members of the Committee to review the Non-Confidential minutes of the previous meeting for matters of accuracy. The Interim Chair of the Board of Management also asked members of the Committee to review the Confidential minutes of the previous meeting for matters of accuracy.

Decision: The Committee approved the Non-Confidential minutes as a true and accurate record of the previous meeting.

Decision: The Committee approved the Confidential minutes as a true and accurate record of the previous meeting.

5. Matters Arising

With the exception of the list below, the Committee received confirmation that all other actions from the previous meeting were either complete or on the agenda for this meeting.

Action: The Board Secretary shall work on changes to the Articles of Association ahead of the next planned meeting of Search and Nominations Committee.

Action: The Board Secretary shall incorporate the recommendation into the work on changes to the Articles of Association.

Action: After more Independent Directors are appointed to the Board of Management, the Board Secretary shall add this agenda item to the next meeting of Search and Nominations Committee thereafter.

Action: Search and Nominations Committee shall review which Director holds the position of Senior Independent Member once the role of Vice-Chair of the Board of Management is fulfilled.

2023-2024 Independent Director Recruitment

6. Seafood Shetland Nomination Update

Mr Sandison (Interim Chair of the Board of Management) updated the Committee on the progress of the recruitment of a Seafood Nominee by confirming that he had had conversations with Ruth Henderson and Mx Sierocinski King (Board Secretary) on who can be appointed to the role.

The Committee discussed the possible removal of the Seafood member requirement to the Board of Management from the Articles of Association. The Board Secretary gave context to the role of other colleges in Scotland and stipulations on their boards. The Committee discussed the loosening of the Seafood member stipulation.

Action: The Interim Chair of the Board of Management is to continue the recruitment efforts, along with Mr Goodlad (Independent Director).

Action: The Interim Chair of the Board of Management is to discuss the matter further with the Board Secretary

Doctor Doughton (Interim Chair of Audit Committee) joined the meeting at the end of this agenda item.

8. Independent Director Recruitment

Mx Sierocinski King (Board Secretary) introduced the paper, and spoke to the open ended deadline amendment. The Board Secretary asked the Committee to approve the repeat of advertisement on island, off island, and engagement with networks amongst the members of the Board of Management. Professor Lewis (Principal) spoke to these ideas, including a video, and an employers forum where a stall for recruitment to the Board of Management could be included.

The Committee discussed the monitoring of engagement by members of the Board of Management in recruitment for new Independent Directors.

Action: Mr Sandison (Interim Chair of the Board of Management) is to discuss with Mrs MacGregor (Vice Principal Operations) and Ms Miller (Comms, Marketing, and Student Engagement Officer) on doing a tick tock video for recruitment of Independent Directors to the Board of Management.

Decision: The Committee approved the suggestions for actions made by the Board Secretary.

Action: The Board Secretary is to engage with members of the Board of Management on their recruitment activities.

Action: The Senior Management Team shall arranged for an Employers Forum to be held where recruitment for Independent Directors can also be included as part of the forum.

Action: The Board of Management shall hold a conversation on the topic of Independent Director recruitment to the Board of Management the Board workshop on 17th February 2024.

Action: UHI Shetland Staff are to be asked to share advertisements of recruitment of Independent Directors to the Board of Management in order to enhance the recruitment of Independent Directors to the Board of Management.

Action: The Principal is to make moves to engage with the alumni network in order to enhance the recruitment of Independent Directors to the Board of Management.

9. Chair of the Board of Management Recruitment

Mx Sierocinski King (Board Secretary) updated the Committee on the lack of recruitment for the role of Chair of the Board of Management.

The Committee discussed the following:

1. action at UHI EO level,
2. looking internally with remaining Independent Directors of the Board of Management,
3. the context of this recruitment alongside the moving parts of the development of the UHI partnership,
4. the use of external recruiters for the role.
5. recruiting an Independent Director who was also a UHI Court member.
6. ideas under the banner of 'what's best for Shetland' with concerns about how long it could take to get there.
7. the upcoming Dynamic Earth event to be held at the Scalloway Campus, and having a stand for the purposes of recruitment of a Chair of the Board of Management.

Action: UHI Shetland to request a Independent Director who is a member of Court.

Action: Members of the Board of Management are to staff a stand at the Dynamic Earth event to recruit Independent Directors to the Board of Management and a Chair of the Board of Management.

Appointment to Roles of the Board of Management

10. Vice-Chair of the Board of Management

Mr Sandison (Interim Chair of the Board of Management) dropped out of the meeting due to a technical error, Mr Howell (Senior Independent Member) took over the role of Chair for the meeting.

The Committee discussed the vacancy of the role of Vice-Chair of the Board of Management.

Recommendation: The Committee decided to recommend to the Board of Management that Mr Howell (Senior Independent Member), serve as Interim Vice-Chair of the Board of Management.

11. Chair of Audit Committee

Doctor Doughton (Interim Chair of Audit Committee) updated the Committee that recruitment for the role of Chair of Audit Committee, remained ongoing.

12. Chair of Finance and General Purposes Committee

The Committee discussed the current vacancy of the role of Chair of Finance and General Purposes Committee.

Recommendation: The Committee decided to recommend to the Board of Management that Mr Howell (Senior Independent Member), serve as Interim Chair Finance and General Purposes Committee.

13. Chair of Human Resources and Remuneration Committee

Mr Sandison (Interim Chair of the Board of Management) returned to the meeting and resumed the role of Chair for the remainder of the meeting.

The Interim Chair of the Board of Management updated on the recruitment of the role of Chair of Human Resources and Remuneration Committee, and confirmed it remained ongoing. He raised the matter of moving Human Resource matters to be undertaken by Finance and General Purposes Committee, with Remuneration matters being retained by this Committee. The Committee discussed the matter, with points raised by Professor Lewis (Principal) and Mx Sierocinski King (Board Secretary) on the matters of operation, governance, and an increased frequency of Finance and General Purposes Committee meetings.

Dr Doughton (Interim Chair of Audit Committee) left the meeting during this agenda item.

Recommendation: The Committee decided to recommend to the Board of Management that Mr Sandison (Interim Chair of the Board of Management), serve as Interim Chair of Human Resources and Remuneration Committee.

Committee Compositions

14. Skills Audit Results

Mx Sierocinski King (Board Secretary) outlined the results of the Skills Audit, as completed, and highlighted Mr Massey's Committee assignation preferences.

Final Matters

16. Any Other Business

There was no additional business.

17. Date of Next Meeting

The date of the next meeting is either, when the Committee is required to meet to manage any recruitment, or 15th May 2024, which ever is earlier.

Agenda Item	Recommendation	To whom	Progress
10	Mr Howell (Senior Independent Member), serve as Interim Vice-Chair of the Board of Management.	Board of Management	Complete
12	Mr Howell (Senior Independent Member), serve as Interim Chair Finance and General Purposes Committee.	Board of Management	Complete
13	Mr Sandison (Interim Chair of the Board of Management), serve as Interim Chair of Human Resources and Remuneration Committee.	Board of Management	Complete

Agenda Item	Action	Responsible	Progress
2	Delete "Sue Beer" from the Terms of Reference and replace with "Gary Souter."	Mx Sierocinski King (Board Secretary)	Complete
5	Work on changes to the Articles of Association ahead of the next planned meeting of Search and Nominations Committee.	Board Secretary	Ongoing
5	Incorporate the recommendation into the work on changes to the Articles of Association.	Board Secretary	Ongoing
5	After more Independent Directors are appointed to the Board of Management, the Board Secretary shall add this agenda item to the next meeting of Search and Nominations Committee thereafter.	Board Secretary	Ongoing
5	Review which Director holds the position of Senior Independent Member once the role of Vice-Chair of the Board of Management is fulfilled.	Search and Nominations Committee	Ongoing

6	Continue the recruitment efforts, along with Mr Goodlad (Independent Director).	Interim Chair of the Board of Management	Ongoing
6	Discuss the matter further with the Board Secretary.	Interim Chair of the Board of Management	Complete
8	Discuss with Mrs MacGregor (Vice Principal Operations) and Ms Miller (Comms, Marketing, and Student Engagement Officer) on doing a tick tock video for recruitment of Independent Directors to the Board of Management.	Mr Sandison (Interim Chair of the Board of Management)	
8	Engage with members of the Board of Management on their recruitment activities.	Board Secretary	Complete
8	Arrange for an Employers Forum to be held where recruitment for Independent Directors can also be included as part of the forum.	Senior Management Team	Complete
8	Hold a conversation on the topic of Independent Director recruitment to the Board of Management the Board workshop on 17th February 2024.	Board of Management	Complete
8	To be asked to share advertisements of recruitment of Independent Directors to the Board of Management in order to enhance the recruitment of Independent Directors to the Board of Management.	UHI Shetland Staff	Complete
8	Make moves to engage with the alumni network in order to enhance the recruitment of Independent Directors to the Board of Management.	Principal	
9	Request an Independent Director who is a member of Court.	UHI Shetland	
9	Staff a stand at the Dynamic Earth event to recruit Independent Directors to the Board of Management and a Chair of the Board of Management.	Members of the Board of Management	Complete