

Search and Nominations Committee, Summer Meeting, 2023-2024

Wed 15 May 2024, 16:30 - 18:30

Attendees

Chair

- Graeme Howell (Interim Vice Chair of the Board of Management, Interim Chair of Finance and General Purposes Committee, Senior Independent Member)
- Absent: David Sandison (Interim Chair of the Board of Management)

Prescribed Board Members

- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Claire Christey (Chair of Audit Committee)
- Gary Souter (Regional Student Director)

Other Board Members

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

Ex-Officio

- Jane Lewis (Principal - Shetland UHI)

Staff In Attendance

- Matt Sierocinski King (Board Secretary)

Meeting minutes

Opening Administration

1. Welcome, Apologies, Announcements

Mr Sandison (Chair of the Board of Management) was not present, and therefore Mr Howell (Vice-Chair of the Board of Management) acted as Chair for the meeting.

The Vice-Chair of the Board of Management welcomed everyone to the meeting.

2. *Terms of Reference

Mx Sierocinski King (Board Secretary) announced the changes that needed to be made to the Terms of Reference of the Committee, specifically to delete "Lauren Doughton" (former Chair of Audit Committee) and replace with "Claire Christey" (Chair of Audit Committee).

Decision: The Committee approved the changes to the Terms of Reference of the Committee, specifically to delete "Lauren Doughton" (former Chair of Audit Committee) and replace with "Claire Christey" (Chair of Audit Committee).

Action: The Board Secretary shall delete "Lauren Doughton" and replace with "Claire Christey" to the Terms of Reference of the Committee.

Action: The Board Secretary shall add the amended Terms of Reference of the Committee to the agenda of the next meeting of the Board of Management for approval.

3. Declarations of Interest

Mr Howell (Vice-Chair of the Board of Management) asked if any member of the Committee had any conflicts of interest with regards to items on the agenda. No such declarations were made.

4. Minutes of the Previous Meeting

Mr Howell (Vice-Chair of the Board of Management) asked members of the Committee to review the Non-Confidential minutes of the previous meeting. The Vice-Chair of the Board of Management asked members of the Committee to review the Confidential minutes of the previous meeting.

Professor Lewis (Principal) requested the removal of an action that was surplus to requirements from the Confidential Minutes.

Decision: The Committee approved the Non-Confidential Minutes as a true and accurate record of the previous meeting.

Decision: The Committee approved the Confidential Minutes as a true and accurate record of the previous meeting, subject to the deletion request made by the Principal.

Action: Mx Sierocinski King (Board Secretary) shall carry out the deletion request made by the Principal.

5. Matters Arising

Mx Sierocinski King (Board Secretary) read out the outstanding actions as listed below, and confirmed that the Articles do not permit the Board of Management to request an Independent Director who is a member of Court.

Action: The Board Secretary shall circulate the form that was sent to the current Staff Directors.

Action: The Board Secretary shall work on changes to the Articles of Association ahead of the next planned meeting of Search and Nominations Committee.

Action: The Board Secretary shall Incorporate the recommendation into the work on changes to the Articles of Association.

Action: After more Independent Directors are appointed to the Board of Management, the Board Secretary shall add this agenda item to the next meeting of Search and Nominations Committee thereafter.

Action: The Board Secretary shall review which Director holds the position of Senior Independent Member once the role of Vice-Chair of the Board of Management is fulfilled.

Action: Mr Sandison (Chair of the Board of Management) shall discuss with Mrs MacGregor (Vice Principal Operations) and Ms Miller (Comms, Marketing, and Student Engagement Officer) on doing a tick tock video for recruitment of Independent Directors to the Board of Management.

Action: Professor Lewis (Principal) shall make moves to engage with the alumni network in order to enhance the recruitment of Independent Directors to the Board of Management.

Student Directors

6. HISA Board of Management Project Report

Mx Sierocinski King (Board Secretary) introduced the paper, and explained that the action plan presented was one of the outputs from a HISA-led project on the Board of Management project, in order to standardise the support for, and engagement of, Student Board Members across the UHI Partnership. The Board Secretary explained that the project had HISA Officers and Board Secretaries amongst the stakeholders in the project, and that the action plan presented had been created in collaboration between Miss Fox (HISA Development Manager - Islands) and the Board

Secretary. The Board Secretary also confirmed that Shetland UHI was already delivering on most of the best practice actions that had been encompassed in the action plan.

The Committee discussed the paper. Mr Souter (Regional Student Director) also gave context of the work carried out in support the action plan. Professor Lewis (Principal) welcomed the action plan. Doctor Clarke (Teaching Staff Director) suggested that a peer support group should be set up amongst student board members, to give them an opportunity to gather and engage informally.

Ms Hall (Chair of Learning, Teaching, and Research Committee) suggested inviting students as observers to Committees during open business.

Decision: The Committee, on behalf of the Board of Management, approved the action plan for use.

Action: The Board Secretary shall liaise with HISA regarding the recommendations regarding establishing a peer support group for and amongst student board members, to give them an opportunity to gather and engage informally, as well as inviting students as observers to Committees during open business.

7. Student Director Recruitment

Mx Sierocinski King (Board Secretary) introduced the agenda item and set in the context of the expected resignation of Mr Souter (Regional Student Director) from the Board of Management.

The Board Secretary presented the nomination from HISA to the Board of Management of Harley Green as a Student Director. Professor Lewis (Principal) set context to existing relationship with Mr Green.

Recommendation: The Committee recommended to the Board of Management that Mr Green serve as a Student Director from the date to which the resignation of Mr Souter (Regional Student Director) takes effect.

Action: The Board Secretary shall work with Harley Green to complete the compliance checks necessary prior to the appointment of Harley Green by the Board of Management to the role of Independent Director.

2023-2024 Independent Director Recruitment

8. Seafood Shetland Nomination Update

The Committee discussed the fact that no progress had been made on the recruitment of an Independent Director from the Seafood Industry.

Recommendation: The Committee decided to recommend to the Board of Management that the Board of Management discuss the recruitment challenge of the recruitment of an Independent Director from the Seafood Industry at their workshop on 8th June.

Staff Directors

10. 2024 Staff Director Elections

Mx Sierocinski King (Board Secretary) introduced the paper and informed the Committee that the resignation of Mr Wyeth (Non-Teaching Staff Director) had been received, effective 31st May 2024, and therefore new elections for the role of Non-Teaching Staff Director will need to be launched, with the timeline suggested in the cover paper.

Ms Christey (Chair of Audit Committee) praised the Staff Director Recruitment Pack.

Decision: The Committee approved the timeline of the elections and endorsed the action to progress them.

Action: The Board Secretary shall work with the relevant members of Shetland UHI staff to deliver the election.

Appointment to Roles of the Board of Management

11. Roles currently vacant

The Committee discussed the vacancy in the role of Vice-Chair of Learning, Teaching, and Research Committee, with the idea raised of a Student Director, ideally the Student Director who is not a HISA Officer, serving in the role. Many members of the Committee praised the idea, and some also raised their concerns. Mx Sierocinski King (Board Secretary) confirmed to the Committee that the idea has the endorsement of HISA.

Decision: The Committee decided that the role of Vice-Chair of Learning, Teaching, and Research Committee is to be open to Student Directors rather than a requirement of Student Directors.

Decision: The Committee decided to suspend decisions on appointment to the following roles until the next meeting of the Committee:

- Vice-Chair of Finance and General Purposes Committee
- Vice-Chair of Learning, Teaching, and Research Committee
- Vice-Chair of Human Resources and Remuneration Committee

Action: The Board Secretary shall add the topic of appointments for the following vacancies to the agenda of the next meeting of the Committee:

- Vice-Chair of Finance and General Purposes Committee
- Vice-Chair of Learning, Teaching, and Research Committee
- Vice-Chair of Human Resources and Remuneration Committee

12. Roles expected to be vacated in 2024

Decision: The Committee decided to postpone discussions on the following roles until the next meeting of the Committee:

- Chair of the Board of Management
- Vice-Chair of the Board of Management
- Senior Independent Member
- Chair of Finance and General Purposes Committee
- Chair of Human Resources and Remuneration Committee

Action: Mx Sierocinski King (Board Secretary) shall add the topic of appointment for the following upcoming vacancies to the agenda of the next meeting of the Committee:

- Chair of the Board of Management
- Vice-Chair of the Board of Management
- Senior Independent Member
- Chair of Finance and General Purposes Committee
- Chair of Human Resources and Remuneration Committee

Committee Assignments

There were no Committee Assignments to make at this meeting.

Final Matters

13. Any Other Business

Doctor Clarke (Teaching Staff Director) drew attention to the End of year show to members of the Committee, and detailed the contents, and locations where it is being held, which included an open evening on Friday the 7th June and displays for 2 weeks thereafter.

The Teaching Staff Director gave his reflections of the meeting held between members of the Board of Management and Students, and suggested a communication approach be developed in the future. Ms Hall (Chair of Learning, Teaching, and Research Committee) talked about how the meeting developed, but how it was poorly reported in the press. Professor Lewis (Principal) also gave her thoughts on the matter.

Action: Mx Sierocinski King (Board Secretary) shall put the minutes of the meeting between members of the Board of Management and Students, in the Board library.

14. Date of Next Meeting

The Dates of the next meetings are:

- 28th August 2024 at 16:30 on Teams
- 2nd October 2024 at 16:30 on Teams
- 5th February 2025 at 16:30 on Teams
- 7th May 2025 at 16:30 on Teams

Agenda Item	Recommendation	Progress
7	Mr Green serve as a Student Director from the date to which the resignation of Mr Souter (Regional Student Director) takes effect.	Ongoing
8	The Board of Management discuss the recruitment challenge of the recruitment of an Independent Director from the Seafood Industry at their workshop on 8th June.	Ongoing

Agenda Item	Action	Responsible	Progress
2	Delete "Lauren Doughton" and replace with "Claire Christey" to the Terms of Reference of the Committee.	Board Secretary	Ongoing
2	Add the amended Terms of Reference of the Committee to the agenda of the next meeting of the Board of Management for approval.	Board Secretary	Ongoing
4	Carry out the deletion request made by the Principal.	Mx Sierocinski King (Board Secretary)	Ongoing
5	Circulate the form that was sent to the current Staff Directors.	Board Secretary	Ongoing
5	Work on changes to the Articles of Association ahead of the next planned meeting of Search and Nominations Committee.	Board Secretary	Ongoing
5	Incorporate the recommendation into the work on changes to the Articles of Association.	Board Secretary	
5	After more Independent Directors are appointed to the Board of Management, the Board Secretary shall add this agenda item to the next meeting of Search and Nominations Committee thereafter.	Board Secretary	Ongoing
5	Review which Director holds the position of Senior Independent Member once the role of Vice-Chair of the Board of Management is fulfilled.	Board Secretary	Ongoing
5	Discuss with Mrs MacGregor (Vice Principal Operations) and Ms Miller (Comms, Marketing, and Student Engagement Officer) on doing a tick tock video for recruitment of Independent Directors to the Board of Management.	Mr Sandison (Chair of the Board of Management)	
5	Make moves to engage with the alumni network in order to enhance the recruitment of Independent Directors to the Board of Management.	Professor Lewis (Principal)	
6	Liaise with HISA regarding the recommendations regarding establishing a peer support group for and amongst student board members, to give them an opportunity to gather and engage informally, as well as inviting students as observers to Committees during open business.	Board Secretary	Complete
7	Work with Harley Green to complete the compliance checks necessary prior to the appointment of Amanda Hawick by the Board of Management to the role of Independent Director.	Board Secretary	Ongoing
10	Work with the relevant members of Shetland UHI staff to deliver the election.	Board Secretary	Ongoing
11	Add the topic of appointments for the following vacancies to the agenda of the next meeting of the Committee: <ul style="list-style-type: none"> • Vice-Chair of Finance and General Purposes Committee • Vice-Chair of Learning, Teaching, and Research Committee • Vice-Chair of Human Resources and Remuneration Committee 	Board Secretary	Complete

12	<p>Add the topic of appointment for the following upcoming vacancies to the agenda of the next meeting of the Committee:</p> <ul style="list-style-type: none"> • Chair of the Board of Management • Vice-Chair of the Board of Management • Senior Independent Member • Chair of Finance and General Purposes Committee • Chair of Human Resources and Remuneration Committee 	Mx Sierocinski King (Board Secretary)	Complete
13	Put the minutes of the meeting between members of the Board of Management and Students, in the Board library.	Mx Sierocinski King (Board Secretary)	Ongoing