

Search and Nominations Committee Meeting, Autumn 2024-2025

Wed 2 October 2024, 16:30 - 18:30

Teams

Attendees

Chair

- David Sandison (Interim Chair of the Board of Management, Interim Chair of Search and Nominations Committee)
- Graeme Howell (Interim Vice Chair of the Board of Management, Interim Chair of Finance and General Purposes Committee, Senior Independent Member)

Prescribed Board Members

- Harley Green (Local Student Director)
- Claire Christey (Chair of Audit Committee)

Other Board Members

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

Staff In Attendance

- Matt Sierocinski King (Board Secretary)

Apologies

- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Jane Lewis (Principal - Shetland UHI)

Meeting minutes

Opening Administration

1. Welcome, Apologies, Announcements

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

2. *Terms of Reference

Noted: The Terms of Reference were noted.

3. Declarations of Interest

Mr Sandison (Interim Chair of the Board of Management) asked members present if they had any conflicts of interest to declare with regards to items on the agenda. No such declarations were made.

4. Minutes of the Previous Meeting

Mr Sandison (Interim Chair of the Board of Management) asked members present if they could review the minutes of the previous meeting for matters of accuracy.

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

5. Matters Arising

Mx Sierocinski King (Board Secretary) confirmed that Mr Massey (Student Director) has decided not to request a transfer to the role of Independent Director upon the cessation of his Student Status, and will therefore stand down as a Student Director at that point. The Board Secretary also confirmed that the actions below remained ongoing.

Action: Mrs MacGregor (Vice-Principal Operations) shall liaise with the HISA Development Manager - Northern Isles on media promotion for the new Student Director role.

Action: Mr Green (Local Student Director) shall do a tick toc video to assist with recruitment.

Action: HISA Development Manager - Northern Isles and the Board Secretary shall develop the Student Director Recruitment Pack accordingly, and send the draft person specification to be reviewed by Professor Lewis (Principal) a few senior staff, as necessary.

Action: Members of the Committee shall utilise their networks to aid in the recruitment of a new Chair of the Board of Management.

Action: The Board Secretary shall produce a Trade Union Director Recruitment Pack with input from Trade Unions, and bring to the next meeting of the Committee, or if needed, to circulate via correspondence for approval.

Action: The Board Secretary shall add SSMO and the Association Scottish Shellfish Growers to the list, and add that the organisations listed 'include but are not limited to'.

Action: Members of the Committee shall utilise their networks to aid the recruitment of Independent Directors.

Action: The Board Secretary shall work with the relevant staff to ensure that the Independent Directors Recruitment Pack is updated as required.

Action: The Board Secretary shall enact the changes to the timeline and approach accordingly.

2024-2025 Student Director Recruitment

6. Nominations Update

Mx Sierocinski King (Board Secretary) updated the Committee on this matter, and confirmed that the pack's production had been delayed due to unforeseen events for the individuals involved in its production.

7. 2025 HISA Elections Update

Mx Sierocinski King (Board Secretary) confirmed to the Committee that HISA is in the process of developing a timeline for their 2025 elections, and it will be released to academic partners in the coming months.

2024-2025 Chair of the Board of Management Recruitment

8. Recruitment Update

Mx Sierocinski King (Board Secretary) introduced the paper, and spoke about the timelines and actions needed to avoid a vacancy in the role of the Chair of the Board of Management. Doctor Clarke (Teaching Staff Director) asked Mr Sandison (Interim Chair of the Board of Management) to convey to the Committee as to what, in the view of the Interim Chair of the Board Management, could make the role of Chair of the Board of Management, attractive. The Interim Chair of the Board of Management spoke about the governance burden of the role, and was unsure as to how to make it better as the governance parameters of such a role, was set at Scottish Government level.

The Committee discussed the composition of the Board of Management, and the organisational management of meetings, along with the general challenges of all third sector organisations to recruit Directors, with a mention of the turnover of Directors. The Committee discussed what would happen if no recruitment to the role of the Chair of the Board of Management occurred, including

the possibility of developing an order of succession from the Chairs of Committees. The Teaching Staff Director made the point that there could be opportunities for Chairs to delegate tasks to Staff Directors Student Directors and Trade Union Directors. The Committee discussed potential internal recruits to the role of the Chair of the Board of Management, and felt that it was more challenging to externally recruit a new Chair of the Board of Management than to internally recruit for a new Chair of the Board of Management.

Action: The Interim Chair of the Board of Management is to speak to a few Directors in an effort to try and recruit them to serve as Chair of the Board of Management.

Action: The Board Secretary is, immediately after this meeting's completion, to send the paper for this agenda item to all Directors who are eligible to take up the role of the Chair of the Board of Management, and to cc into such an email, the remaining Directors who are therefore ineligible to serve as Chair of the Board of Management, to ensure that all Directors are aware of the urgency of the need to recruit a new Chair of the Board of Management.

2024-2025 Trade Union Director Recruitment

9. Nominations Process

Mx Sierocinski King (Board Secretary) introduced the paper and detailed how it was produced, and recommended one amendment regarding term of office duration, to bring the paper in line with our Articles of Association. The Committee discussed the implementation process, and the Board Secretary clarified the questions raised.

Action: The Board Secretary shall change the term of office in the document from 4 years to 2 years, and issue to Trade Unions.

Action: The Board Secretary shall write a one pager on the process for LNCC, and send to Professor Lewis (Principal) for distribution to LNCC.

10. Recruitment Pack and Committee Assignations

Mx Sierocinski King (Board Secretary) updated the Committee that the development of the Trade Union Directors Recruitment Pack remained ongoing.

The Board Secretary spoke about the options regarding Committee assignments for Trade Union members, with discussion focussed on Audit Committee, and an array of perspectives on either side of the argument were shared.

Decision: The Committee decided not to prescribe Trade Union Director on to set Committees until recruitment is complete.

Action: The Board Secretary is to clarify the rules of the Code of Good Governance and the Audit and Assurance Handbook to determine the scope for Trade Union members to sit on Audit Committee.

2024-2025 Independent Director Recruitment

11. Seafood Industry Nomination Update

Mr Sandison (Chair of the Board of Management) confirmed that he had had a conversation with Mr Tavish Scott and had confirmed to him that Salmon Scotland was now a recognised Seafood Industry Organisation, and requested that they nominate a potential director to the Board of Management of UHI Shetland.

Action: Mr Sandison (Chair of the Board of Management) is to ask Mr Tavish Scott for a letter confirming that Salmon Scotland have named a nominee to sit upon the Board of Management of UHI Shetland.

12. Other Independent Director Recruitment

12.1. *Status of Independent Director Recruitment

Noted: The Committee noted the paper on the status of Independent Director Recruitment.

12.2. Interview for prospective Independent Director

Mx Sierocinski King (Board Secretary) spoke about the challenge to agree an interview date for an applicant for the role of Independent Director, and asked the Committee to agree a date and time.

Decision: The Committee agreed the date of 1st November at 16:00 for the interview, with Mr Green (Local Student Director), Ms Christey (Chair of Audit Committee), Dr Clarke (Teaching Staff Director) and Mr Sandison (Interim Chair of the Board of Management) declaring their availability for the slot.

Action: The Board Secretary shall send out the invitations accordingly.

12.5. Recruitment Approach Update

This agenda item was effectively combined with agenda item 12.1.

2024-2025 Staff Director Recruitment

13. Nomination to Review

Mr Howell (Vice-Chair of the Board of Management) acted as chair from this agenda item onwards, as Mr Sandison (Chair of the Board of Management) left the meeting temporarily.

The Committee discussed the nomination of Ms Selina-May Miller to the role of Non-Teaching Staff Director by the Non-Teaching Staff of UHI Shetland.

Decision: The Committee decided to recommend to the Board of Management, the appointment of Ms Selina-May Miller to the role of Non-Teaching Staff Director, subject to the relevant checks.

Decision: The Committee decided to recommend to the Board of Management, subject to successful appointment, that Ms Selina-May Miller receives Committee assignments to Finance and General Purposes Committee, along with Human Resources and Remuneration Committee.

Action: The Board Secretary shall add these recommendations to the agenda of the next meeting of the Board of Management.

Appointment to Roles of the Board of Management

14. Vice-Chair of the Board of Management

The Committee discussed the role. The Committee recommended that the recruitment for this role is suspended until the role of the Chair of the Board of Management is filled.

15. Senior Independent Member

The Committee discussed ensuring that the role of Senior Independent Member and the role of Vice-Chair of the Board of Management are held by two separate individuals. The Committee discussed the previous interest in the role of Senior Independent Member expressed by Dr Goodlad (Independent Director) this time last year, when reviewing extensions to terms of office for the longest serving third of Independent Directors.

Mr Sandison (Interim Chair of the Board of Management) resumed the role of Chair during this agenda item.

Action: Mr Howell (Senior Independent Member) shall approach Dr Goodlad (Independent Director) regarding his possible appointment to the role of Senior Independent Member before the Q1 meeting of the Board of Management.

16. Chairs of Committees

16.1. Finance and General Purposes Committee

Mr Howell (Interim Chair of Finance and General Purposes Committee) spoke about the role, with the view to recommend Mr Smith (Independent Director) as Chair of Finance and General Purposes Committee from 15th January 2025, the date of the Q2 meeting of the Board of Management.

The Committee discussed the quandary regarding meeting dates of Finance and General Purposes Committee in November and December resulting from the resignation of the Interim Chair of Finance and General Purposes Committee, and the resulting possibility of Finance and General Purposes Committee being without a Chair for its month 5 meeting, currently scheduled as 18th December 2024.

Decision: The Committee recommended that the Month 5 date be reviewed and possibly postponed due to its proximity to Christmas.

Action: Mx Sierocinski King (Board Secretary) shall liaise with Professor Lewis (Principal) and Ms Short (Head of Finance) on a revised timetable for Q2 meetings of Finance and General Purposes Committee.

16.2. Human Resources and Remuneration Committee

The Committee discussed the impending vacancy of the role of Human Resources and Remuneration Committee created by the resignation of Mr Sandison (Interim Chair of the Board of Management).

Action: The Interim Chair of the Board of Management is to approach Mr Lawson (Independent Director) regarding serving as Chair of Human Resources and Remuneration Committee with effect from 15th January 2024, the date of the Q2 meeting of the Board of Management.

17. Vice Chairs of Committees

17.1. Learning, Teaching, and Research Committee

Mx Sierocinski King (Board Secretary) confirmed that the role of Vice-Chair of Learning, Teaching, and Research Committee remains vacant.

17.2. Vacancies created by any current Vice-Chair being nominated for any other vacant position

Mx Sierocinski King (Board Secretary) confirmed that no such vacancies had arisen.

Final Matters

18. Any Other Business

The Committee discussed the creation of assistive roles for Executive members to take on some of the tasks where responsibility lies within set roles of the Board of Management.

Mx Sierocinski King (Board Secretary) confirmed that the resolution had been signed by enough directors to pass, subject to confirmation from the lawyers.

19. Date of Next Meeting

The dates of the next scheduled meetings are:

- 5th February 2025 at 16:30 on Teams
- 7th May 2025 at 16:30 on Teams

Agenda Item	Action	Responsible	Progress
5	Liaise with the HISA Development Manager - Northern Isles on media promotion for the new Student Director role.	Mrs MacGregor (Vice-Principal Operations)	
5	Do a tick toc video to assist with recruitment.	Mr Green (Local Student Director)	
5	Develop the Student Director Recruitment Pack accordingly, and send the draft person specification to be reviewed by Professor Lewis (Principal) a few senior staff, as necessary.	HISA Development Manager - Northern Isles and the Board Secretary	
5	Utilise their networks to aid in the recruitment of a new Chair of the Board of Management.	Members of the Committee	
5	Produce a Trade Union Director Recruitment Pack with input from Trade Unions, and bring to the next meeting of the Committee, or if needed, to circulate via correspondence for approval.	Mx Sierocinski King (Board Secretary)	
5	Add SSMO and the Association Scottish Shellfish Growers to the list, and add that the organisations listed 'include but are not limited to'.	Board Secretary	
5	Utilise their networks to aid the recruitment of Independent Directors.	Members of the Committee	
5	Work with the relevant staff to ensure that the Independent Directors Recruitment Pack is updated as required.	Board Secretary	
5	Enact the changes to the timeline and approach accordingly.	Board Secretary	
8	Speak to a few Directors in an effort to try and recruit them to serve as Chair of the Board of Management.	Interim Chair of the Board of Management	
8	Immediately after this meeting's completion, to send the paper for this agenda item to all Directors who are eligible to take up the role of the Chair of the Board of Management, and to cc into such an email, the remaining Directors who are therefore ineligible to serve as Chair of the Board of Management, to ensure that all Directors are aware of the urgency of the need to recruit a new Chair of the Board of Management.	Board Secretary	Complete
9	Change the term of office in the document from 4 years to 2 years, and issue to Trade Unions.	Board Secretary	
9	Write a one pager on the process for LNCC, and send to Professor Lewis (Principal) for distribution to LNCC.	Board Secretary	
10	Clarify the rules of the Code of Good Governance and the Audit and Assurance Handbook to determine the scope for Trade Union members to sit on Audit Committee.	Board Secretary	
11	Ask Mr Tavish Scott for a letter confirming that Salmon Scotland have named a nominee to sit upon the Board of Management of UHI Shetland.	Mr Sandison (Chair of the Board of Management)	

12.2	Send out the invitations accordingly.	Board Secretary	
13	Add these recommendations to the agenda of the next meeting of the Board of Management.	Board Secretary	
15	Approach Dr Goodlad (Independent Director) regarding his possible appointment to the role of Senior Independent Member before the Q1 meeting of the Board of Management.	Mr Howell (Senior Independent Member)	Complete
16.1	Liaise with Professor Lewis (Principal) and Ms Short (Head of Finance) on a revised timetable for Q2 meetings of Finance and General Purposes Committee.	Mx Sierocinski King (Board Secretary)	Complete
16.2	Approach Mr Lawson (Independent Director) regarding serving as Chair of Human Resources and Remuneration Committee with effect from 15th January 2024, the date of the Q2 meeting of the Board of Management.	Interim Chair of the Board of Management	