

Committee	Search and Nominations Committee		
Date paper prepared	30/09/2024	Date of committee meeting	02/10/2024
Subject	Chair of the Board of Management		
Author	Matt Sierocinski King		
Action requested	To Discuss and Decide		
Purpose of the paper	<p>To determine the way forward for the role that will become vacant on 30th November 2024.</p> <p>To determine, what if any, mitigations can be made for this Committee to not have the role of Chair of Search and Nominations Committee, fall vacant.</p>		
Brief summary of the paper	<p>The role of Chair of the Board of Management has been held since vesting by the current post-holder, and was reappointed on an interim basis December 2023, and again in June 2024. The term of office of the current post-holder of the role of Interim Chair of the Board of Management will end on 30th November 2024. Therefore, the post will become vacant thereafter, as no application has currently been forthcoming.</p> <p>The critical date for appointment of the role, to avoid a vacancy arising is: 09/10/2024: Q1 Board of Management Meeting</p> <p>If the Board of Management is unable to appoint a new Chair of the Board of Management, this limits the ability of the Board of Management to conduct it's business, to hold the Annual General Meeting, currently planned for 11th December 2024, and future meetings of the Board of Management as planned in January, April, and June.</p> <p>The Committee is asked to resolve the potential vacancy dilemma.</p> <p>Potential resolutions include:</p> <ul style="list-style-type: none"> - Further action by Directors to recruit externally from existing Directors. - Further action by Directors to recruit from within existing Directors. - To request the support and intervention by the RSB. <p>The Committee should be aware that the RSB has undertaken recruitment of Chairs at other Academic Partners, via a recruitment agency at the cost of around £11,000 to which Shetland UHI has declined to take up in the past. Equally the Committee should be aware that mainland academic partners who have had a Chair provided by Court, have resided on the mainland. Therefore, any recruitment of a new Chair of the Board of Management, by the RSB, on behalf of Shetland UHI, may result in the RSB</p>		

	<p>recommending to appoint such a Chair of the Board of Management, may not have residence on Shetland.</p> <p>The Committee should be aware that as a College that is non-assigned, and non-incorporated, the Board of Management of Shetland UHI is not legally obliged to accept any person to serve as Chair of its Board of Management, and must undertake its own recruitment decision. This is a key difference when compared to the four incorporated Colleges of the UHI Partnership.</p> <p>In any case, the Committee should be aware that, regardless of the methodology of the recruitment that takes place, the following time commitments are likely to be requested of the Committee to complete the process:</p> <ul style="list-style-type: none"> - Review of application(s) via correspondence - Interview process (with the involvement of Committee members in a meeting) - An extra-ordinary meeting of the Board of Management to formally appoint any recommended candidate for the role of Chair of the Board of Management. <p>One interim and linked matter the Committee may wish to consider is how to mitigate the risk that this Committee may be without a Chair or a Vice-Chair come 11th December 2024. This is because:</p> <ul style="list-style-type: none"> - The role of the Chair of the Board of Management also serves this Committee as the Chair of Search and Nominations Committee as prescribed by this Committee's terms of reference. - The role of the Vice-Chair of the Board of Management also serves this Committee as the Vice-Chair of Search and Nominations Committee as prescribed by this Committee's terms of reference. <p>The Committee is advised to consider possible mitigations to avoid leaving this Committee with both its Chair role and Vice-Chair role, vacant. Due to the regular scrutiny of Audit Committee of Governance, the Board Secretary would recommend to the Committee, that the appointment of the Chair of Audit Committee or the Vice-Chair of Audit Committee, to serve in either the roles of Chair or Vice-Chair of this Committee, would be a conflict of interest for the post holders.</p>
Consultation	This Committee
Resource implications	Time of Independent Directors
Risk implications	Risk 6. Governance.
Link with strategy	Sustainability
Equality, Diversity and Inclusion	N/A

Island Community Impact	N/A
Paper status	<input checked="" type="checkbox"/> Open – The paper may be circulated to non-members of the committee and published online without restriction. <input type="checkbox"/> Restricted – The paper must not be circulated to non-members or published online until after the committee meeting. <input type="checkbox"/> Confidential - The paper must not be circulated beyond the committee members and should not be published online. [Please note papers may still be subject to Freedom of Information requests – see below].
Freedom of information	Open If closed/ withheld, select date this will become 'open': Enter a date.