

Nominations & Remuneration Committee

Date of Meeting	Thursday 26 October 2023
Paper Title	Annual Review of Membership and Attendance
Agenda Item	10
Paper Number	NRC1-F
Responsible Officer	Board Secretary
Status	Disclosable
Action	For Discussion

1. Executive Summary

1.1. The Committee considers a report annually, at this time of year, reviewing Board and committee membership, tenure, areas of expertise, diversity, and overall attendance levels in the past year. The report comprises:

- A chart showing overall Board membership and Committee membership, tenure, summary 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;
- A summary Board skills matrix (appended).

2. Recommendations

2.1 The Committee is invited to **consider** the report and **agree** any actions or recommendations with regard to membership matters considered in the report, noting in particular matters discussed under items 4.1 to 4.5.

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 have been modest changes in GCRB's membership since the October 2022 report:
- Dave Brown left when his term of office expired on 31 July 2023, leaving a non-executive vacancy on the Board.
 - Two Student Board Members for 2021-22 - Emma Leslie (returning) and Martina Tuskova - were appointed having been nominated by the GCRSE via a process facilitated by NUS.
- 3.4.** Student Member Sunita McKenna resigned from the Board in April.
- 3.5.** The Committee will consider a separate paper on diversity succession planning.

4. Report

4.1 Current Board Membership, Tenure and Areas of Expertise

MEMBER	PROFESSIONAL BACKGROUND/ EXPERTISE	TENURE ENDS	TERM
Chair			
<i>Janie McCusker</i>	<i>International security co-ordination; governance; risk; change management; mediation</i>	<i>07/01/24</i>	<i>2</i>
College Board Chairs			
<i>Alisdair Barron</i>	<i>HR; industrial relations; youth and health charity leadership</i>	<i>31/07/24</i>	<i>2</i>
<i>David Newall</i>	<i>HE leadership; local authority; CIPFA qualified</i>	<i>14/07/24</i>	<i>2</i>
<i>Ian Patrick</i>	<i>Schools, FE and HE leadership; governance</i>	<i>31/07/26</i>	<i>2</i>
Staff Members			
<i>Clare Ireland</i>	<i>Support Staff Member</i>	<i>31/07/26</i>	<i>1</i>
<i>Sheila Meikle</i>	<i>Teaching Staff Member</i>	<i>04/11/24</i>	<i>1</i>
Student Members			
<i>Martina Tuskova</i>	<i>Student President</i>	<i>31/08/24</i>	<i>1</i>
<i>Emma Leslie</i>	<i>Student President</i>	<i>31/08/24</i>	<i>1</i>
Non-Executive Members			
<i>Chris Bones</i>	<i>Corporate Governance; Higher Education; Change Leadership; E-commerce; Third Sector; Entrepreneur; HR</i>	<i>31/07/26</i>	<i>1</i>
Moira Connolly (Chair)	<i>Consultant Psychiatrist; health sector leadership, Government Advisor (mental health)</i>	<i>30/04/26</i>	<i>2</i>
Edward McGrachen (Chair)	<i>Chartered Engineer; IT; telecommunications; governance</i>	<i>30/04/26</i>	<i>2</i>
Des McNulty (Chair)	<i>HE and public sector leadership; social and economic development; former MSP</i>	<i>31/07/25</i>	<i>1</i>
<i>Alastair Milloy</i>	<i>FE/HE financial leadership; Fellow Association of Chartered Certified Accountants</i>	<i>31/07/25</i>	<i>2</i>
<i>Sakshi Sircar</i>	<i>Engineer, Digital Innovation, Sustainability</i>	<i>31/07/26</i>	<i>1</i>
<i>Paul Smart</i>	<i>Independent Consultant; ex senior civil servant, incl College Policy, Young Workforce and SFC</i>	<i>31/07/25</i>	<i>1</i>
<i>Helyn Thornbury-Gould</i>	<i>HE leadership (Strathclyde University); learning enhancement; digital and online learning</i>	<i>31/07/25</i>	<i>1</i>
<i>Verity Watson</i>	<i>HR/organisational change; employment solicitor; current Strathclyde University role</i>	<i>31/07/26</i>	<i>1</i>
Co-opted Members			
<i>Anwulika Umeh</i>	<i>Business analyst; mentoring women into education and enterprise</i>	<i>annual review</i>	<i>-</i>

Key:

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

Committee Chairs' names in bold

Italics denote tenure ending during 2024

- 4.1 The Chair of the Board reaches the end of her second term as Regional Chair on 7 January 2024. Under normal circumstances the Scottish Government would initiate a public appointments process in early Autumn 2023. Pending a ministerial decision on the way forward for the region, it is not expected that a new public appointment will be made immediately. The likely options for Scottish Government will be to seek to extend the present Chair's tenure or to put in place an alternative interim arrangement

in consultation with the Board. The Chair has initiated dialogue with Scottish Government and the Chair/Board Secretary will keep the Committee and Board updated as appropriate.

- 4.2** Two Assigned College Chairs reach the end of their second term of office in July 2024 (David Newall, Alisdair Barron). Under normal circumstances the Board would begin a recruitment process early in the new year. This, too, is complicated by the regional review context. If it were not feasible to recruit in the first half of 2024, the normal course of action would be either to agree an interim extension of current AC Chairs' appointments, or (noting that Chairs may choose to stand down), to invite Vice Chairs to step up on an interim basis. While AC Chairs are appointments of the Regional Strategic Body, legislation/ministerial guidance does not make provision for extension of appointments, so it would be advisable to seek Ministerial agreement for any such interim arrangement. This issue is not pressing but will become so if a decision on future governance structures is not made by early 2024. The Committee is asked to note this situation.
- 4.3** Dave Brown's departure has left a non-executive vacancy on the Board. The Committee has thus far recommended that recruitment is deferred until a decision is made on regional governance arrangements, however, the Committee is asked to note that the Performance and Resources Committee does not currently have a finance expert among its members. Co-option of someone with recent, relevant financial experience would strengthen PRC skills and knowledge without the implications of a full Board appointment. A co-optee, while they must be suitably assessed and approved by the Board, may be identified through search or recommendation rather than open recruitment. The Committee is asked to consider the possibility of co-option and agree a recommendation to Board.
- 4.4** Changes to the Board's constitution, which have been delayed, are currently expected to come into effect in late 2023/early 2024, at which point there will be provision for two new Trade Union Members and two additional Non-Executive Members to join GCRB. Noting the concerns outlined above about recruiting new members, GCRB could face a risk to its non-executive balance. Appointment of TU Members will be dependent on a TU-run nomination process. If two new TU Members were to join early in 2024, the overall balance on the Board would be ten non-executives (including the Chair), and nine others. To comply with the Code of Good Governance and GCRB's Standing Orders, a minimum 50% of those present must be non-executive for there to be a quorum, so the margin for non-attendance of non-executives would be very narrow. This risk has been brought to the attention of Scottish Government. The Committee is asked to note this situation.
- 4.5** 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 26 October 2023 meeting of the Committee prior to a recommendation being made to the next meeting of the Board.

5. Board and Committee Attendance 2022-23

- 5.1** 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 2021-22 and 2020-21 is shown in blue and green text, respectively, for comparison.

Meetings 2022-23 AY	Attendance
<p><u>Board</u></p> <p>31 October 2022 30 January 2023 15 May 2023 19 June 2023</p> <p>Overall 2022-23</p>	<p>(17¹/18 Members)</p> <p>89% 100% 82% 71%</p> <p>86% 87% 88%</p>
<p><u>Audit & Assurance Committee</u></p> <p>4 October 2022 17 January 2023 18 April 2023 7 June 2023</p> <p>Overall 2022-23</p>	<p>(4 Members)</p> <p>75% 100% 100% 100%</p> <p>94% 88% 88%</p>
<p><u>Nominations & Remuneration Committee²</u></p> <p>6 October 2022 8 December 2022 30 January 2023 23 February 2023 9 March 2023 1 June 2023</p> <p>Overall 2022-23</p>	<p>(5³/6 Members)</p> <p>100% 100% 83% 83% 83% 80%</p> <p>88% 73% 86%</p>
<p><u>Performance & Resources Committee</u></p> <p>28 September 2022 14 December 2022 15 March 2023 26 April 2023 7 June 2023</p> <p>Overall 2022-23</p>	<p>(7 Members⁴)</p> <p>71% 71% 86% 86% 57%</p> <p>74% 71% 81%</p>

5.2 Committee meetings have continued to be held remotely via Microsoft Teams throughout 2022-23. Full board meetings have been convened in person. The data above show that all meetings have been quorate. There has been an improvement on last year's figures for all committees, and board attendance has remained high at 86% overall despite the return to face-to-face meetings.

¹ Student Member Sunita McKenna resigned from the Board on 17 April 2023, affecting totals for both May and June meetings.

² Additional single-item agenda meetings were held in January and February to consider GKC and CoGC VS schemes.

³ Sunita McKenna's departure reduced total Committee membership to 5 for the June meeting.

⁴ PRC's Co-opted Member is included in the data.

6. Gender Balance

6.1. GCRB's gender balance for the 2022-23 session was as follows. Current data is provided in blue text, showing the impact of the most recent non-executive changes and student appointments.

- Overall Membership (excluding co-optee) 8/9 women 9 men
 9 women 8 men
- Non-Executive Membership 4 women 6 men
 4 women 5 men

6.2. Committee gender balance for the 2022-23 session, was as follows. Current data is shown in blue text.

- Audit & Assurance 1 woman 3 men (25:75%)
 1 woman 3 men
- Nominations & Remuneration 4 women 2 men (67:33%)
 4 women 2 men
- Performance & Resources 5 women⁵ 2 men (71:29%)
 5 women 1 man

7. Risk and Compliance Analysis

7.1 The report seeks to ensure that the Board complies, through the work of the NRC, with membership requirements and responsibilities set out, in particular, under the 2005 Further & Higher Education (Scotland) Act and the Code of Good Governance for Scotland's Colleges.

7.2 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. A risk to non-executive balance is considered in the report under section 4.

8. Financial and Resource Analysis

8.1 There are no specific financial matters associated with this report.

9. Equalities Implications

9.1 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.

10. Learner Implications

10.1 This report does not have direct implications for the learner, however, robust governance arrangements are the essential to the effective determination and delivery of GCRB objectives.

⁵ Figures include Co-opted Member of PRC.

GCRB Skills Matrix September 2023

Skills, Knowledge, Experience, Attributes	Total (out of 45)	% Score*
A) Members must have significant knowledge or experience of at least ONE of the following to comply with Ministerial Guidance		
Further, higher or secondary education or the college student experience.	43	96
Industry, commerce, finance, the Third Sector, public service or trade unions.	39	87
The region (or part of it) and its relevant needs.	35	78
B) All Board Members should also have excellent skills in the following.		
Communication	43	96
Teamworking	44	98
C) The Board should ensure it has adequate knowledge, skills and experience across its membership in the following key areas.		
Governance – public sector	41	91
Governance – private sector/other	31	69
Executive Leadership	38	84
Education Leadership	35	78
Community Leadership/Engagement	29	64
Industry/Commerce relevant to the curriculum	27	60
Finance/Audit (recent, relevant experience)	30	67
HR/Organisational Change	36	80
Estates/Infrastructure	25	56
Risk Management	37	82
D) The Board should include members with a range of other skills, knowledge and experience relevant to its work, for example:		
The political environment/lobbying	32	71
Public sector partnerships	28	62
Equalities	39	87
Health, including mental health	32	71
Social deprivation	30	67

Law	26	58
Marketing/PR/Communications	26	58
IT/Information Management	29	64
Environmental Issues/Climate Change	27	60
Small and Medium-Sized Enterprises	25	56

* Percentages are based on the proportion of total respondents not total board members. This report includes all Non-Executive Members, Staff Members and Assigned College Chairs but not Student Members.

Notes:

1. The skills matrix is based on self-evaluation using a scaled questionnaire that asks members to assess the level of their skills, knowledge and experience in a given area from 1 (little or none) to 3 (substantial/extensive). It is an imperfect but still useful assessment tool, highlighting those areas where the board is confident in its strengths and those areas where there may be skills gaps or room for improvement.
2. Data has been aggregated and anonymised for this report. The Chair considers individual assessments as part of her one-to-one evaluations, and the N&R Committee/Second Terms Committee considers individual evaluations when extension of a member’s appointment is being considered.
3. The absence of a finance expert on PRC has been raised elsewhere in the report, and the overall score of 67% for finance/audit skills above may support the position that this is an area where the Board could strengthen its skills. The Committee may wish to consider whether, on the basis of this summary, there are other areas where further review would be appropriate in the context of succession planning. For example, the two lowest scores in section (C) are *Industry/Commerce relevant to the curriculum*, and *estates/infrastructure*.