

Extra-ordinary Meeting of Search and Nominations Committee

Wed 19 June 2024, 16:30 - 18:30

Teams

Attendees

Chair

- David Sandison (Chair of the Board of Management)

Prescribed Board Members

- Souter Gary (Regional Student Director)
- Graeme Howell (Interim Vice Chair of the Board of Management, Interim Chair of Finance and General Purposes Committee, Senior Independent Member)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Claire Christey (Chair of Audit Committee)

Other Board Members

- Simon Clarke (Teaching Staff Director)

Ex-Officio

- Jane Lewis (Principal - Shetland UHI)

Staff In Attendance

- Matt Sierocinski King (Board Secretary)

Apologies

- John Goodlad (Independent Director)

Meeting minutes

Opening Administration

1. Welcome, Apologies, Announcements

Mr Sandison (Chair of the Board of Management) welcomed everyone to the meeting. The Chair of the Board of Management thanked Mr Souter (Regional Student Director) for his service to the Committee, as it was his last meeting.

Apologies were noted from Dr Goodlad (Independent Director).

2. *Terms of Reference

Noted: The Committee noted the Terms of Reference.

3. Declarations of Interest

Mr Sandison (Chair of the Board of Management) asked if any member of the Committee had any conflicts of interest with regards to items on the agenda. No such declarations were made.

4. Minutes of the Previous Meeting

During this agenda item, Professor Lewis (Principal) joined the meeting.

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

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

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

5. Matters Arising

Mx Sierocinski King (Board Secretary) mentioned that Mr Sandison (Interim Chair of the Board of Management) had retrospectively requested an extension to his term of office as an Independent Director, Interim Chair of the Board of Management, and Interim Chair of Human Resources and Remuneration Committee, until 30th November 2024, and to be applied from 31st May 2024.

Recommendation: The Committee decided to recommend to the Board of Management that Mr Sandison be granted an extension to his term of office effective from 31st May 2024 until 30th November 2024.

Action: The Board Secretary shall add the recommendation to the Board of Management that Mr Sandison be granted an extension to his term of office effective from 31st May 2024 until 30th November 2024

Governance

6. Articles of Association

Mx Sierocinski King (Board Secretary) introduced the proposed changes to the Articles of Association, and explained why they were being proposed.

The Committee raised questions on the changes regarding Student Directors. The Board Secretary and Professor Lewis (Principal) answered. The Board Secretary also explained the process of approval for the Articles of Association. The Committee then asked questions regarding the wording around Trade Union Directors, which the Board Secretary answered.

2023-2024 Independent Director Recruitment

7. Seafood Shetland Nomination Update

Mr Sandison (Interim Chair of the Board of Management) confirmed that David Brown of Cooke Scotland had shown an interest in the role of nominated member of the Seafood Industry Independent Director, and that he had been in touch with Ruth Henderson to formalise.

Action: The Interim Chair of the Board of Management shall get a letter from Ruth Henderson as soon as possible to formalise David Brown's nomination.

Ms Christey (Chair of Audit Committee) left the meeting temporarily during this agenda item.

8. Independent Director Recruitment

8.1. Applications Received

No applications have been received since the previous meeting.

8.3. Status of Independent Director Recruitment

Mx Sierocinski King (Board Secretary) gave a presentation on the recruitment levels.

The Board Secretary focused the presentation on the capacity of the Board of Management, along with whether the Board of Management had experienced enough growth to sustain any departures of Independent Directors. The Committee discussed this element in detail with differences of opinions on when departing members should depart the Board of Management at this time. The discussion included the suggestion of an overlap period of potentially one quarter. Dr Clarke (Teaching Staff Member) suggested staff recruitment may not happen until the new academic year. The Board Secretary spoke to the other two slides in the presentation.

Ms Christey (Chair of Audit Committee) returned the meeting during this agenda item.

Decision: The Committee felt more Independent Director recruitment was needed before outgoing Independent Directors could depart while sustaining sufficient levels of Independent Directors upon the Board of Management.

Staff Directors

9. 2024 Staff Director Elections Update

Mx Sierocinski King (Board Secretary) confirmed to the Committee that no nominations to date had been received for the role of Non-Teaching Staff Director, and that nominations extended twice, with the latest extension ending at 16:00 on 26th June 2024.

Appointment to Roles of the Board of Management

10. *Roles currently vacant

Noted: The Committee noted the paper detailing the roles of the Board of Management and its Committees, that were currently vacant or held on an interim basis.

11. *Roles expected to be vacated in 2024

Noted: The Committee noted the paper detailing the roles of the Board of Management and its Committees, that were expected to be vacated in 2024.

Committee Assignments

13. Committee Assignations

Mx Sierocinski King (Board Secretary) introduced the suggestions made for the Committee to make as recommendations to the Board of Management regarding Committee Assignations for Mr H Green (Incoming Student Director), Mr M Green (incoming Independent Director), Mr Smith (Incoming Independent Director), and Ms Hawick (Incoming Independent Director) and spoke about how these suggestions were linked to their Skills Audits. The Board Secretary explained that the Skills Audit response for Mr Smith (Incoming Independent Director) remained outstanding, and the comments presented were linked to his application and interview.

The Committee discussed the suggested recommendations for Mr M Green (Independent Director) and Ms Hawick (Independent Director). The Board Secretary explained the reasoning behind the suggestions, further.

Recommendation: The Committee decided to recommend to the Board of Management that Mr H Green receive committee assignations to Search and Nominations Committee along with Learning, Teaching, and Research Committee.

Recommendation: The Committee decided to recommend to the Board of Management that Ms Hawick receive committee assignations to Audit Committee along with Human Resources and Remuneration Committee.

Recommendation: The Committee decided to recommend to the Board of Management that Mr M Green receive committee assignations to Audit Committee along with Human Resources and Remuneration Committee.

Action: The Board Secretary will add the recommendations for Committee Assignations to the agenda of the next meeting of the Board of Management for approval.

Final Matters

14. Any Other Business

Mx Sierocinski King (Board Secretary) announced that they will be on island next week, and offered their time to any director who wanted it.

Dr Clarke (Teaching Staff Director) announced that Erin Gray Services have an exhibition at the museum of student work.

15. Date of Next Meeting

The dates of the next meetings are as follows:

- 28th August 2024 at 16:30 on Teams
- 2nd October 2024 at 16:30 on Teams
- 5th February 2025 at 16:30 on Teams
- 7th May 2025 at 16:30 on Teams

| Agenda Item | Recommendation to the Board of Management | Progress |
|--------------------|---|-----------------|
| 5 | Mr Sandison be granted an extension to his term of office effective from 31st May 2024 until 30th November 2024. | Complete |
| 13 | Mr H Green receive committee assignments to Search and Nominations Committee along with Learning, Teaching, and Research Committee. | Complete |
| 13 | Ms Hawick receive committee assignments to Audit Committee along with Human Resources and Remuneration Committee. | Complete |
| 13 | Mr M Green receive committee assignments to Audit Committee along with Human Resources and Remuneration Committee. | Complete |

| Agenda Item | Action | Responsible | Progress |
|--------------------|---|--|-----------------|
| 7 | Get a letter from Ruth Henderson as soon as possible to formalise David Brown's nomination. | Interim Chair of the Board of Management | |
| 13 | Add the recommendations for Committee Assignations to the agenda of the next meeting of the Board of Management for approval. | Board Secretary | Complete |