

Extra-Ordinary Search and Nominations Committee Meeting

Wed 8 March 2023, 16:30 - 18:30

Attendees

Chair

- David Sandison (Chair of the Board of Management, Chair of Search and Nominations Committee)

Prescribed Members

- Graeme Howell (Vice Chair of the Board of Management, Chair of Finance and General Purposes Committee, Senior Independent Member, Absent from 1, 2)
- Lauren Doughton (Chair of Audit Committee)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Sinead Lucock (Student Director, Absent from 11, 12, 13, 14)

Other Board Members

- Simon Clarke (Teaching Staff Director)
- John Goodlad (Independent Director)

Ex-Officio

- Jane Lewis (Principal - Shetland UHI)

Also In Attendance

- Matt Sierocinski King (Board Secretary)

Meeting minutes

Opening Administration

1. Welcome, Apologies, Announcements

Mr Sandison (Chair of Search and Nominations Committee) welcomed Ms Lucock (Student Director), and explained how the committee works.

Noted: The Committee noted that it was International Women's Day today.

2. Terms of Reference

Mx Sierocinski King (Board Secretary) explained the Terms of Reference would be going through an annual update process at the next meeting of the Board of Management, with changes to the membership of the committee, as determined by the committee.

3. Minutes of the Previous Meeting

Mr Sandison (Chair of Search and Nominations Committee) asked the committee to review the confidential minutes for matters of accuracy.

The Chair of Search and Nominations Committee asked the committee to review the non-confidential minutes for matters of accuracy.

During this agenda item Mr Howell (Chair of the Finance and General Purposes Committee) joined the meeting.

Decision: The Committee approved the confidential minutes as a true and accurate record of the previous meeting.

Decision: The Committee approved the non-confidential minutes as a true and accurate record of the previous meeting.

4. Matters Arising

There were no matters arising that were not already on the agenda of the meeting.

2023 Director Recruitment

6. Seafood Shetland Nomination Update

Mr Sandison (Chair of the Board of Management) updated on this matter, and confirmed he had spoken to Ruth Henderson, the Chief Executive of Seafood Shetland, with a formal letter sent to Shetland Seafood to formally request a nomination for an Independent Director to the Board of Management.

Noted: The Committee recorded that this matter is ongoing

7. Shetland Fishermen's Association Nomination Update

Mr Sandison (Chair of the Board of Management) updated on this matter, and suggested consideration for broadening the scope of who can be considered for the Fisheries Industry nominee for Independent Director of Shetland UHI. Mr Goodlad (Independent Director) and the Chair of Search and Nominations Committee are to take a lead on this matter, and had two names in mind with whom they could make approaches.

Endorsement: The Committee endorsed Mr Goodlad (Independent Director) and the Chair of Search and Nominations Committee, to pursue this matter further.

8. Further Independent Director Recruitment

The Committee discussed the matter and felt that the Board of Management needed to recruit new Independent Directors by utilising the networks held by existing members of the Board of Management. Mr Howell (Vice-Chair of Search and Nominations Committee) suggested that this matter is taken to the Board of Management and to look at the skills needed for the Board of Management in order to fill the remaining vacancies on the Board of Management.

Action: Mx Sierocinski King (Board Secretary) is to re-advertise the skills audit form, and consider utilising phone calls to Board Members to get the required data.

Committee Assignments

9. Chair of Human Resources and Remuneration Committee

Mr Sandison (Chair of the Board of Management) introduced this agenda item, and raised that this was a challenging aspect, due the ongoing recruitment of Independent Directors. Mx Sierocinski King (Board Secretary) updated the Board of Management, that at some point during this committee cycle, that the Human Resources and Remuneration Committee would need to take on its Remuneration responsibilities. Mr Howell (Vice-Chair of Search and Nominations Committee) volunteered to serve as Acting Interim Chair of Human Resources and Remuneration Committee in such circumstances, as part of his role as Vice Chair of the Board of Management.

Decision: The Chair of the Board of Management is to retain the role of interim Chair of Human Resources and Remuneration Committee.

Recommendation to the Board of Management: The Vice-Chair of Search and Nominations Committee, as part of his role as Vice Chair of the Board of Management, shall, subject to the approval of the Board of Management, serve as Acting Interim Chair of Human Resources and Remuneration Committee for when the committee carries out its Remuneration functions.

Action: The Chair of Search and Nominations Committee and Mx Sierocinski King (Board Secretary) shall meet to progress the recruitment of a Chair for Human Resources and Remuneration Committee, further.

Final Matters

13. Any Other Business

Mx Sierocinski King (Board Secretary) updated the committee on the HISA Elections, and explained that nominations for the role of Shetland Depute President closed on 3rd March 2023, with 1 nomination received, from Sinead Lucock.

The Board Secretary confirmed that voting would take place in the week prior to the next meeting of the Board of Management

14. Date of Next Meeting

Mx Sierocinski King (Board Secretary) confirmed that the date of next meeting, will be as and when the committee so needs to meet after Easter, or next academic year, whichever is sooner.

Recommendation to the Board of Management

Agenda Item	Recommendation
9	The Vice-Chair of Search and Nominations Committee, as part of his role as Vice Chair of the Board of Management, shall, subject to the approval of the Board of Management, serve as Acting Interim Chair of Human Resources and Remuneration Committee for when the committee carries out its Remuneration functions.

Actions

Agenda Item	Action	Responsible	Progress
8	Re-advertise the skills audit form, and consider utilising phone calls to Board Members to get the required data.	Mx Sierocinski King (Board Secretary)	
8	Meet to progress the recruitment of a Chair for Human Resources and Remuneration Committee, further.	Chair of Search and Nominations Committee and Mx Sierocinski King (Board Secretary)	Ongoing

Endorsement

Agenda Item	Action Endorsed	Responsible	Progress
7	The Committee endorsed, the responsible members to pursue this matter further.	Mr Goodlad (Independent Director) and the Chair of Search and Nominations Committee	Complete