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Paper Reference:	SECP_108_1609_14
Action:	For Decision
<u>Acronyms and Defined Terms SEC Glossary</u>	

Independent Chair Procurement

Purpose

The SECCo Board has requested that SECAS supports the procurement exercise for the SEC Panel Chair role. In order to do so, it is proposed that an Independent Chair Selection Panel be formed. The newly formed Staffing Committee has also suggested that a specialist Recruitment Agency be appointed to facilitate the activity.

The Panel is requested to approve the Independent Chair Selection Panel membership, Terms of Reference (ToR), and procurement timetable. The Panel is also requested to approve the use of a Recruitment Agency and to make a recommendation to the SECCo Board for release of funds.

Independent Chair Selection Panel

It is proposed that The Independent Chair Selection Panel is comprised of up to five members:

- A Chairman (SEC Panel Member nominated for this role by SEC Panel)
- Up to 4 additional Panel Members to be nominated by SEC Panel

At SEC Panel 107, four members (Karen Lee, Ash Pocock, Alex Travell, and Ed Rees) volunteered to sit on a new Staffing Committee, and later, Ro Crawford also agreed to join. At its preliminary meeting on Thursday 1 September, the Staffing Committee proposed that Karen Lee fulfils the role of Selection Panel Chairman, supported by Ash Pocock, Ed Rees, Alex Travell and Ro Crawford as the additional 4 Panel Members.

The SEC Panel is asked to approve this membership.

Terms of Reference

SECAS has reviewed the Independent Chair Selection Panel Terms of Reference (ToR) from the last Independent Chair procurement carried out in 2013/2014, and believes they remains fit for purpose. The Independent Chair Selection Panel is due to agree that ToR at its meeting on Thursday 15 September. Subject to their recommendation, the SEC Panel is asked to approve the Independent Chair Selection Panel Terms of Reference.

The ToR is included in Annex A.

Recruitment Agency

SECAS has contacted two Recruitment Agencies with prior experience in this area, and requested proposals as to how they would recruit for this position, and their respective charges. These proposals are due to be reviewed at the Selection Panel meeting on 15 September. At the time of writing, one proposal has been received, which is quoting a fixed fee of £20,000. Gemserv's HR team has advised that this cost is reasonable and commensurate to other similar agencies.

The SEC Panel is requested to approve the appointment of a Recruitment Agency, and to recommend the release of funds to the SECCo Board.

Procurement timetable

SECAS proposes that the procurement timetable below is followed. This ensures that all steps, as referenced in the SECCo Procurement Policy, are carried out.

Step	Action	Responsibility	Timescales
1.	The Panel to agree whether to engage the PFCG or a Selection Panel	SEC Panel/ SECAS	SEC Panel 107 – Friday 12 Aug
2.	Establish a Selection Panel or engage the PFCG, as determined by the Panel	SECAS	w/c 22 Aug
3.	Approve role description, Terms of Reference, proposed recruitment approach	SECAS/ Selection Panel	15 Sept
4.	The Panel to approve the recruitment approach and timetable, and Board to approve any associated budget	SEC Panel and SECCo Board	16 Sept
5.	The Selection Advisor engaged (if agreed)	SECAS/ Gemserv HR	w/c 19 Sept
6.	Job advertised through Selection Advisor / job board / LinkedIn depending on the recruitment plan	Selection Advisor	w/c 19 Sept
7.	Approve the assessment criteria	Selection Panel/ SECAS	w/c 3 Oct
8.	Candidates shortlisted	Selection Advisor	w/c 24 Oct
9.	Interview shortlisted candidates – first round + further interviews if required.	Selection Panel/ Selection Advisor	31 Oct – 11 Nov

Step	Action	Responsibility	Timescales
10.	Selection Panel agree preferred candidate	Selection Panel	14 Nov
11.	Provide recommendation to the Panel on preferred candidate.	Selection Panel with support from SECAS	SEC Panel 110 – 22 Nov
12.	Unsuccessful, reserve and preferred candidates informed of their status	SECAS	23 Nov
13.	The Panel recommend the preferred candidate to the Authority for approval	SEC Panel with support from SECAS	23 Nov
14.	The Authority to approve recommendation	Authority	One month later
15.	The preferred candidate informed of the Authority's approval.	SECAS	Following Authority approval – 24 Dec
16.	Contract negotiations commence.	SECAS/ Candidate/ Selection Panel	Following informing preferred candidate
17.	Following contract signature, the Panel Chair is appointed.	SECAS/ SECCo Board/ Panel Chair	No later than contract end date

Table 1: Process for the Appointment of Independent Chairs.

Recommendations

The Panel is requested to:

- **APPROVE** the Independent Chair Selection Panel membership;
- **APPROVE** the Independent Chair Selection Panel ToR;
- **APPROVE** the use of a Recruitment Agency and recommend to the SECCo Board the release of funds; and
- **APPROVE** the Independent Chair Selection Panel procurement timetable.

Abigail Hermon & Cecily Bain

SECAS Team, 9 September 2022

Attachments

- **Annex A:** Independent Chair Selection Panel Terms of Reference

Annex A: Independent Chair Selection Panel Terms of Reference

Terms of Reference

Unless otherwise stated, words and expressions that are used in the Terms of Reference shall have the meanings and application attributed to them under the Smart Energy Code.

1. Objectives

The Independent Chair Selection Panel has been established as a Sub-Committee in accordance with section C6 of the Smart Energy Code (SEC). The objective of the Independent Chair Selection Panel is to manage on the Panel's behalf, the appointment of a Panel Chair in accordance with section X4.6 of the SEC.

2. Membership

The Selection Panel shall comprise of:

- A chairman (a SEC Panel Member to be nominated for this role by the SEC Panel); and
- Up to four additional Panel Members to be nominated by the SEC Panel.

Only members of the Panel have the right to attend the Selection Panel meetings. However, other individuals such as the Selection Advisor may be invited by the Committee to attend for all or part of any meeting. Support from Gemserv Human Resources will be available as and when required.

3. Duties

The Selection Panel shall act in accordance with the SEC and these Terms of Reference. Having regard to the SEC Objectives and the duties of the Panel, the selection panel shall carry out the duties of the SEC Panel as set out in section X4.6 of the SEC.

Under instruction of the SEC Panel and in accordance with the SEC, the Selection Panel shall be responsible for:

- Developing a process for appointing an independent Panel Chair
- Engaging with a selection advisor
- Preparing a job specification, including the time commitment expected
- Determining the role description for the Panel Chair
- In identifying suitable candidates, the committee shall:
 - Use open advertising or the services of the external advisers to facilitate the search
 - Consider candidates from a wide range of backgrounds
 - Consider candidates on merit and against objective criteria and with due regard for the benefits of the SEC Panel, taking care that appointees have enough time available to devote to the position
- Forming an interview panel who will conduct all candidate interviews (for consistency in assessment)
- Produce a set of selection criteria for the use by the interview panel when interviewing candidates, allowing ease of comparison
- Recommending a preferred candidate for the role of Panel Chair, to the SEC Panel for approval.

4. Quorum and Decision Making

No business shall be transacted at any meeting unless a quorum is present at the meeting. A meeting will be quorate if half of the members (including the Panel Chair) are present.

For the avoidance of doubt a meeting shall be quorate if the necessary Members are present in person at the meeting or are contactable by telephone conference call.

All matters requiring decision by the selection committee will be agreed via a simple majority of the votes of those members present.

5. Role of Chair

The Chair's role will be to chair meetings, facilitate discussions, and encourage consensus but shall have no casting vote.

6. Independence

A Member, when acting in that capacity, shall act independently, not as a delegate, and without undue regard to the interests, of any Related Person, consistent with the Duties of Panel Members set out in section C3.7.

7. Secretary

SECAS shall be the Secretary to the Committee. The Secretary shall not be a member of the Committee and shall not cast a vote as a Member. The Secretary will be responsible for taking the minutes, agreeing and circulating agendas and papers and calling and booking meetings.

8. Proceedings of the Committee

Meetings of the Committee shall be held at such a time and place as notified to the Members by the Secretary in accordance with these Terms of Reference.

The Secretary shall, at the request of the Chair, convene Committee meetings by giving notice at least 5 Working Days prior to the proposed meeting.

9. Minutes of Meetings

The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those in attendance. Draft confidential minutes will be circulated to all committee members and SEC Panel members for approval by the SEC Panel.

10. Reporting to the Panel

The Chairman shall provide an update to the SEC Panel, having regard to any confidentiality issues, which will include but may not be limited to a summary of key decisions, recommendations and activities arising at the meeting.