

Committee	Search and Nominations Committee		
Agenda Item Number	20		
Date paper prepared	20/10/2023	Date of committee meeting	01/11/2023
Subject	Independent Director Recruitment		
Author	Matt Sierocinski King and Selina May Miller		
Action requested	To Review and Decide		
Purpose of the paper	To Review the Independent Director Recruitment Pack, and determine how many Independent Director should be aimed to be recruited.		
Brief summary of the paper	<p>The attached Independent Director Recruitment Pack has been prepared as requested by Search and Nominations Committee at its last meeting.</p> <p>The Committee is asked to review the contents of the pack, including the recruitment timeline and agree:</p> <ul style="list-style-type: none"> - Where the pack should be advertised - The dates of the recruitment timeline - The number of Independent Directors that the Board of Management should aim to recruit <p>The Committee will be aware that the Board of Management can currently recruit up to 13 Independent Directors, one of whom is the Chair of the Board of Management. The Articles of Association state that two such Independent Directors must come from the Fisheries industry and the Seafood industry (one from each industry respectfully), leaving a total of up to 10 unattached Independent Directors.</p> <p>The Board of Management is currently composed of 9 unattached Independent Directors. In addition to the Chair of the Board of Management, 3 unattached Independent Directors have requested to depart the Board of Management. The Board of Management will therefore have a minimum of 2 vacancies and a maximum of 5 vacancies to recruit for, in addition to the Chair of the Board of Management.</p> <p>If, however, upon the completion of the foundation work by Search and Nominations Committee on ensuring the practical measures are in place to recruit Trade Union Directors, the Board of Management gives approval for the recruitment of Trade Union Directors, the number of Independent Directors on the Board of Management, would increase to 15, one of whom is the Chair of the Board of Management. Accounting for the</p>		

	<p>information stated above, this expands the possible number of vacancies to a maximum of 7 unattached Independent Directors.</p> <p>The Board Secretary advises Search and Nominations Committee to approve the recruitment of up to 7 unattached Independent Directors, on the basis that the highest quality 5 applicants be appointed in the first instance, and reserve the opportunity to appoint a further 2 unattached Independent Directors, once the work on establishing Trade Union Directors has been completed.</p> <p>With regards to where the pack should be advertised, the Board Secretary suggests the following:</p> <ul style="list-style-type: none"> - On the UHI Shetland website, and the UHI jobs feed - Via all forms of Shetland media - Via Voluntary Action Shetland - Via the networks of existing members of the Board of Management - Via organisations that support women joining Boards of Management <p>Additionally, Audit Committee has recommended a change to the person specification with regards to the criteria of connection to Shetland. Previously the criteria was labelled 'essential' with the suggestion this is labelled as 'preferable'.</p>
Consultation	With Search and Nominations Committee
Resource implications	Time of Board Secretary, and UHI Shetland Staff. Possible costs involved for advertising.
Risk implications	Risk 6 Governance. If the Board of Management falls below 13, or the number of Independent Directors does equal or exceed the number of Non-Executive Directors, the Board of Management is legally not permitted to carry out any other activity other than recruitment of Directors.
Link with strategy	Sustainability
<u>Equality, Diversity and Inclusion</u>	There is a legal obligation to achieve a balance in gender amongst both Independent Directors, and the Board as a whole.
Island Community Impact	N/A

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