

Nominations and Remuneration Committee Meeting

Date of Meeting	Monday 5 October 2015
Paper Title	Overall committee membership
Agenda Item	8
Paper Number	NRC2-C
Responsible Officer	Martin Fairbairn, Interim Chief Officer
Status	Disclosable
Action	For Discussion

1. Report Purpose

- 1.1. Consideration of how best to match members' knowledge, skills and experience with the Board's three committees.

2. Recommendations

- 2.1. The Committee is invited to **note** and **comment** on the plan to seek information from Board members on their knowledge, skills and experience in relation to each of the Board's committees.

3. Background

Committee terms of reference

- 3.1. The Committee's terms of reference states that the Committee "shall make recommendations to the Board for its approval in relation to ... 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".

Current committee membership

- 3.2. The current membership of GCRB's committees is as follows:

Audit	Leonie O'Connor (Chair), Cinzia Biondi, Janet McKay and Grahame Smith
Performance & Resources	Linda McDowall (Chair), Carol Kirk, Clare Ireland and Jim O'Donovan. (Suzanne Hester and Henry McLeish were also members of this committee.)
Nominations & Remuneration	Linda McDowall and Grahame Smith. (Suzanne Hester was also a member of this committee and was its chair).

- 3.3. The chairs of the assigned colleges have previously indicated that they do not wish to be members of any GCRB committees due to the pressure of their existing workload as chairs of their colleges and members of the Board of GCRB. Neither is GCRB's Interim Chair a member of any committee.

- 3.4.** The six new members of the Board of GCRB (the four proposed for membership and the two new student members) will be available to join GCRB’s committees.

Previous processes

- 3.5.** The members of the Nominations & Remuneration Committee were identified by the previous Chair of GCRB. The members of the Audit Committee and the Performance & Resources Committee were identified by asking individual Board members for their preferences in March 2015, which were then considered by the Nominations and Remuneration Committee at their meeting on 16 March 2015 and sent electronically to the Board for agreement.

4. Knowledge, skills and experience

- 4.1.** Committee membership needs to strike balance between:

- Specific knowledge, skills and experience which is relevant to the work of each committee.
- Individual members’ interest in the work of each committee

- 4.2.** To be clear, it would be wrong for committee members to be limited to those people with directly relevant knowledge, skills and experience. However, it is also right that account is taken of members’ knowledge, skills and experience in determining the make-up of committees. Having considered each Committee’s remit, the following are suggested as areas of knowledge, experience and skills that are most relevant:

Audit	Provision of, or interaction with, Internal and external audit Financial reporting Internal control Risk management Public sector governance Understanding of the further and higher education system.
Performance & Resources	Strategic performance management Financial management, public sector funding and value for money Human Resources Estates development Further and higher education provision (including articulation, widening access, etc) Understanding of the further and higher education system.

Nominations & Remuneration	Public sector governance Human Resources Understanding of the further and higher education system.
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4.3. We do not currently have an up to date analysis of members’ knowledge, skills and experience. An analysis was undertaken by GCRB management in December 2014 based on knowledge of members’ backgrounds, however there will be aspects of which we are unaware. It is therefore intended that we ask all members to complete a short survey to ask them about their knowledge, skills and experience in each of the above areas.

5. Next steps

5.1. Following receipt of the survey results, we will send to the members of the Nominations & Remuneration Committee suggestions for adjustments to membership of all of the committees. If these are straightforward and time allows, we may be able to make recommendations to the Board at its end-October meeting.

6. Risk Analysis

6.1. This paper addresses the risk that GCRB’s committee’s do not have access to appropriate knowledge, skills and experience within their members.

7. Legal Implications

7.1. There are no specific legal issues associated with this paper.

8. Financial Implications

8.1. There are no specific financial implications associated with this paper.

9. Regional Outcome Agreement Implications

9.1. There are no specific implications for the Regional Outcome Agreement associated with this paper.