

Nominations and Remuneration Committee Meeting

Date of Meeting	Monday 15 August 2016
Paper Title	Annual Review of Terms of Reference
Agenda Item	7
Paper Number	NRC1-C
Responsible Officer	Paul McAllister, Board Secretary
Status	Disclosable
Action	For Decision

1. Report Purpose

- 1.1. Consider revised terms of reference for the Committee.

2. Recommendations

- 2.1. The Committee is invited to agree to recommend the attached revised terms of reference to the Board of GCRB.

3. Background

- 3.1. The terms of reference for the Committee provide that they will be reviewed at least annually.

4. Revised terms of reference

- 4.1. The annex to this paper represents a revised version of the terms of reference. The 'tracked changes' shown on the attached version are the modifications that are proposed following review by the Secretary. The bulk of the proposed changes are minor in nature. The most substantive changes are:

- to include responsibility for reviewing committee memberships (6.2 (b))
- to include responsibility for reviewing the performance of assigned college Chairs (6.4)
- to insert a reference to the Minutes of the Committee being sent to the Board (8.1)

- 4.2 These changes either reflect current practice or are in line with governance guidelines from Scotlands' Colleges.

5. Risk Analysis

5.1. The main risk is that the terms of reference do not cover an aspect that is required by law or regulation. No such omission has been identified.

6. Legal Implications

6.1. The Board has the authority under the Post-16 Education (Scotland) Act 2013 to establish committees to enable it to fulfil its functions.

7. Financial Implications

7.1. There are no specific financial considerations arising from this paper.

8. Regional Outcome Agreement Implications

8.1. There are no specific Regional Outcome Agreement implications.

Glasgow Colleges' Regional Board

**Nominations and Remuneration Committee
Terms of Reference**

1. CONSTITUTION

- 1.1 The nomination and remuneration committee is constituted as a committee of the Glasgow Colleges' Regional Board (hereinafter referred to as GCRB~~the Board~~).
- 1.2 The committee's terms of reference may be amended at any time by the GCRB Board of Management (hereinafter referred to as the Board).

2. AUTHORITY

- 2.1 The committee is authorised by the Board to investigate any activity within its terms of reference and to undertake any other appropriate related task as delegated to it by the Board. It is authorised to seek any information it requires from any of its employees who are directed to co-operate with any request made by the committee. It is authorised to seek any information from its colleges which it may reasonably require for the purposes or in connection with the exercise of any of its functions.
- 2.2 The committee is authorised by the Board to obtain external legal or other professional advice and to secure the attendance of anyone it considers has relevant experience, expertise or knowledge.

3. MEMBERSHIP

- 3.1 The committee shall be appointed by the Board from amongst its members and shall consist of not less than three members.
- 3.2 The Board shall appoint the committee chair who shall be a non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting, who would qualify under these terms of reference to be appointed to that position by the board. The chairman of the Board shall not be chair of the committee.
- 3.3 The period of members' appointment will last from their date of appointment until the earlier of: the end of their current period of appointment as a Board member; and a date determined by the Board. The Board will review the membership of all committees at least annually.
- 3.4 The Board Secretary shall act as Secretary to the committee.

4. MEETINGS

- 4.1 The committee shall meet as determined by the Board and when necessary in terms of their remit.
- 4.2 The quorum necessary for the transaction of the business of the committee shall be at least two committee members.
- 4.3 At the request of the committee any other Board members or senior management staff shall attend meetings.
- 4.4 Meetings of the committee shall be arranged by the Secretary at the request of the Chair.
- 4.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and other attendees as appropriate, at the same time.

5. MINUTES OF MEETINGS

- 5.1 The Secretary shall ensure that a minute of the proceedings and decisions of all committee meetings is kept, which will include the names of those present and in attendance.

6. RESPONSIBILITIES

6.1 STAFF

The committee shall:

- a) be responsible for overseeing remuneration levels, salary awards, pensions, terms and conditions of employment and any other related matters for the executive and other senior posts within the organisation;
- b) provide support in reviewing overall executive performance;
- c) be responsible for the appointment process of the ~~Chief Executive~~ Director/Officer and make a recommendation for their appointment to the Board;
- d) be responsible for reviewing the performance of the ~~Chief Executive~~ Director/Officer;
- e) consider proposals regarding overall remuneration including pay awards across ~~GCRB~~ the organisation, making recommendations to go to the Board; and
- f) be consulted on any proposals for major changes to employee benefit structures.

6.2 ALL BOARD MEMBER APPOINTMENTS

For the avoidance of doubt, this paragraph applies to both assigned college board members and regional board members. Certain responsibilities in relation to a particular assigned college may be delegated by the Board to the assigned college board, with their agreement.

The committee shall:

- a) 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;
- b) review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board **and its Committees** and of the assigned colleges' **Boards** and make any recommendations to the Board as a consequence;
- c) before any appointment is made by the Board, ensure that a full evaluation of the balance of skills, knowledge, experience and diversity on the relevant **Board**, has been carried out and that, in the light of this evaluation, an appropriate role description has been agreed; and
- d) ensure that a fair, open and merit based recruitment process is conducted for the appointment of non- executive board members and that all appointments are made in a manner which encourages equal opportunities and the observance of equal opportunity requirements.

6.3 REGIONAL BOARD MEMBERS

The committee shall ensure that it follows the current Scottish Government College Sector Board Appointments Guidance in relation to board appointments and extensions of terms of appointments.

The committee shall make recommendations to the Board for its approval in relation to:

- a) the nomination of board members for appointment to the Board;
- b) the nomination of board members for extension of the period of appointment at the conclusion of their term of office;
- c) the process for the election of staff and student Board members;
- d) the terms and conditions of appointment for non-executive Board members and staff and student board members; and
- e) membership of the audit and remuneration committees, and any other board committees, as appropriate, in consultation with the Chair of the Board and the chair of the relevant committee.

6.4 ASSIGNED COLLEGE BOARD CHAIRS

The Committee shall ensure that the performance of Assigned College Chairs will be evaluated.

6.4.5 ASSIGNED COLLEGE BOARD MEMBERS

The committee shall ensure that it follows the current Scottish Government College Sector Board Appointments Guidance in relation to board appointments and extensions of terms of appointments.

Before making a recommendation to the Board arising from a delegation of its process to the assigned college board the committee must satisfy itself that the

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assigned college board has had regard to the Guidance and any supplementary guidance issued by the Board.

The committee shall make recommendations to the Board for its approval in relation to:

- a) the appointment of non-executive members to the assigned college board;
- b) the extension of the period of appointment of Board members on the assigned colleges' **B**oards at the conclusion of their term of office;
- c) the appointment and extension of a period of appointment of the **e**Chair of an assigned college;
- d) the terms and conditions of appointment for non-executive **B**oard members and for the Chair; and
- e) the delegation to the respective assigned college of the management of all or part of the administrative process for the appointment or extension of a chair or non-executive board member.

7. REGIONAL BOARD EVALUATION

- 7.1 The Committee is responsible for ensuring that the Board reviews its effectiveness annually.
- 7.2 The Committee shall make recommendations to the Board in relation a process for evaluating the effectiveness of the board chair and the committee chairs.

8. REPORTING RESPONSIBILITIES

- 8.1 A report of the committee's discussions shall normally be considered at the Board meeting following the committee meeting. A copy of the committee meeting minutes will go to the next scheduled board meeting for noting.

9. OTHER

- 9.1 The committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the **B**oard for approval.