

# Shetland UHI Search and Nominations Committee Meeting

Wed 16 March 2022, 16:30

Meeting held via Teams

## Attendees

### Board members

- David Sandison (Chair)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- John Goodlad (Independent Director)

### Apologies

- Graeme Howell (Vice Chair of the Board)
- Cally Mair (Student Director)
- Simon Collins (Chair of Human Resources and Remuneration Committee)

### Ex-Officio

- Jane Lewis (Principal - Shetland UHI)
- Matt Sierocinski King (Board Secretary)

## Meeting minutes

### 1. Welcome, Apologies, Announcements

Mr Sandison (Chair) welcomed everyone to the meeting.  
The Chair also announced the successful appointment of three new members to the board. Induction actions are currently being undertaken for each of them.  
Mx Sierocinski King (Board Secretary) announced the apologies as noted in the minutes above.

**Action:** The Board Secretary is to liaise with Gemma McGregor regarding a formal public announcement of the newly recruited Board Members

### 2. Terms of Reference

Search and Nominations Committee reviewed the Terms of Reference.

**Noted:** An ongoing action of Mx Sierocinski King (Board Secretary) to update the Terms of Reference.

**Action:** The Board Secretary is to update the Terms of Reference and to circulate to Search and Nominations Committee for their comments ahead of the next board of management meeting on 11th May.

### 3. Minutes of the Previous Meeting

Mr Sandison (Chair) asked the committee to review the minutes of the previous meeting. Search and Nominations Committee approved the minutes as a true and accurate record of the previous meeting.

### 4. Matters Arising

Mr Sandison (Chair) updated Search and Nominations Committee on the appointment process of the three new Independent Directors, including interviews undertaken, and onboarding activities including meetings with the Chair, Principal and Secretary.

### 6. Vice-Chairs for Committees

Mx Sierocinski King (Board Secretary) introduced the option of establishing Vice-Chairs for each Committee of the Board. The committee discussed the paper, including who could serve as Vice-Chair of a committee. The Board Secretary believed that the role would be restricted to Independent Directors.

**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:

- 1) Whether a committee establishes the position of Vice-Chair, should be determined at each committee after the committee discusses the option.
- 2) that any decision about establishing a Vice-Chair for any given committee be made at their second meeting after 16th March 2022. In the case of each committee the date of such meetings are:

Finance and General Purposes Committee: Wednesday 29th June 2022

Learning Teaching and Research Committee: Wednesday 17th August 2022

Human Resources and Remuneration Committee: Wednesday 15th June 2022

Search and Nominations Committee: Wednesday 21st September 2022

Audit Committee: Wednesday 24th August 2022

**Action:** The Board Secretary is to ensure that for the agenda for Finance and General Purposes Committee's meeting of Wednesday 29<sup>th</sup> June 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.

**Action:** The Board Secretary is to ensure that for the agenda for Learning Teaching and Research Committee's meeting of Wednesday 17<sup>th</sup> August 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.

**Action:** The Board Secretary is to ensure that for the agenda for Human Resources and Remuneration Committee's meeting of Wednesday 15<sup>th</sup> June 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.

**Action:** The Board Secretary is to ensure that for the agenda for Search and Nomination Committee's meeting of Wednesday 21<sup>st</sup> September 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.

**Action:** The Board Secretary is to ensure that for the agenda for Audit Committee's meeting of Wednesday 24<sup>th</sup> August 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.

**Action:** The Board Secretary is to gather information regarding who other Academic Partners permit to serve as Vice-Chairs of committees.

## **7. 2022 Independent Director Recruitment**

Mx Sierocinski King (Board Secretary) highlighted to the committee that Simon Collins has announced his intention to stand down as Fisheries Industry nominee from the board at the end of the 2022 calendar year. The Board Secretary also highlighted that the board has the option of filling one more vacancy for an Independent Director within the limits of the law. The Board Secretary asked the committee whether they wished to recruit for a further Independent Director, and if so, whether they wished to unify the timeline process with the appointment process for the Fisheries Nominee.

The committee determined that they do not wish to recruit a further independent director.

Professor Lewis (Principal) informed the committee that a letter will need to be sent to Fisheries Association regarding the recruitment of a Fisheries Nominee. The committee agreed that experience with Audit be requested as part of the process for the recruitment for the next Fisheries Industry nominee.

**Action:** The Board Secretary is tasked with liaising with Simon Collins to establish an appropriate timeline for the recruitment of the next Fisheries Industry Nominee to the Board of Management.

## **8. Any Other Business**

Mx Sierocinski King (Board Secretary) informed the committee that HISA was currently undertaking elections for its Executive Committee, and specifically of relevance to the committee, the elections of HISA Shetland Depute and HISA President who both sit on the Board of Management for Shetland UHI. The Board Secretary directed the committee to visit HISA's website where live turnout data was being displayed, including a breakdown by Academic Partner. Professor Lewis queried why NAFC Marine Centre turnout data was being displayed.

Professor Lewis (Principal) reminded the committee that Mr Goodlad was delivering an upcoming seminar on islands matter and encouraged all to attend.

**Action:** The Board Secretary is to engage with HISA as to why NAFC Marine Centre appears as an academic partner when it merged into Shetland UHI in August 2021, and to seek reassurance that it would not be repeated in future elections.

## 9. Date of Next Meeting

The date of the next meeting is set for 21st September 2022 at 16:30

Agenda Item	Action	Responsible	Progress
1	The Board Secretary is to liaise with Gemma McGregor regarding a formal public announcement of the newly recruited Board Members	Board Secretary	
2	Update the Terms of Reference and to circulate to Search and Nominations Committee for their comments ahead of the next board of management meeting on 11th May.	Board Secretary	
6	Gather information regarding who other Academic Partners permit to serve as Vice-Chairs of committees.	Board Secretary	
6	Ensure that for the agenda for Finance and General Purposes Committee's meeting of Wednesday 29 <sup>th</sup> June 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.	Board Secretary	
6	Ensure that for the agenda for Learning Teaching and Research Committee's meeting of Wednesday 17 <sup>th</sup> August 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.	Board Secretary	
6	Ensure that for the agenda for Human Resources and Remuneration Committee's meeting of Wednesday 15 <sup>th</sup> June 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.	Board Secretary	
6	Ensure that for the agenda for Search and Nomination Committee's meeting of Wednesday 21 <sup>st</sup> September 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.	Board Secretary	
6	Ensure that for the agenda for Audit Committee's meeting of Wednesday 24 <sup>th</sup> August 2022, contains Search and Nominations Committee's recommendation regarding Vice-Chairs.	Board Secretary	
7	Liaise with Simon Collins to establish an appropriate timeline for the recruitment of the next Fisheries Industry Nominee to the Board of Management.	Board Secretary	

8	Engage with HISA as to why NAFC Marine Centre appears as an academic partner when it merged into Shetland UHI in August 2021, and to seek reassurance that it would not be repeated in future elections.	Board Secretary	
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