

<b>Committee</b>	Human Resources and Remuneration Committee		
<b>Date paper prepared</b>	10/06/2022	<b>Date of committee meeting</b>	15/06/2022
<b>Subject</b>	Vice-Chair for Human Resources and Remuneration Committee		
<b>Author</b>	Matthew Sierocinski King		
<b>Action requested</b>	For Discussion and Decision		
<b>Purpose of the paper</b>	<p>To review the request that Search and Nominations Committee made on 16<sup>th</sup> March 2022, which was to invite all committees of the Board of Management to consider appointing a Vice-Chair.</p> <p>Should Human Resources and Remuneration Committee choose to establish the position of Vice-Chair, to make a recommendation to the Board of Management as to who to appoint to the position of Vice-Chair of Human Resources and Remuneration Committee</p>		
<b>Brief summary of the paper</b>	The committee is asked to make the two decisions above, utilising the paper that went to Search and Nominations Committee in March 2022 (BOM-SNC-2021-08), to understand the role of a Vice-Chair, and, using the guidance in this document, produce a recommendation for Vice-Chair of the Committee.		
<b>Consultation</b>	This Committee.		
<b>Resource implications</b>	The resource implication for the person appointed to be Vice-Chair is detailed in these papers, it may also include, as the chair may deem appropriate on occasion, to invite the Vice-Chair to the agenda setting meeting for this committee.		
<b>Risk implications</b>	The committee currently has no fall-back position as to how to cover the role of Chair should the committee chair be vacated or be absent from a meeting due to circumstances unforeseen.		

<b>Link with strategy</b>	Sustainability
<a href="#">Equality, Diversity and Inclusion</a>	N/A
<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 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 - The paper must not be circulated beyond the committee members and should not be published online.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="#">Freedom of information</a>	Open If closed/ withheld, select date this will become 'open': Enter a date.

The committee is asked to consider appointing a Vice-Chair from amongst its number, based on the paper approved by Search and Nominations Committee (BOM-SNC-2021-08). The decision Search and Nominations Committee made is as follows:

**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.

After liaison with other Board Secretaries across Scotland, one amendment to the paper approved by Search and Nominations Committee, Human Resources and Remuneration Committee is asked to consider in their deliberations, is the removal of the requirement for the Vice-Chair to be an Independent Director. 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 recommended for use by 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.*

Point 1 excludes the Chair of the Board, from serving as Vice-Chair of Human Resources and Remuneration Committee, as they cannot sit as Chair of Human Resources and Remuneration Committee under clause C21 of the Code of Good Governance:

*“The board chair cannot be the chair of the Remuneration Committee (but they can be a member of it).”*

Point 1 also excludes the Principal as Human Resources and Remuneration Committee preside over decisions regarding the remuneration of the Principal. Points 2 and 3 exclude the Chair from holding the role of Vice-Chair.

Therefore, the following individuals, subject to the confirmation that points 2 and 3 do not serve as a barrier to their eligibility, are:

- Lauren Doughton
- Graeme Howell
- Karen Hall
- Grant Cumming
- Rory Gillies
- Angela Sutherland

Idealistic positions the committee may wish to consider on eligibility for the role of Vice-Chair of Human Resources and Remuneration Committee are:

- 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.

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

Human Resources and Remuneration Committee should be aware that:

- no other committee has, to date, had the opportunity to consider establishing the position of Vice-Chair on to their committee.
- Grant Cumming, Rory Gillies, and Angela Sutherland all sit on Finance and General Purposes Committee
- Lauren Doughton, Graeme Howell, and Karen Hall all serve as chairs of other committees of the Board of Management and sit on Search and Nominations Committee.