

## Nominations & Remuneration Committee

Date of Meeting	Thursday 5 December 2024
Paper Title	Committee Annual Report
Agenda Item	9
Paper Number	NRC3-E
Responsible Officer	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 activity over the past twelve months.
- 1.2** The report considers membership, meetings and attendance, and summarises matters considered, including decisions made, under headings taken from the Committee's Terms of Reference to allow members to consider compliance and overall effectiveness.
- 1.3** The report also provides a basis for consideration of the year ahead and any expectations or plans the Committee may have.
- 1.4** Subject to Committee agreement of content, the report will be presented to the Board at its January meeting.

### 2 Recommendations

- 2.1** The Committee is invited to:
  - **consider** and **agree** the content of the summary report on its activity during the past year;
  - **discuss** and **agree** any priorities for 2025.

### 3 Background

- 3.1** It is good practice for committees to review their own operation and produce an annual report for the Board.
- 3.2** The period covered by the report is December 2023 to November 2024.
- 3.3** In terms of external factors impacting on the Committee’s area of oversight, the awaited constitutional changes came into effect in early 2024, increasing GCRB’s non-executive membership by two and introducing two Trade Union Members.
- 3.4** The ongoing review of regional governance continues to affect planning. While the Board decided not to wait for a Ministerial announcement before proceeding with recruitment of a new Staff Board Member, there are no plans currently regarding non-executive terms of office that end in July 2025. The situation will be kept under review.

### 4 Meetings and Membership

- 4.1** During the period from December 2023 to November 2024 the committee met on six occasions, there being two additional meetings to consider interim leadership arrangements for GCRB and the terms of appointment for a new assigned college principal. All meetings were quorate.
- 4.2** To provide some narrative on the data in the table below:
- Chris Bones left the Board at the end of January 2024.
  - Andria Reid joined as a new member of the Committee from May having joined the Board on 29 April 2024.
  - Martina Tuskova left the Committee at the end of her term of office. While she was reappointed to the Board for a second year, she switched to become a member of Performance & Resources Committee, and has been replaced by Ciara McCarthy as student member of the N&R Committee. This was confirmed by the Board at its 28 October 2024 meeting.
  - 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
7 December 2023	100%	6: Des McNulty; Janie McCusker; Verity Watson; Chris Bones; Clare Ireland; Martina Tuskova
28 March 2024	80%	5: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Martina Tuskova

30 May 2024	83%	6: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Martina Tuskova; Andria Reid
16 July 2024	67%	6: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Martina Tuskova; Andria Reid
16 September 2024	80%	5: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Andria Reid
10 October 2024	80%	5: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Andria Reid
Average attendance 2023-24	82%	

**4.3** Gender balance has continued to be weighted towards women throughout the period of the report, however, as in the previous reporting period, 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 83% women to 17% 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. The minutes of the meeting on 16 July were not included in the subsequent board pack due to this being a single item meeting to discuss a remuneration matter. The outcome of the meeting, as extracted from the minutes, was shared with Board Members via email.

**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 have 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 senior staff remuneration and determination of any overall policy that may apply to pay awards across the organisation;
- GCRB and Assigned College Non-Executive Board Appointments;
- Voluntary Severance Arrangements;
- Board Evaluation and Development.

**5.2** There were no changes to the Terms of Reference during the period of this report.

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

## **6. Activity between December 2023 and November 2024**

**6.1** Over the period of the report, the Committee discharged its duties as summarised below. The report is presented in the form of a summary of items noted and decisions made by the Committee.

**6.2** Throughout the year, as appropriate, the Committee has received and considered verbal reports from the Executive Director and/or the Director of Finance & Resources on factors influencing college VS and other restructuring activity, and on progress with national pay negotiations.

**6.3** The Committee has also received regular updates from the Board Secretary on progress with legal and regulatory changes affecting its area of remit.

**6.4** The Committee has considered its long-term agenda at each meeting.

**6.5** The Committee Chair also provides a verbal update to each meeting on relevant meetings and events he has attended since the last meeting of the Committee.

## **7. Summary of Committee Decisions**

### **7.1 Staffing Matters**

#### ***December 2023***

Considered the September 2023 annual salary review, and the deferred September 2022 salary review, and determined the salary uplift for the Executive Director, Finance & Resources Director and Board Secretary.

Noted that should there be any reform of the GCRB staffing structure they would expect roles to be reviewed at that stage.

#### ***March 2024***

Discussed the annual performance review of the GCRB Executive Director for 2023-24 undertaken by the GCRB Chair; agreed performance objectives for 2024-25; agreed that 2024-25 objectives would remain under review subject to organisational requirements and Ministerial direction.

Discussed and noted circumstances impacting on the overall GCRB staffing complement and associated costs including the conclusion of the fixed-term contract for the Project Manager (Environment and Sustainability) and a work-life balance application by the Director of Finance & Resources; noted the Executive Director's intention, in that context, to progress a revised structure for the GCRB staff team.

### ***May 2024***

Noted the Executive Director's proposed GCRB staff pay settlement awards for the 2024-2025 period which were in line with UNISON's proposed uplift, and agreed to replicate this decision for senior staff.

Noted that preparatory work to ensure appropriate HR support and guidance for the organisation was underway, and the status of the Executive Director's alterations to the team.

### ***July 2024 (single-item agenda)***

Discussed options and agreed that the Chair of the Board should consult the SFC with regard to leadership arrangements and remuneration from 1 August to 31 October, and explore potential candidates to take on the interim leadership role post October, reporting back to Committee and Board as appropriate.

### ***September 2024 (single-item agenda)***

Agreed to approve the proposed terms and conditions of appointment for the next Principal of Glasgow Kelvin College including a starting salary range for the role.

Noted that in the process to recruit the current Principal of the College, the GCRB Board had delegated authority to the GCRB Chair, as a member of the appointment panel, to approve the appointment on its behalf; expressed concern that in the absence of such an arrangement, approval of the appointment would be delayed as it would need to be put before the full Board; wished to draw the attention of Glasgow Kelvin College to the potential delay.

Welcomed the College Chair's offer to share the minutes of relevant Remuneration Committee meetings and requested sight also of the College Board's Scheme of Delegation, including the Remuneration Committee Terms of Reference.

### ***October 2024***

Agreed that, with the GCRB Chair's approval, a Board decision by correspondence should be progressed to expedite Board approval of the appointment of a Glasgow Kelvin College principal in December rather than wait for the January 2025 meeting.

Agreed that:

- It was content with the Interim Chief Officer job description and the terms and conditions of appointment including the recommended salary; an appropriate review date would be 31 March 2025.
- Subject to receipt of written endorsement of the process by SFC and Committee endorsement of the candidate, the Chair should take an appointment recommendation on behalf of the Committee, including the proposed salary and outline role description, to the Board for approval at its meeting on 28 October 2024.

## **7.2 GCRB/Assigned College Non-Executive and other Board Appointments**

### ***December 2023***

Recorded a decision by correspondence (20 November 2023), to:

- agree a recommendation to the Board regarding extending the appointments of Alan O'Donnell and Runa McNamara to the Glasgow Clyde College board for a second term.
- agree a recommendation to the Board regarding extending the appointment of Paul Hillard for a second term to the City of Glasgow College board.
- Agreed to include in its response to City of Glasgow College a reminder that GCRB had previously raised concerns about gender balance.

Agreed recruitment arrangements for 2024 with respect to non-executive members of GCRB and assigned college chairs.

### ***March 2024***

Agreed to recommend to the Board the extension of Heather McNeil's appointment to the Glasgow Kelvin College Board.

### ***May 2024***

Agreed recommendations to the Board as follows:

- The appointment of David Duncan and Gavin Lee to Glasgow Clyde College Board.
- The appointment of Laura Heggie, Manira Ahmad and Amy Paterson to City of Glasgow College Board.

Wished to commend City of Glasgow College on its efforts in addressing gender balance following feedback from the Committee.

### ***October 2024***

Agreed to recommend to the Board that:

- A decision on whether to hold a Teaching Staff Board Member election should be postponed until a Ministerial decision is announced.
- The current Teaching Staff Board Member should, in the interim, be invited to continue attending Board meetings.
- Subject to Board approval, Scottish Government should be informed of the decision.

Noted the annual review of diversity succession planning and agreed the current plan should remain in place for 2024-25.

### **7.3 Voluntary Severance Arrangements**

#### ***December 2023***

Glasgow Kelvin College: Considered and approved the application to GCRB for a voluntary severance scheme.

City of Glasgow College:

- Considered and approved the application to GCRB for a voluntary severance scheme.
- Considered and approved a proposal for the college to enter into an agreement with current lecturing staff to settle the dispute in relation to compulsory redundancies.
- Agreed that the Board Chair, Vice Chair and Executive Director would seek a meeting with the City of Glasgow College Chair and Principal in the new year to discuss matters relating to the handling of the VS scheme and College governance in more depth.

#### ***October 2024***

Noted the decision by correspondence taken on 26 September 2024 to delegate authority to the Chair and Interim Accountable Officer to approve an individual settlement agreement for Glasgow Clyde College for submission to SFC.

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

#### ***December 2023***

Approved a process for the Board's 2023-24 performance evaluation.

#### ***March 2024***

Considered and agreed the content of the summary report on its activity during the past year; and discussed and agreed its priorities for the coming year. (The annual report was presented to the subsequent Board meeting.)

Considered its performance over the course of the year and confirmed it was content with the current committee terms of reference.

#### ***October 2024***

Agreed that committee self-evaluation, evaluation of the Chair and committee chairs, and one-to-one meetings between the Chair and board members should all go ahead as per the usual schedule, which would allow for one-to-one meetings to follow the anticipated Ministerial announcement. The appropriateness of a full Board performance evaluation would be considered in the new year.

## **8. Priority issues for 2025**

- 8.1.** Members are invited to reflect on activity over the past year and current external developments impacting on the Committee's area of remit, and discuss and identify priorities for the coming months for inclusion in the annual Committee report to the Board.

## **9. Risk & Compliance Analysis**

- 9.1.** Performance review and reporting is key to effective systems of governance and internal control and is a requirement of the Code of Good Governance. This report contributes to the mitigation of risk 07: GCRB does not have the necessary capacity and capability to deliver our objectives, and risk 08: A breach of legislation or regulatory requirements results in a failure of governance.

## **10. Financial and Resource Analysis**

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

## **11. Equalities Implications**

- 11.1** The report refers to gender balance and diversity succession planning. There are no new equalities implications arising from this report.

## **12. Learner Implications**

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