

**MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room, 1, Inverness Campus on Thursday 23 February 2017**

**PRESENT:** Hazel Allen (by teleconference), Louise James, Neil Stewart, John Wilson  
**CHAIR:** Neil Stewart  
**APOLOGIES:** Brian Henderson  
**ATTENDING:** Board Secretary

**1. MINUTES OF MEETING OF THE COMMITTEE HELD ON 31 January 2017**

The Minutes of the Meeting held on 31 January 2017 were agreed as a correct record, **APPROVED** and signed.

**2. SENIOR INDEPENDENT MEMBER**

John Wilson had attended a networking event for Senior Independent Members in December 2016. He advised that the discussion had identified four main areas for debate:

- A common understanding of the role/remit of a Senior Independent Member (SIM)
- The attributes required when considering appointment of a SIM including
  - The degree of 'independence' required
  - The extent to which the role can be held in conjunction with other posts
  - The personal characteristics required
- The role of the SIM in Chair Appraisal
- The relationship between the SIM and other key personnel both inside the college and externally (SFC/government/regional strategic body)

A role description had been proposed and the attributes required of an individual had been suggested.

The networking event had concluded that it was for each Board to decide whether the SIM also held other senior roles. The Committee discussed this in some detail and noted that at present, John Wilson as SIM also held other roles, namely Vice Chair, Chair of HR and Chair of PR&R.

The Committee **AGREED** to keep the current arrangements in place until the outcome of a further SIM networking event (scheduled for May/June 2017) was known. By this time the current Board recruitment would be concluded and a review of Committee membership and Chair appointments would also be required.

### 3. **BOARD MEMBER EVALUATION – UPDATE**

The Chair confirmed that the evaluation of Brian Henderson was complete and Brian had provided feedback on the Chair evaluation carried out by the Board at its meeting in December.

The Chair **AGREED** to liaise with Helen Miller and Hazel Allen in the first instance and set dates for their evaluations with evaluation dates for Mick Longton, Lindsey Mitchell and Steve Walsh to be arranged thereafter.

### 4. **ASSURANCE FRAMEWORK**

The Audit Committee, at its meeting in November 2016 had considered the need for the Board to have an overview of the whole assurance framework and an understanding of how audits and quality assurance meshed together.

It was **AGREED** to await the outcome of the external effectiveness review, consider any recommendations from the review and then shape a piece of work which would inform the Board accordingly.

### 5. **RISK APPETITE**

Under the terms of the Code of Good Governance for Scotland's Colleges there was a requirement for the Board of a college to "set the risk appetite of the body and ensure there is an appropriate balance between risk and opportunity..."

Following discussion, the Committee **AGREED** that a two-step process was required, namely

1. A briefing to Board Members at a Board Meeting to ensure their understanding of risk appetite and
2. A formal session where the Board undertake an exercise to set the risk appetite of the College.

The Chair of the Audit Committee was asked to identify any individuals who might be able to undertake the briefing.

### 6. **BOARD RECRUITMENT**

The Chair provided an update on the board recruitment campaign which was underway. Ten applications had been received and 8 candidates had been invited to attend for interviews on 7<sup>th</sup> and 9<sup>th</sup> March. The calibre of the candidates on paper was extremely high and very encouraging.

The Board currently had three vacancies and if it was considered that more than three candidates were suitable for appointment, co-option would be considered. This would support Board succession planning.

7. **DATE OF NEXT MEETING**  
Thursday 30 MARCH 2017 - 8.30 a.m.

Signed by the Chair: \_\_\_\_\_

*Neil [Signature]*

Date: \_\_\_\_\_

13-06-2017

