

Board Meeting

Date of Meeting	Monday 26 October 2020
Paper Title	Recommendations from Nominations and Remuneration Committee
Agenda Item	12
Paper Number	BM2-F
Responsible Officer	Chair of Nominations and Remuneration Committee
Status	Disclosable
Action	For Decision

1. Report Purpose

- 1.1 To ask the Board to note and/or approve several items arising from the recent Nominations and Remuneration Committee meeting.

2. Recommendations

- 2.1 With reference to the Minutes of the Committee meeting held on 24 September, the Board is invited to:

- **Note** that the Committee received a report on the process to elect a new Teaching Staff Member to the Board. Subsequent to the meeting, the timetable for completion of the ballot was amended due to a delay in confirming eligible proposers and seconders of nominees. The result is now expected to be returned at the end of the first week in November and Board Members will be advised of the outcome by email.
- **Note** the potential changes to non-executive membership during 2021 and **approve** the recommendation to proceed with a recruitment round as set out under item 3.1 below with a view to filling vacancies arising in 2021.
- **Note** the evaluation timetable set out under item 3.2 below and **approve** the recommendation to invite Ron Hill to undertake the review.
- **Approve** the recommendation by the Chair of the Board with regard to the tenure of the current Co-opted Member of the Performance & Resources Committee, as set out under item 3.3 below.

3. Report

- 3.1. The Committee considered an annual report on membership and tenure, which highlighted that during 2021 three non-executive members would reach the end of their second term of office, necessitating an open recruitment process. A further two non-executive members would reach the end of their first term of office, necessitating consideration of extending their office to a second term, should they wish to remain on the Board. The Scottish Government's changes to the constitution of the Board – the addition of two new non-executive members alongside the two new trade union members – are also expected to come into effect in 2021.

On that basis, the Committee agreed to recommend to the Board that a recruitment exercise and associated activity be set in motion around the turn of the year to ensure appropriate timing and order of events to have members in post on 1 August 2021. The following is an indicative timetable.

Activity	Timing
1. Committee recommends/Board approves arrangements and delegation of authority to decide on extension of terms of office.	10 December 2020/ 25 January 2021
2. Second Terms Committee/Sub-group of NRC meets to consider and agree as appropriate extension of terms of office of two Non-Executive Members.	February
3. Committee recommends/Board approves recruitment panel, which may be subgroup of NRC plus Independent Member.	11 March/ 29 March
4. Committee conducts detailed review of skills, etc, and future needs, taking account of outcome of 2. above and Diversity Succession Plan.	w/c 5 April ¹
5. Panel agrees person specification(s) for vacancies, process and application materials, taking account of information available at that stage including timing of constitutional changes, to determine number of vacancies (minimum three, maximum seven, notwithstanding other currently unknown changes).	w/c 12 April
6. Advert goes live on recommended list of platforms including Public Appointments and CDN website.	26 April
7. Potential event/other activity to disseminate information/ promote opportunity to join Board.	w/c 26 April
8. Closing date for applications.	21 May
9. Shortlisting.	w/c 24 May
10. Interviews.	w/c 7 June
11. Recommendation to Board/approval.	21 June
12. Approval received from Scottish Ministers.	by 19 July
13. New Members take up appointments (based on known terms of office; commencement of new vacancies will depend on Scottish Government guidance).	1 August 2021

¹ 4 April 2021 is Easter Sunday so 2 and 5 April will not be available dates; availability of Committee/panel members will need to be considered nearer the time.

3.2. The Committee considered the requirement to undertake an externally facilitated evaluation before the end of April 2021, and agreed the following outline timetable. Information in italics represents the Board’s own evaluation activity which will inform the external process shown in the second half of the chart. Timings are indicative and will be subject to the reviewer’s and board members’ availability.

Members considered a detailed proposal that had been received from CDN for undertaking the evaluation using one of a bank of suitably qualified reviewers. It was agreed to recommend to the Board that Ron Hill, who has undertaken previous development work with GCRB and has a good level of understanding of the board and the region, should be invited to undertake this work.

Activity	Timing
<i>Annual Review and Report to Audit Committee on compliance with Code of Good Governance.</i>	<i>Completed May 2020</i>
<i>Committee Self-Evaluation</i>	<i>Dec-Jan Committee meetings</i>
<i>Report to Board</i>	<i>25 Jan 2021</i>
<i>Evaluation of Chair led by Senior Independent Member:</i>	
<i>Issue of scaled questionnaire</i>	<i>16 Nov 2020</i>
<i>Deadline for return of questionnaire</i>	<i>27 Nov 2020</i>
<i>Meetings with sample of Board Members</i>	<i>w/c 7 Nov 2020</i>
<i>Feedback to Chair</i>	<i>by 18 Dec 2020</i>
<i>Report to Board (high level)</i>	<i>25 Jan 2021</i>
<i>Individual evaluation/development meetings with Chair (incorporating feedback from completed 2020 reviews of Committee Chairs and feedback from most recent evaluations of College Chairs, as appropriate)</i>	<i>4-22 Jan 2021</i>
<i>NRC/Chair recommend external reviewer to Board for approval.</i>	<i>26 Oct 2020</i>
<i>External reviewer appointed; scope of work, timing and fee agreed.</i>	<i>Post 26 Oct 2020</i>
<i>Initial briefing of external reviewer by Chair/Board Secretary.</i>	<i>Nov 2020</i>
<i>Desk-based research; observation of meeting(s)</i>	<i>Dec 2020/Jan 2021</i>
	<i>Board meeting 25 Jan 2021</i>
<i>Survey of Board Members/Interviews with sample of Members</i>	<i>Concluded by 12 Feb 2021</i>
<i>Workshop/evaluation session</i>	<i>w/c 20 Feb 2021</i>

Draft report and recommendations	w/c 06 Mar 2021
Final report to Board for approval ²	29 Mar 2021
Final Report and Development Plan submitted to SFC / published on website.	Apr 2021

3.3. Co-options are reviewed on an annual basis, and the Committee was advised at its meeting that the Chair of the Board intended to consult both the Chair of the Performance & Resources Committee and the current Co-optee, Anwulika Umeh, and bring a recommendation to the Board. The PRC Chair subsequently recommended that Anwulika should be invited to continue on the Committee for a further year, and Anwulika confirmed her acceptance of the invitation subject to Board approval.

4. Risk Analysis

4.1 Timely and well planned recruitment is essential to mitigate risk 0012: the capacity and capability of the Board is inadequate and standards of governance fall below the level required. In particular, it should be noted that the current statutory minimum membership of the Board is fifteen members.

5. Equalities Implications

5.1 Equality and diversity should be built into, and be a consideration throughout, the recruitment process in line with the Board's Diversity Succession Plan.

6. Legal Implications

6.1 There are no new legal implications associated with this report.

7. Resource Implications

7.1 The cost of proceeding with the external evaluation via CDN will be £6,000 (inc VAT).

8. Strategic Implications

8.1 Robust governance arrangements are the essential to the effective determination and delivery of GCRB objectives.

² Development Plan drafted following receipt of draft report; final draft to be brought to March Board for approval incorporating recommendations as appropriate.