

## Nominations & Remuneration Committee

Date of Meeting	Thursday 8 December 2022
Paper Title	Nominations and Remuneration Committee Annual Report
Agenda Item	10
Paper Number	NRC2-F
Responsible Officer	Penny Davis, Board Secretary
Status	Disclosable
Action	For Decision

### 1. Executive Summary

**1.1** As part of its evaluation and reporting cycle each year the Committee receives a report summarising business conducted over the year and decisions made.

**1.2** The report considers membership, meetings and attendance, and summarises business transacted under headings taken from the Committee's Terms of Reference to allow members to consider compliance with the Terms and overall effectiveness.

**1.3** It also provides a basis for consideration of the year ahead and the Committee's expectations and intentions.

**1.4** The report, subject to committee agreement of content, will be presented to the Board at its January meeting.

### 2. Recommendations

**2.1** The Committee is invited to:

- a) **consider** and **agree** the content of the summary report on its activity during the past year;
- b) **discuss** and **agree** its priorities for the coming year;
- c) **report** to the next meeting of the Board on activity during the past year and priorities for the year ahead.

### 3. Background

- 3.1** It is good practice for committees to produce an annual report for the Board that summarises its activity over the course of the year, key decisions and recommendations, and priorities for the year ahead.
- 3.2** The period covered by the report is December 2021 to November 2022.
- 3.3** There has been progress in the past year with some external developments relevant to the Committee’s remit: the issue of the revised Code of Conduct (March) and revised Code of Good Governance (September). Board training was completed in January 2022 in anticipation of the former, and a briefing note on significant changes to the latter will be brought to the January 2023 Board meeting. A minor revision to the statutory guidance on implementation of the Gender Representation on Public Boards (Scotland) Act 2018 was announced in April 2022.
- 3.4** There continues to be delay with legislation providing for constitutional changes to introduce two Trade Union Members and two additional Non-Executive Members to GCRB, and the development of associated guidance on Trade Union elections to the Board. Revised Ministerial guidance on non-executive appointments has also been delayed pending progress with the Statutory Instrument.

### 4. Meetings and Membership

- 4.1.** During the period from December 2021 to November 2022 the committee met on four occasions, in line with its Terms of Reference. All meetings were quorate.
- 4.2.** To provide some narrative on the data in the table below:
- Des McNulty replaced Jackie Russell as Committee Chair on 1 August 2022.
  - Sunita McKenna replaced Student Member Lauren McLaren on 1 August 2022.
  - Clare Ireland was re-appointed as Board Support Staff Member on 1 August 2022 and continues in her Committee role.
  - Verity Watson and Chris Bones have joined the Committee as Non-Executive Members.
  - Michael Cullen, who had earlier stepped back from Board and Committee duties, left the Board on 25 April 2022.
  - Committee membership has been consistent with its Terms of Reference throughout the period. It presently comprises four non-executive members (including the Board Chair), one staff member, and one student member.

Date of Meeting	Percentage Attendance	Total Members
9 December 2021	83%	6: Jackie Russell; Janie McCusker; Des McNulty; Clare Ireland; Lauren McLaren; Michael Cullen

17 March 2022	83%	6: Jackie Russell; Janie McCusker; Des McNulty; Clare Ireland; Lauren McLaren; Michael Cullen
26 May 2022	60%	5: Jackie Russell; Janie McCusker; Des McNulty; Clare Ireland; Lauren McLaren
6 October 2022	100%	6: Des McNulty; Janie McCusker; Verity Watson; Chris Bones; Clare Ireland; Sunita McKenna
Average attendance 2021-22	82%	

**4.3** Gender balance has been weighted towards women throughout the period of the report, however, it should be noted that all current GCRB Staff and Student Members are women and the Board is required to seek gender balance among its Non-executive Members, hence the Board's balance (excluding Assigned College Chairs, who do not serve on Committees), towards women. The current Committee gender balance is 67% women to 33% men.

**4.4** All meetings of the Committee were attended by a suitably qualified Board Secretary and, as appropriate for reporting purposes, members of the Executive Team.

**4.5** Committee minutes have been a standing item on Board agendas throughout the period of the report.

**4.6** Minutes and papers have been published on the website except where exemptions apply under the Freedom of Information (Scotland) Act 2002.

**4.7** All papers presented to meetings of the Committee provided for consideration of risk, strategic, resourcing and equalities implications.

## **5. Committee Remit**

**5.1.** The Committee's Terms of Reference set out responsibilities in the following areas of Board activity. These have been used as headings in the subsequent report:

- Staffing matters, including GCRB staff and certain duties relating to staff of Assigned Colleges;
- GCRB and Assigned College board member appointments;
- Voluntary Severance arrangements;
- Board evaluation/Development.

**5.2.** The Committee reviews its performance against its terms of reference at least annually.

## **6. Activity between December 2021 and November 2022**

Over the period of the report, the Committee discharged its duties as summarised below.

## **Staffing Matters**

- 6.1 Agreed an annual CPD process for all staff with mid-year progress reviews, based on arrangements in place in Glasgow Clyde College, and an associated maximum budget for 2022/23.
- 6.2 Discussed a report from the Chair of the Board further to her review meeting with the Executive Director, and agreed performance objectives for 2022/23.
- 6.3 Agreed to recommend an amendment to the Committee Terms of Reference to clarify Committee's overarching responsibility with regard to organisational pay policy and Executive Director's delegated authority for staff salaries within his remit.
- 6.4 Agreed a salary uplift in line with Public Sector Pay Policy for senior staff and agreed that alignment with PSPP and with national bargaining outcomes was GCRB policy. Outcomes of national bargaining would be backdated to the appropriate review date. A no detriment principle was also agreed.
- 6.5 Received regular updates on relevant developments at national level.

## **GCRB/Assigned College Board Appointments**

- 6.6 Oversaw the planning and implementation of arrangements to elect a Support Staff Board Member, contracting Civica Election Services as an independent body to run the election across the three Assigned Colleges. (Note: the Support Staff Board Member withdrew from discussion and decisions in that regard.)
- 6.7 Oversaw the planning and implementation of a process to recruit three new Non-Executive Board Members to GCRB, and the extension of the appointments of two current Non-Executive Members reaching the end of their first term of office.
- 6.8 Oversaw the process and agreed a panel to take forward the extension of the Chair of Glasgow Kelvin College's appointment.
- 6.9 Over the course of the year considered and made the following recommendations to the Board for Assigned College Non-Executive appointments.
  - Glasgow Clyde College Board: two new non-executive appointments
  - Glasgow Kelvin College Board: two new non-executive appointment and one extended appointment

## **Voluntary Severance Arrangements**

- 6.10 Considered the business case for a City of Glasgow College VS scheme, and requested further information and assurance on several points in line with SFC guidance, including a risk assessment, consultation with trade unions, and EqIA arrangements. Subsequently agreed the business case for signature and submission to SFC for final approval.

## **Board Evaluation and Development**

- 6.11 Monitored progress against the Development Plan at each Committee meeting and reviewed the GCRB Development Plan 2022-23 for recommendation to the Board.

- 6.12 Oversaw the planning of 2021-22 annual evaluation activity, and agreed timeline for 2022-23 activity.
- 6.13 Agreed to defer a review of the Board's self-evaluation until the return of the permanent Board Secretary.
- 6.14 Undertook the Committee's own evaluation and evaluation of the Committee Chair. As part of this process, reviewed activity and decisions made over the past year and compliance with the Committee terms of reference, and considered priorities for the year ahead.
- 6.15 Considered two Assigned College External Evaluation Reports (the third being unavailable at the time due), and agreed to revisit discussions of shared training and development opportunities. Noted all Assigned Colleges have development plans in place.
- 6.16 Received updates on external governance developments throughout the year.
- 6.17 Undertook an annual detailed review of Board and Committee membership, tenure, skills and gender balance, and attendance.
- 6.18 Undertook an annual review of Diversity Succession Planning and agreed planning for the year ahead. Requested diversity data, if available, on the regional student body.

## **7. Priority issues for 2021/22**

- 7.1 Members are invited to reflect on progress in the past year and significant developments within GCRB and externally impacting on its area of remit, and discuss and identify priorities for the year ahead. The Committee may wish to consider as part of its discussions:
  - The evolving context of the SFC's review of tertiary provision and the anticipated outcome of the review work commissioned jointly by GCRB and the SFC, including the implications for GCRB staff and the Board.
  - The Committee's commitment to promoting diversity and the potential for further Board activity, and potential joint activity with Assigned College boards, in this area in 2023.

## **8. Risk & Compliance Analysis**

- 8.1. Performance review and reporting is key to effective systems of governance and internal control. Therefore, this report contributes to the mitigation of risk 0013, the capacity and capability of the Board is inadequate and standards of governance fall below the required level.

## **9. Financial and Resource Analysis**

- 9.1. There are no specific financial or resource considerations arising from this paper. Equality and diversity training would be undertaken within available budget.

## **10. Equalities Implications**

- 10.1. The report refers to gender balance and equality and diversity training.

## **11. Learner Implications**

- 11.1** The report does not have direct implications for the learner. Robust governance arrangements underpin the effective functioning of the college region.