

## Board Meeting

Date of Meeting	Monday 25 January 2021
Paper Title	Nominations and Remuneration Committee Annual Report
Agenda Item	19
Paper Number	BM4-S
Responsible Officer	Chair of Nominations & Remuneration Committee
Status	Disclosable
Action	For Noting

### 1. Report Purpose

- 1.1 Provide the Board with a review of Committee business conducted during the past year.

### 2. Recommendations

- 2.1 The Board is invited to **note** the Committee's report on the past year and its 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 activity over the course of the year, key decisions and recommendations, and priorities for the year ahead.
- 3.2 The report also provides a basis for the Committee's annual review of its own performance against its Terms of Reference.
- 3.3 The report provides an overview of business conducted during the period from December 2019 to November 2020.
- 3.4 2019-20 has been an exceptional year as a result of COVID-19 and associated restrictions. Notably, from the Committee's perspective, this has affected development activity including plans for more informal face-to-face gatherings and the possibility of a residential event in 2020. It has also delayed external activity in several areas of governance relevant to the Committee's remit, including: constitutional changes to introduce two Trade Union Members and two additional Non-Executive Members to GCRB; the development of associated guidance on Trade Union elections to the Board; the launch of a revised Code of Conduct. The Scottish Government introduced temporary provision for the extension of non-executive tenure in situations where boards felt unable to run an external recruitment round. This provision was not used by GCRB or the Assigned Colleges.

#### 4. Meetings and Membership

4.1. During the period from December 2019 to November 2020 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:

- There was a vacancy for a Student Member on the Committee further to the departure of William Jeffrey on 30 September up until the appointment of Karen Konkon on 27 January.
- Michael Cullen was absent from meetings between December and May due to extenuating circumstances, and has since, temporarily, stepped back from Board duties in agreement with the Chair. The Chair has reported to the Committee on this matter.
- Committee membership has been consistent with its Terms of Reference throughout the period. It presently comprises three non-executive members (including the Board Chair), one staff member, and one student member.

Date of Meeting	Percentage Attendance	Total Members
12 December 2019	80%	5: Jackie Russell; Lesley Garrick; Janie McCusker; Michael Cullen; Clare Ireland
12 March 2020	83%	6: Jackie Russell; Lesley Garrick; Janie McCusker; Michael Cullen; Clare Ireland; Karen Konkon
28 May 2020	67%	6: Jackie Russell; Lesley Garrick; Janie McCusker; Michael Cullen; Clare Ireland; Karen Konkon
24 September 2020	100%	5: Jackie Russell; Lesley Garrick; Janie McCusker; Clare Ireland; Sissa Rasmussen
Average attendance 2019-20	83%	

4.3 Gender balance has been weighted towards women throughout the period of the report. Further to Michael Cullen stepping back from Board duties, membership is currently 100% female.

4.4 All meetings of the Committee were attended by the 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 2019 and November 2020

### Staffing Matters

6.1 Having overseen the process to appoint a new GCRB Executive Director in the latter part of 2019, the Committee continued to monitor progress through updates from the Chair of the Board on the outcome of the recruitment process, start date and induction arrangements.

6.2 The Committee agreed at its March meeting to transition to a 1<sup>st</sup> September pay review date in line with review arrangements for staff elsewhere in the sector. The Committee decided on a pay increase for those staff within its direct remit and received a report from the Executive Director relating to other staff, ensuring that all decisions were made with regard to Public Sector Pay Policy.

6.3 The Committee was asked by the Board in January to oversee arrangements for the appointment of a new Climate Change officer. Members reviewed and approved a specification for a two-year fixed term post and monitored progress with recruitment arrangements. It was agreed to defer recruitment by three months due to COVID-19.

6.4 The Committee reviewed the Board Secretary's workload and recommended to the Board that contracted hours for the post be increased from 0.4 FTE to 0.5 FTE.

6.5 The Committee considered a report on the NRPA at its September meeting and agreed that it would not propose GCRB joining the NRPA at this juncture but that the position should be reviewed again in future.

### GCRB/Assigned College Board Appointments

6.6 The Committee received updates throughout the year on progress with implementation of Scottish Government decisions on college governance including the introduction of Trade Union Members, the provision for temporary extension of non-executive appointments, and other regulatory developments with implications for areas of the Committee's remit.

6.7 At its March meeting, the Committee agreed a process and timeframe for GCRB to consider and, as appropriate, approve the extension of the appointments of the Chairs of Glasgow Clyde College and City of Glasgow College. The Committee Chair served on the

decision panels alongside the Board Chair and the respective Assigned College's Senior Independent Member.

- 6.8** The Committee also reviewed and amended in March a draft 2020-21 Development Plan prior to its presentation to the Board for approval.
- 6.9** Assigned College Non-executive Member appointments and extensions were reviewed and recommended to the Board as follows.
- The extension of four Non-Executive appointments on City of Glasgow College Board in March 2020.
  - The extension of three Non-Executive appointments on Clyde College Board in May 2020.
  - The appointment of two new Non-Executive Members to the Kelvin College Board (by correspondence, further to discussion at the May meeting) in June.
- 6.10** The process to elect/nominate new Student Members of GCRB for the 2020-21 academic year from the start of September was monitored via verbal updates, and the Committee received appropriate assurances that the process, which was facilitated electronically by NUS, met with GCRB's requirements.
- 6.11** The Committee received a report on the process and timeline to elect a new Teaching Staff Member to the Board at its September meeting. The process was facilitated by Civica Election Services and the new Member was appointed on 5 November 2020.

#### **Voluntary Severance Arrangements**

- 6.12** The Committee considered the business case for a VS scheme at Glasgow Kelvin College at its March meeting. Prior to approval by correspondence after the meeting, the Committee sought and considered further information including an equality impact assessment.

#### **Board Evaluation and Development**

- 6.13** During the period of the report, the Committee received regular updates on progress against the Development Plan, and monitored activity including the introduction of, and training arrangements for, the new Board Effect system in the early part of the year. The Committee paid particular attention, at its June and September meetings, to the impact of COVID-19 restrictions on Board development and discussed with the Executive approaches to ensuring effective monitoring of the impact and seeking ways to strengthen Board engagement.
- 6.14** At its December 2019 meeting the Committee reviewed and agreed a modified approach to full board evaluation, focusing on areas for improvement highlighted in previous years' evaluation reports.
- 6.15** The Committee also undertook its own self-evaluation in December 2019, including a review of the Committee Chair's performance, and identified Committee priorities for the year ahead.
- 6.16** At its September 2020 meeting, the Committee agreed a process and timetable for the Board's 2020-21 self-evaluation and externally facilitated review. Members considered a

proposal from College Development Network to undertake the work, and agreed to recommend to the Board that Ron Hill, who had worked with the Board on a previous occasion, undertake the external review via CDN.

- 6.17** The Committee also undertook its annual review of Membership, Skills and Tenure in September, including a review of gender and skills balance, Board and Committee attendance, vacancies arising in 2020-21, and the process to extend the term of the current co-optee to Performance & Resources Committee.
- 6.18** The Committee reviewed and agreed a process and timeline for recruitment during 2020-21 based on tenures of current members and anticipated changes to its constitution.
- 6.19** The Board's Diversity Succession Plan was also reviewed at the September meeting. The Committee discussed and reaffirmed the importance of this area of the Board's planning and its impact on decision-making.

## **7. Priority issues for 2020/21**

- 7.1** At their meeting on 10 December 2020, Members reflected on progress in the past year and significant developments within GCRB and externally impacting on the Committee's areas of remit. They discussed and confirmed priorities for the year ahead as follows.
  - The ongoing COVID-19 situation and implications/lessons learned for both Board and Executive staff in potentially resuming 'normal' meeting practices, events and development activity in 2021.
  - The implications of the SFC's review of tertiary provision and GCRB's own review exercise and consultation, including the need to ensure effective relationships and collaboration with College Boards and other stakeholders.
  - The potential to progress GCRB's Diversity Succession Plan in a year when vacancies are anticipated, and by seeking to co-opt more members to committees during 2021.

## **8. Risk 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. Legal Implications**

- 9.1** No legal implications are identified.

## **10. Resource Implications**

- 10.1.** There are no specific resource considerations arising from this paper.

## **11. Strategic Implications**

- 11.1.** Through the conditions of grant associated with the Regional Outcome Agreement, GCRB and the assigned colleges are required to conduct their affairs in accordance with the expected standards of good governance.

## **12. Equalities Implications**

**12.1** The evaluation process includes consideration of gender balance.