

Committee Assignations

Contents

| | |
|---|---|
| Executive Summary | 2 |
| Considerations undertaken by Search and Nominations Committee during their process of establishing recommendations for committee assignation to Board of Management..... | 4 |
| Chairs | 4 |
| Supplementary Questions | 4 |
| Quoracy considerations..... | 4 |
| Chair of Audit Committee consideration | 5 |
| Third Committee Assignment for Chair of Human Resources and Remuneration Committee | 5 |
| Committee Assignments for Staff Directors | 5 |
| Committee Assignments of Independent Directors to either Finance and General Purposes Committee, or Audit Committee | 5 |
| Committee Assignments of Independent Directors to either Learning, Teaching, and Research Committee, or Human Resources and Remuneration Committee, or Search and Nominations Committee | 6 |
| Summary of Committee Assignation prior to recommendations..... | 7 |

Executive Summary

This paper is designed to reflect the process that Search and Nominations Committee undertook in its considerations for recommendations to Board of Management with regards to committee assignments, and in particular to redress the imbalances amongst committees.

Shetland UHI has the following committees that support the work of its Board of Management:

- Finance and General Purposes Committee
- Learning, Teaching and Research Committee
- Human Resources and Remuneration Committee
- Search and Nominations Committee
- Audit Committee

Shetland UHI's committee membership is unbalanced with three committees currently holding 7 members, one holding 5 members, and one holding 1 member. The questions that Search and Nominations Committee produced answers for, in the form of recommendations to the Board of Management, are:

1. Who should serve as Chair of Audit Committee?
2. Which committee, if any, should be the Chair of Human Resources and Remuneration Committee have as their third committee assignment?
3. What should the Committee Assignations be for Staff Directors?
4. How could each Independent Director be given committee assignments to either:
 - a. Finance and General Purposes Committee, or
 - b. Audit Committee
5. How could each Independent Director be given committee assignments to either:
 - a. Learning, Teaching, and Research Committee, or
 - b. Human Resources and Remuneration Committee, or
 - c. Search and Nominations Committee

Search and Nominations Committee also answered the question: Which committee, if any, should be the Chair of Finance and General Purposes Committee have as their third committee assignment, however, after the meeting, it was discovered that the terms of reference of Human Resources and Remuneration Committee, prescribes the role to sit on said committee.

Search and Nominations Committee recommended that Lauren Doughton serve as Chair of Audit Committee, and no third assignment should be given to the Chair of Human Resources and Remuneration Committee at this time.

The results of all committee assignments can be found in the table below, with the colours indicating the following:

- Dark blue signifies ex-officio member
- Light blue signifies prescribed member
- Yellow signifies Committee Chair
- Orange signifies membership retention
- Dark red signifies committee resignation
- Red signifies barred from committee assignment by terms of reference
- Green signifies new committee assignment

| | Finance and General Purposes Committee | Learning, Teaching, and Research Committee | Human Resources and Remuneration Committee | Search and Nominations Committee | Audit Committee | Total |
|--|--|--|--|----------------------------------|-----------------|-------|
| Jane Lewis | 1 | 1 | 1 | 1 | | 4 |
| Davie Sandison | 1 | | 1 | 1 | | 3 |
| Graham Howell | 1 | | 1 | 1 | | 3 |
| Karen Hall | | 1 | 1 | 1 | | 3 |
| Simon Collins | | | 1 | 1 | | 2 |
| Cally Mair | | 1 | | 1 | | 2 |
| Simon Clarke | | 1 | | 1 | | 2 |
| Angela Sutherland | 1 | | 1 | | | 2 |
| John Goodlad | | 1 | | 1 | | 2 |
| Rory Gillies | 1 | | 1 | | | 2 |
| Lauren Doughton | | -1 | 1 | 1 | 1 | 3 |
| Grant Cumming | 1 | | 1 | | | 2 |
| Maria Bell | 1 | -1 | | | | 1 |
| Lucy Wilson | | 1 | | | 1 | 2 |
| Claire Christey | | 1 | | | 1 | 2 |
| Chris Bolton | | 1 | | | 1 | 2 |
| <i>Total</i> | 7 | 8 | 9 | 9 | 4 | |
| <i>Surplus/Deficit to Minimum (5) members (excluding Ex-Officio)</i> | 0 | +3 | +3 | +3 | -1 | |

Since Search and Nominations Committee made their recommendations, Cally Mair has resigned. As her committee assignments are prescribed in her capacity as HISA Shetland Depute President, they will be taken up by Ian McCormack, her successor who's term starts on 1st July 2022.

The Regional Student Director (currently vacant) is a prescribed member of Learning, Teaching, and Research Committee. The post-holder cannot be assigned to Audit Committee.

Considerations undertaken by Search and Nominations Committee during their process of establishing recommendations for committee assignation to Board of Management

Chairs

Prior to their meeting in March, all current Committee Chairs were asked whether they wished to retain their positions. All Committee chairs requested the retention of the current committees that they chair, and therefore Search and Nominations Committee did not consider alternative committee assignments for these individuals. Previously, Karen Hall was also assigned to Audit Committee, giving her four committee assignments. As this exceeded the number of committee assignments of all other committee chairs, and all other directors except the Principal, Karen agreed to step down from Audit Committee.

Supplementary Questions

Search and Nominations Committee were asked a variety of supplementary questions to help Search and Nominations Committee draw conclusions to the main questions that formed their recommendations to Board of Management. These supplementary questions fell under the following headings:

- Quoracy
- Chair of Audit Committee
- Third Committee Assignment for Chair of Human Resources and Remuneration Committee
- Committee Assignments for Staff Directors
- Committee Assignments of Independent Directors to either Finance and General Purposes Committee, or Audit Committee
- Committee Assignments of Independent Directors to either Learning, Teaching, and Research Committee, or Human Resources and Remuneration Committee, or Search and Nominations Committee

The questions, and their answers in red, are as detailed below. Board Members are invited to review the confidential minutes of Search and Nominations Committee (available on Admin Control) should they wish to understand how these answers were arrived at.

Quoracy considerations

- *How many members, who are not ex-officio, and who are not required by the terms of reference of a given committee, should Search and Nominations Committee recommend to the Board of Management for each individual committee to have? **No decision made***
- *Should Search and Nominations Committee recommend to each committee that they calculate quoracy without that committee's ex-officio members being included in the count? **No decision made***

- *Should Search and Nominations Committee recommend to each committee that they calculate quoracy without that committee's required members and the ex-officio members being included in the count? **No decision made***
- *What, if any, required roles, would Search and Nominations Committee recommend to be included in the quoracy of committees? **No decision made***

Chair of Audit Committee consideration

Who should Search and Nominations Committee recommend to serve as Chair of Audit Committee?

Lauren Doughton

Third Committee Assignment for Chair of Human Resources and Remuneration Committee

- *Do Search and Nominations Committee wish to recommend to the Board of Management that Simon Collins have a third committee assignment? **No***
- *If yes, do Search and Nominations Committee wish to recommend to the Board of Management that Simon Collins sit on either:*
 - o *Human Resources and Remuneration Committee, or*
 - o *Learning Teaching and Research Committee, or*
 - o *Audit Committee? **N/A***
- *If Simon Collins is recommended to be given a third committee assignment by Search and Nominations Committee, do Search and Nominations Committee wish to recommend that the select committee add the role of Chair of Human Resources and Remuneration Committee to their membership as a required member? **N/A***

Committee Assignments for Staff Directors

- *Should Angela Sutherland retain her existing committee assignment of Finance and General Purposes Committee? **Yes***
- *Should staff director expertise be condensed to 2 or 3 committees, or spread across all four available committees? **Spread across all four committees***
- *By the virtue of the responsibilities of Human Resources and Remuneration, can staff directors sit on Human Resources and Remuneration Committee? **Yes***
 - o *If yes, who should be recommended to be assigned to that committee? **Angela Sutherland***
- *Is there a case for a staff director presence at Search and Nominations Committee? **Yes***
 - o *If yes, who should be recommended to be assigned to that committee? **Simon Collins***

Committee Assignments of Independent Directors to either Finance and General Purposes Committee, or Audit Committee

- *How many of the remaining independent directors would Search and Nominations Committee recommend sit on:*
 - o *Finance and General Purposes Committee? **Three***
 - o *Audit Committee? **Three***
- *Which Independent directors would Search and Nominations Committee recommend to be assigned to:*

- *Finance and General Purposes Committee? Rory Gillies, Grant Cumming, Maria Bell*
- *Audit Committee? Lucy Wilson, Claire Christey, Chris Bolton*

Committee Assignments of Independent Directors to either Learning, Teaching, and Research Committee, or Human Resources and Remuneration Committee, or Search and Nominations Committee

- *How many of the remaining independent directors would Search and Nominations Committee recommend sit on:*
 - *Learning, Teaching, and Research Committee? Four*
 - *Human Resources and Remuneration Committee? One, the Chair of Audit Committee, as already prescribed in the terms of reference of Human Resources and Remuneration Committee*
 - *Search and Nominations Committee? One, the Chair of Audit Committee, as already prescribed in the terms of reference of Search and Remuneration Committee*
- *Which Independent directors would Search and Nominations Committee recommend to be assigned to:*
 - *Learning, Teaching, and Research Committee? John Goodlad, Lucy Wilson, Claire Christey, Chris Bolton*
 - *Human Resources and Remuneration Committee? Lauren Doughton, as Chair of Audit Committee*
 - *Search and Nominations Committee? Lauren Doughton, as Chair of Audit Committee*

Summary of Committee Assignment prior to recommendations

Search and Nominations Committee was presented with a summary of the variety of membership stipulations across all committees, via the table below, noting that, some roles serve in an ex-officio capacity, some roles being prescribed or required by the terms of reference, and other roles being open to serve on any committee. The committee composition is demonstrated in the table below, with dark blue indicating ex-officio roles, lighter blue indicating required roles, yellow indicating chairs, and red indicating excluded roles. The numbers in brackets demonstrate the impact of fulfilling of two of the three vacant roles, namely, Chair of Audit Committee, and Regional Student Director. By law the board may recruit up to one additional Independent Director.

| | Finance and General Purposes | Learning Teaching and Research | Human Resources and Remuneration | Search and Nominations | Audit | Total |
|---|------------------------------|--------------------------------|----------------------------------|------------------------|--------|-------|
| Principal | 1 | 1 | 1 | 1 | | 3 |
| Chair of the Board | 1 | | 1 | 1 | | 3 |
| Chair of Finance and General Purposes Committee | 1 | | | 1 | | 2 |
| Chair of Learning, Teaching, and Research Committee | | 1 | 1 | 1 | | 3 |
| Chair of Human Resources and Remuneration Committee | | | 1 | 1 | | 2 |
| Chair of Audit Committee | | | (+1) | (+1) | (+1) | (+3) |
| Local Student Director | | 1 | | 1 | | 2 |
| Regional Student Director | | (+1) | | | | |
| Teaching Staff Director | | 1 | | | | 1 |
| Non-Teaching Staff Director | | | | | | |
| Independent Director | | | | | | 0 |
| Independent Director | | | | | | 0 |
| Independent Director | | | | | | 0 |
| Independent Director | | | | | | 0 |
| Independent Director | | | | | | 0 |
| Independent Director | | | | | | 0 |
| Independent Director | | | | | | 0 |
| Independent Director | | | | | | 0 |
| <i>Total</i> | 3 | 4 (+1) | 4 (+1) | 6 (+1) | 0 (+1) | 16 |

Search and Nominations Committee was also presented with the table below which factors in current committee assignments for all directors, with orange highlighting their current assignments:

| | Finance and General Purposes | Learning Teaching and Research | Human Resources and Remuneration | Search and Nominations | Audit | Total |
|--|------------------------------|--------------------------------|----------------------------------|------------------------|-------|-------|
| Jane Lewis | 1 | 1 | 1 | 1 | | 4 |
| Davie Sandison | 1 | | 1 | 1 | | 3 |
| Graham Howell | 1 | | 1 | 1 | | 3 |
| Karen Hall | | 1 | 1 | 1 | | 3 |
| Simon Collins | | | 1 | 1 | | 2 |
| Cally Mair | | 1 | | 1 | | 2 |
| Simon Clarke | | 1 | | | | 1 |
| Angela Sutherland | 1 | | | | | 1 |
| John Goodlad | | 1 | | 1 | | 2 |
| Rory Gillies | 1 | | 1 | | | 2 |
| Lauren Doughton | | 1 | | | 1 | 2 |
| Grant Cumming | | | 1 | | | 1 |
| Maria Bell | | 1 | | | | 1 |
| Lucy Wilson | | | | | | 0 |
| Claire Christey | | | | | | 0 |
| Chris Bolton | | | | | | 0 |
| Total Members | 5 | 7 | 7 | 7 | 1 | 25 |
| Required Members | 0 | 3 | 2 | 4 | 0 | |
| Ex-Officio Members | 2 | 0 | 1 | 1 | 0 | |
| Surplus/Deficit of Minimum members | 0 | +2 | +2 | +2 | -4 | |
| Surplus/Deficit of Quoracy | +2 | +4 | +4 | +4 | -2 | |
| Surplus/Deficit of Proposed Quoracy | 0 | - | - | - | - | |

Search and Nominations Committee then used these, in combination with the Skills Audit results, and personal perspectives of Directors (where submitted to the Board Secretary), to create the recommendations presented to Board of Management.