

Nominations & Remuneration Committee

Date of Meeting	Thursday 24 September 2020
Paper Title	Annual Review of Membership
Agenda Item	11
Paper Number	NRC1-F
Responsible Officer	Board Secretary
Status	Disclosable
Action	For Decision

1. Report Purpose

- 1.1** To facilitate the Committee's review of Board and committee membership, tenure, areas of expertise and overall attendance levels in the past year in the interests of retaining oversight and succession planning.

2. Recommendations

- 2.1** The Committee is invited to **consider** the following report and make any **recommendations** as appropriate to the Board or the Chair of the Board.

3. Background

- 3.1.** The Nominations and Remuneration Committee is responsible for areas of the Board's activity relating to appointments and succession planning. Specifically, the Committee should:
- give full consideration to succession planning for all Board members in the course of its work, taking into account the challenges and opportunities facing the region, and the skills and expertise needed on the particular Board (s) in the future;
 - review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and of the assigned colleges' Boards and make any recommendations to the Board as a consequence.
- 3.2.** Detailed reviews of Assigned College boards' membership, tenure and skills balance are delegated to the Assigned Colleges, who are required to report as appropriate and bring relevant matters to GCRB's attention as part of the appointments process.
- 3.3.** There has been little change in the Board's membership during the past year, however, the following developments should be noted:
- The Board's decided in June to extend the appointments of the Chairs of both Glasgow Clyde College and City of Glasgow College for a second four-year term to July 2024.
 - The Teaching Staff Board Member stood down from the Board in June 2020. Elections are being held now that teaching staff have returned from annual leave with a view to confirming a new Member at the Board meeting on 26 October 2020.

- Assigned College student elections had not all taken place before the end of the academic year, as a result of which there has been a gap this year in student membership of the board between June and the start of September.
- 3.4.** The Scottish Government introduced interim arrangements during the period of COVID-19 restrictions to allow Boards to temporarily extend the appointments of Members where a vacancy arising would otherwise require an open recruitment process to take place. The review point for this arrangement is mid-September. GCRB did not have any non-executive vacancies arising during the lockdown period.
- 3.5.** The Committee will consider a separate paper on diversity succession planning. The following report comprises:
- A chart showing overall Board membership and Committee membership, tenure and areas of expertise currently represented, and associated notes;
 - A chart showing overall Board and Committee attendance data to identify any areas for further review by the Board Chair/Committee Chairs, and associated notes;
 - Current overall and non-executive gender balance, and committee gender balance;
 - Recommendations.

4. Report

4.1 Current Board Membership, Tenure and Areas of Expertise

MEMBER	PROFESSIONAL BACKGROUND/ EXPERTISE	TENURE ENDS	TERM
Chair			
Janie McCusker	International security co-ordination; governance; risk; change management; mediation	07/01/22	1
College Board Chairs			
Alisdair Barron	HR; industrial relations; youth and health charity leadership	31/07/24	2
David Newall	HE leadership; local authority; CIPFA qualified	14/07/24	2
Ian Patrick	Schools, FE and HE leadership; governance	31/07/22	1
Staff Members			
Clare Ireland	Support Staff Member	31/07/22	2
Vacancy	Teaching Staff Member	-	-
Student Members			
<i>Tbc</i>	<i>Student President</i>	<i>31/08/21</i>	<i>1</i>
<i>Tbc</i>	<i>Student President</i>	<i>31/08/21</i>	<i>1</i>
Non-Executive Members			
Paul Buchanan <i>(also P&R member)</i>	Public and voluntary sector management consultancy; tourism; governance	31/07/22	2
Moira Connolly	Consultant Psychiatrist; health sector leadership, Government Advisor (mental health)	30/04/22	1
<i>Michael Cullen¹</i>	<i>Local Authorities (elected councillor); third sector; community partnerships; FE.</i>	<i>31/07/21</i>	<i>1</i>
<i>Lesley Garrick</i>	<i>Public sector organisational development; health sector management</i>	<i>31/07/21</i>	<i>2</i>
Caroline MacDonald	<i>HE leadership; college partnerships; biological sciences</i>	<i>31/07/21</i>	<i>2</i>
Edward McGrachen	Chartered Engineer; IT; telecommunications; governance	30/04/22	1
<i>Maureen McKenna</i>	<i>Local Authority education leadership; HMIE; mathematics teaching</i>	<i>31/07/21</i>	<i>2</i>
<i>Alastair Milloy</i>	<i>FE/HE financial leadership; Fellow Association of Chartered Certified Accountants</i>	<i>31/07/21</i>	<i>1</i>
Jackie Russell	Human Resources leadership, Health and HE sectors; partnerships	31/07/22	2
David Brown	Estates management (Chartered Surveyor); Community investment and social value	31/07/23	1
Co-opted Members			
Anwulika Umeh	Business analyst; mentoring women into education and enterprise	annual review	-

Key:

Audit Committee; Performance & Resources Committee; Nominations & Remuneration Committee

Committee Chairs' names in bold

Members whose current term of office ends in 2021 in italics

¹ Michael Cullen has voluntarily and temporarily stood down from his position on the Board until the end of the calendar year, while the outcome of a legal process is awaited. The situation will be kept under review by the Chair of the Board.

- 4.1.1** Three Non-Executive Board Members reach the end of their second term of office in July 2021, necessitating an open recruitment process. (Existing Members may apply through the open recruitment process to be re-appointed.) Two further Non-Executive Board Members reach the end of their first term of office at the same time. Proposed planning arrangements for extension/recruitment are provided under a separate agenda item.
- 4.1.2** It is anticipated that the Scottish Government’s changes to the Board’s constitution will come into effect in 2021, ie, two new Trade Union Members and two additional Non-Executive Members will join the Board. Recruitment planning will seek to take account of the latter, and it is hoped external timings will permit a co-ordinated approach. A separate agenda item provides for an update on the latest Scottish Government/Good Governance Steering Group position.
- 4.1.3** The Board agreed to an annual review of co-option arrangements. The Chair of the Board has communicated with the Performance & Resources Committee Chair and Co-opted Member and will report to the Committee to allow a recommendation to be made to the Board.
- 4.1.4** Staff and Student membership matters are reported under separate agenda items.

4.2 Board and Committee Attendance 2019-20

Committees review meeting attendance data as part of their annual self-evaluation; the Chair reviews individual Members’ attendance at one-to-one evaluation meetings; attendance data is also reported in the annual accounts. The following high-level summary is provided to allow the Committee to compare attendance across all meetings of the Board and Committees and, if it identifies any areas of concern, to make recommendations to the Board Chair or Committee Chairs as appropriate for further review. Annual data from 2017-18 and 2018-19 is shown in blue and green text, respectively for comparison.

Meetings 2019-20	Attendance ²
<u>Board</u>	(17/18 Members)
28 October 2019	88%
27 January 2020	88%
27 April 2020	89%
15 June 2020	83%
Overall 2019-20	87% 72% 77%
<u>Audit & Assurance Committee</u>	(3/4 Members)

² Student Board Member William Jeffrey left the Board before the first meeting of the 2019-20 session and was not replaced with Karen Konkon until January 2020, so Board and Nominations & Remuneration Committee membership were both reduced until that point. Alastair Milloy did not formally switch from the Performance & Resources Committee to the Audit & Assurance Committee until 28 October 2019, reducing membership at the first AAC meeting of the session by one, and increasing membership at the first PRC meeting by one.

9 October 2019 14 January 2020 10 March 2020 26 May 2020 Overall 2019-20	67% 75% 100% 100% 86% 80% 69%
<u>Nominations & Remuneration Committee</u> 07 August 2019 10 October 2019 12 December 2019 02 March 2020 28 March 2020 Overall 2019-20	(5/6 Members³) 60% 80% 80% 83% 67% 74% 77% 79%
<u>Performance & Resources Committee</u> 02 October 2019 18 December 2019 16 March 2020 14 April 2020 01 June 2020 Overall 2019-20	(6/7) Members⁴) 88% 57% 70% 70% 70% 71% 75% 74%

4.2.1 The Board meeting scheduled to take place on 26 March was cancelled due the start of lockdown and an April meeting was scheduled instead. Since that time, all meetings have been held remotely via Microsoft Teams. Attendance data does not show any significant impact of the shift to online meetings.

³ One N&R Committee Member was absent from Committee meetings for the entire session due to extenuating circumstances. Average attendance for the year would otherwise have been 93%.

⁴ PRC's Co-opted Member is included in the data for 2019-20. It should also be noted that PRC attendance data was affected by the absence of the Staff Member at 4 of the 5 meetings held during the session.

5. Gender Balance

5.1. GCRB's gender balance for the 2019-20 session, further to the replacement of the second student member, was as follows.

- Overall Membership (excluding co-optee) 9 women 9 men
- Non-Executive Membership 5 women 5 men

5.2. Committee gender balance, further to the initial changes in membership noted, was as follows.

- Audit & Assurance 1 woman 3 men (25:75%)
- Nominations & Remuneration 5 women 1 man (83:17%)
- Performance & Resources 4 women⁵ 3 men (57:43%)

6. Recommendations

The Committee may wish to agree and, as appropriate, make recommendations to the Board as follows.

- 6.1. A non-executive recruitment round should take place to fill three vacancies arising as of 1 August 2021. If practicable, the recruitment round should include the two additional non-executive vacancies arising further to the Scottish Government's changes to the constitution. (A separate paper refers.)
- 6.2. A thorough-going audit of knowledge, skills, experience and other attributes, together with an assessment of future needs, should be undertaken by the Committee early in the new year in preparation for the non-executive recruitment round.
- 6.3. Noting that one of the Members reaching the end of their first term in July 2021 has temporarily stepped down from the Board, detailed consideration of extended terms should be deferred to early 2021. Extensions may be considered at that stage by a sub-group of the Nominations & Remuneration Committee or by a separate, short-life committee set up for that purpose, as has happened in the past. Extensions should be approved prior to the open recruitment exercise to ensure that any additional vacancies arising are included.
- 6.4. Further to feedback received from the Board Chair/Chair of the Performance & Resources Committee, the Committee should make a recommendation to the Board regarding continuation of the current Co-opted Member.
- 6.5. Promotional activity to generate interest among prospective board members and co-optees, paused due to lockdown, should resume.

7. Risk Analysis

- 7.1 The annual review of membership and tenure, etc, is intended to mitigate risk 0012: the capacity and capability of the Board is inadequate and standards of governance fall below the level required.

⁵ Figures include Co-opted Member of PRC.

7.2 In terms of continuity and retention of knowledge/expertise, it should be noted that three long-serving members could leave the Board in 2021. In particular, one of the Members whose second terms ends at that point is Chair of Performance & Resources.

7.3 It should also be noted that overall, including the constitutional additions, at this point next year there could be as many as twelve members who have joined within the foregoing 12-month period, amounting to 55% of the Board. This is an unlikely eventuality given the potential for existing members to be reappointed or have their appointments extended, but should be noted in the context of risk 012.

8. Equalities Implications

8.1 The report is a review of membership that includes consideration of gender balance and provides for the reporting of any concerns or recommendations to the Board for further action. Monitoring of gender and diversity should be a core element in succession planning and recruitment going forward.

9. Legal Implications

9.1 There are no new legal implications associated with this report.

10. Resource Implications

10.1 There are no new resource implications associated with this report.

11. Strategic Implications

11.1 This report is not directly relevant to the Regional Outcome Agreement, however, robust governance arrangements are the essential to the effective determination and delivery of GCRB objectives.