

NOMINATIONS COMMITTEE REPORT

Subject: Nominations Committee Remit	For Approval: X For Discussion: For Information:
Prepared by: David Killean Clerk to the Board	Date: 10 February 2017
Purpose: To propose changes to the terms of reference of the nominations committee.	
Executive Summary: <p>The material changes to the terms of reference of the committee are:</p> <ul style="list-style-type: none"> To remove the remit relating to the suspension or termination of the service of an executive member as an employee of the College. <p>The suspension or termination of contract for executive employees is a matter for line managers is the first instance with the Chair's Committee having responsibility for adjudicating appeals.</p> <p>Greater clarity is given to the dual purpose of selection for both skills and diversity.</p> <p>Reference to Ministerial Guidance as well as the relevant legislation has been extended.</p>	
Recommendation <p>The Committee agrees to the changes to the Term of Reference for consideration by the Audit Committee and approval by the Regional Board.</p> <p>Note: It is also recommended that the previous job title of Clerk to the Board be replaced by the more commonly used job title of Board Secretary</p>	
Previous Committee Approvals <p>11 December 2014</p>	
Signed: <p style="text-align: center;">Author</p>	

BORDERS COLLEGE

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1 Constitution

A minimum of five members. A minimum of 3 members of the Committee will be independent non-executive directors one of whom should be the Chair of the Regional Board. For the avoidance of doubt, the Principal of the College is ineligible for appointment. All appointments to the Committee shall be made by the Board with exception of the Chair of the Regional Board. Members of the College Management Team should be in attendance as requested by the Chair.

1.1 Quorum: Three members of the Committee shall constitute a quorum. Members are able to co-opt other members with particular expertise.

1.2 Chair: The Chair of the Regional Board will chair the committee. In the absence of the Chair, the remaining members present shall elect one of their own number to chair the meeting.

2 Terms of Reference

2.1 To determine the process for nominations, appointments /extensions to the Regional Board of 'ordinary' members;

2.3 To nominate candidates for the approval of the Regional Board, Chair and Ministers to fill vacancies on the Regional Board;

2.4 To conduct succession planning with the dual purpose of ensuring that the members of the Board have the requisite skills, experience, knowledge and other relevant attributes for the Board to perform effectively, and ensuring there is diversity in relation to members' protected characteristics, consider the composition and balance of the Regional Board in relation to equality and diversity of representation, as well as particular skills/ knowledge that may be required and which reflects the makeup of the population which they serve;

2.5 To develop policies and procedures for the induction, training and development of Regional Board Members.

2.6 To review and approve procedures for search, nomination and appointment of new members. Ensure that these follow Ministerial guidelines in relation to the appointment, re appointment/extension of 'ordinary' members, incorporating consideration of the Regional Board Member's performance and contribution to the Regional Board;

2.7 Consideration of formal succession planning arrangements, for 'ordinary' members and in particular the key roles of Principal and Vice Chair; taking

into account the challenges and opportunities facing the college and the impact these have on the skills and expertise required by the Regional Board going forward;

2.8

~~2.8~~—Take into account Scottish Ministers [guidance on College Sector Board Appointments and powers](#) under ~~section 12 of the~~ [Further and Higher Education \(Scotland\) Act 1992](#) ~~and the Further and Higher Education (Scotland) Act 2005~~~~Act to require information in order to consider whether to join the recruitment and approve the~~ appointment or extension of a Regional Board Member;

2.9 The Committee will conduct an open, transparent and merit based recruitment process [for new Board Members](#);

~~2.10~~—~~To consider any matters relating to suspension or termination of service of an executive member as an employee of the College subject to the provisions of the law and their service contract.~~

2.11 To consider and make representations to the Regional Board on the appointment of co-opted members.

3 Meetings

The Committee shall meet annually and more frequently as necessary; or at such times as the chair of the Committee shall require.

4 Reporting

All Members of the Regional Board shall receive a copy of the Minutes of each meeting. The Chair of the Committee shall make an oral and/or written report following the meeting. A formal Annual Report shall be submitted to the Regional Board for its perusal which details the activities of the Committee on all matters within its duties and responsibilities.

Approved by the Board —~~11 December 2014~~

Date of Next Review - ~~December 2016~~