
Nominations and Remuneration Committee Meeting

Date of Meeting	Thursday 9 March 2023
Paper Title	Non-Executive Board Member Appointments - Second Term
Agenda Item	7
Paper Number	NRC5-E
Responsible Officer	Penny Davis, Board Secretary
Status	Disclosable
Action	For Agreement and Recommendation to Board

1. Executive Summary

- 1.1.** The following paper outlines proposed arrangements for the extension of a Non-Executive Board Member's term of office, for the Committee's consideration and recommendation, as appropriate to Board.

2. Recommendations

- 2.1** Subject to the Chair's advice at the meeting, the Committee is invited to **agree** arrangements as detailed under 3.5 below.

3. Background

- 3.1.** The Committee's Terms of Reference provide for it to make recommendations to the Board to extend non-executive members' period of appointment at the end of their first term.
- 3.2.** David Brown, who was appointed in 2019, reaches the end of his first term on 31 July 2023. The Chair of the Board is meeting with him on 6 March and will be in a position to advise the Committee at its meeting on 9 March of his intentions.
- 3.3.** If he is interested in serving a second term, there is an established GCRB procedure based on the Scottish Government's guidance. If he does not wish to remain on the Board, consideration will need to be given to whether to recruit to the vacancy that will arise on 1 August 2023. (GCRB may have as few as seven non-executive members in law, although the Board has always sought to ensure the maximum ten are in place.)
- 3.4.** Where there is the potential for conflict of interest (that is, where a member seeking extension of their appointment is also a member of the Committee, the Board has agreed to the establishment of a temporary Second Terms Committee. In this case, where no conflict would exist in the membership, it would be appropriate to revert to the Committee's remit in this regard, undertaking the process at the next meeting of the Committee, or at a separate meeting, and reporting to the June meeting of the Board.
- 3.5.** Depending on the Chair's advice as to Dave Brown's intentions, the Committee may:
 - Agree to consider an extension at its next meeting or a separate meeting and take a recommendation to the next Board meeting; or
 - Consider the need for, and timing of, a recruitment round, and agree a recommendation to the April Board.

4. Risk & Compliance Analysis

- 4.1** The report seeks to ensure due and timely consideration of Board appointments in accordance with the relevant guidance, and therefore contributes to mitigation of risk 013, There is a breach of legislation/guidance/code of practice and this results in a failure of governance.

5. Financial & Resource Implications

- 5.1** There are no new financial or resource implications associated with this paper.

6. Equalities Implications

- 6.1** There are no direct equalities implications associated with this paper.

7. Learner Implications

- 7.1** There are no direct implications learners associated with this paper.