

<b>Committee</b>	Search and Nominations Committee		
<b>Agenda Item Number</b>	7		
<b>Date paper prepared</b>	23/08/2022	<b>Date of committee meeting</b>	31/08/2022
<b>Subject</b>	Vice-Chairs of Committees		
<b>Author</b>	Matt Sierocinski King		
<b>Action requested</b>	To discuss and determine		
<b>Purpose of the paper</b>	<p>The paper updates the committee on the recruitment of Vice-Chair roles of each committee, and the committees yet to recruit a Vice-Chair.</p> <p>The paper also asks questions for Search and Nominations Committee regarding the recruitment of the own Vice-Chair</p>		
<b>Brief summary of the paper</b>	<p>The paper updates the Committee on the advice received from other Board Secretaries on the parameters of Vice-Chair recruitment since the last meeting of Search and Nominations Committee, reflecting on the advice given at that meeting, along with the decision made regarding Vice-Chairs by the committee. The paper also informs the committee of the idealistic positions provided to Human Resources and Remuneration Committee for their consideration in their deliberations as to who to nominate as Vice-Chair of Human Resources and Remuneration Committee.</p> <p>The paper informs the Committee that only Human Resources and Remuneration Committee have recruited a Vice-Chair, Grant Cumming.</p> <p>The paper highlights the eligibility of Board members to serve as Vice-Chair of the committees yet to appoint Vice-Chairs.</p> <p>The paper also asks Search and Nominations Committee to answer the following three questions with regards to appointing a Vice-Chair of Search and Nominations Committee:</p> <ol style="list-style-type: none"> <li>1) Should Search and Nominations Committee answer the questions below today or in Spring 2023, when all other committees have appointed Vice-Chairs? <i>Today/Spring 2023</i></li> <li>2) Should Search and Nominations Committee choose to establish the position of Vice-Chair of Search and Nominations Committee? <i>Yes/No</i></li> <li>3) The role of Chair of Search and Nominations Committee is prescribed to the person appointed to the role of Chair of the Board of Management. Does fact imply that Search and Nominations Committee must/should appoint the Vice-Chair of</li> </ol>		

	the Board of Management to the role of Vice-Chair of Search and Nominations Committee? <i>Yes/No</i>
<b>Consultation</b>	
<b>Resource implications</b>	None
<b>Risk implications</b>	Succession Planning. If Vice-Chairs are not appointed, it risks committees not being able to set agreed agendas or meet to conduct business on behalf of the Board of Management, requiring such decisions to wait for a Board of Management meeting, or the calling of an addition Board of Management meeting.
<b>Link with strategy</b>	Sustainability.
<b><u><a href="#">Equality, Diversity and Inclusion</a></u></b>	None
<b>Island Community Impact</b>	N/A

<b>Paper status</b>	<input checked="" type="checkbox"/> <b>Open</b> – The paper may be circulated to non-members of the committee and published online without restriction. <input type="checkbox"/> <b>Restricted</b> – The paper must not be circulated to non-members or published online until after the committee meeting. <input checked="" type="checkbox"/> <b>Confidential</b> - 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].
<a href="#"><u>Freedom of information</u></a>	Open If closed/ withheld, select date this will become 'open': Enter a date.

### Update on the establishment of Committee Vice-Chair positions

As a result of the paper approved by Search and Nominations Committee (BOM-SNC-2021-08), Search and Nominations Committee made the decision following decision in March 2022:

**Decision:** Search and Nominations Committee recommended that each committee have the option of establishing the position of Vice-Chair. Due to the recommendations to the Board of Management in changes of membership for each committee that Search and Nominations Committee had made at this meeting, Search and Nominations Committee also recommended that, whether a committee establishes the position of Vice-Chair, should be determined at each committee after the committee discusses the option.

At the time, a requirement was set that a Vice-Chair had to be an Independent Director. After liaison with other Board Secretaries across Scotland, Search and Nominations Committee is asked to remove this requirement. This is based on the collective interpretation of clause D4 of the Code of Good Governance, which states:

*“Staff and student board members are full board members and bring essential and unique, skills, knowledge and experience to the board. Staff and student board members must not be excluded from board business unless there is a clear conflict of interest, in common with all board members.”*

The agreed advice from other Board Secretaries as to the eligibility of the role of Vice-Chair, is as follows, and was recommended to Human Resources and Remuneration Committee:

- 1) *The individual is not barred from holding the role through governance requirements*
- 2) *There is no significant conflict of interest that could reasonably be considered to impact on their ability to function as an impartial Chair*
- 3) *The individual must have the capacity and capability to fulfil the duties involved.*

To date the only committee to discuss whether or not to establish the position of Vice-Chair has been Human Resources and Remuneration Committee. The committee chose to establish the role, and to recommend the appointment of Grant Cumming, which Board of Management ratified in July.

In addition to the advice above, the following idealistic positions for consideration were also presented to Human Resources and Remunerations Committee:

- Avoid a Chair of one committee being a Vice-Chair of another committee to spread the varying responsibilities of such roles across board members, and to create more opportunities within the board for more members of the board.
- Avoid a Vice-Chair of one committee being Vice-Chair of another committee to spread the varying responsibilities of such roles across board members, and to create more opportunities within the board for more members of the board.
- A Chair of one committee serving as a Vice-Chair of another committee could enhance their chairing expertise as they could arguably enhance their understanding of chairing styles different to their own.

Human Resources and Remuneration Committee were also informed that: These idealistic positions do not, however, bar an individual from serving as Vice-Chair of Human Resources and Remuneration Committee.

For the remaining committees, the table below summarises, who could serve in the role of Vice-Chair, based on the agreed advice from other Board Secretaries and the idealistic positions, with green indicating both, orange indicating advice only, red indicating neither, principal in dark blue.

Position	Name	Finance and General Purposes Committee	Learning, Teaching, and Research Committee	Search and Nominations Committee	Audit Committee	Total
Principal	Jane Lewis				-	4
Committee Chair	Davie Sandison		-		-	3
	Graham Howell		-		-	3
	Karen Hall	-			-	3
	Simon Collins	-	-		-	2
	Lauren Doughton	-	-			3
Committee Vice-Chair	Grant Cumming		-	-	-	2
Student Director	Ian McCormack	-			-	2
Staff Directors	Simon Clarke	-			-	2
	Angela Sutherland		-	-	-	2
Other Independent Directors	John Goodlad	-			-	2
	Rory Gillies		-	-	-	2
	Maria Bell		-	-	-	1
	Lucy Wilson	-		-		2
	Claire Christey	-		-		2
	Chris Bolton	-		-		2

## Vice-Chair of Search and Nominations Committee

### Information

- The role of Chair of Search and Nominations Committee is prescribed to the person appointed to the role of Chair of the Board of Management.
- Search and Nominations Committee was asked to consider at this meeting, by Search and Nominations Committee, about establishing the position of Vice-Chair of Search and Nominations Committee.
- Graeme Howell would hold all the following roles if Search and Nominations Committee answer 'yes' to question 3:
  - o Vice-Chair of the Board of Management
  - o Vice-Chair of Search and Nominations Committee
  - o Senior Independent Member
  - o Chair of Finance and General Purposes Committee (Graeme indicated his desire to retain this role in March 2022)

### Questions

- 4) Should Search and Nominations Committee answer the questions below today or in Spring 2023, when all other committees have appointed Vice-Chairs? *Today/Spring 2023*
- 5) Should Search and Nominations Committee choose to establish the position of Vice-Chair of Search and Nominations Committee? *Yes/No*
- 6) The role of Chair of Search and Nominations Committee is prescribed to the person appointed to the role of Chair of the Board of Management. Does fact imply that Search and Nominations Committee must/should appoint the Vice-Chair of the Board of Management to the role of Vice-Chair of Search and Nominations Committee? *Yes/No*