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## Board Meeting

Date of Meeting	Monday 24 January 2022
Paper Title	Nominations and Remuneration Committee Annual Report
Agenda Item	16
Paper Number	BM3-N
Responsible Officer	Committee Chair
Status	Disclosable
Action	For Noting

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### 1. Executive Summary

**1.1.** The Annual Report of the Nominations and Remuneration Committee provides the Board with a summary of membership, attendance, and business of the committee conducted during the past year.

### 2. Recommendations

**2.1.** The Board is invited to note the work undertaken by the Committee during 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 its activity over the course of the year, key decisions and recommendations, and priorities for the year ahead.
- 3.2** The period covered by the report is December 2020 to November 2021.
- 3.3** 2020-21 has been a second exceptional year as a result of COVID-19. This has continued to restrict development activity including face-to-face meetings and gatherings, and the possibility of a residential event. There has been ongoing delay in several areas of Scottish Government activity relating 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 issue of a revised Code of Conduct; and the issue of revised Ministerial Guidance on Appointments.

### 4. Meetings and Membership

- 4.1.** During the period from December 2020 to November 2021, 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:
- A new Non-Executive Member (Des McNulty) and Student Member (Lauren McLaren) joined the Committee for the start of the new academic year, further to the departure of Lesley Garrick and Sissa Rasmussen.
  - Michael Cullen had stepped back from Board duties between December and March, and has, due to extenuating circumstances, been absent from recent meetings of the Board. The Chair will keep the Committee and Board apprised as appropriate.
  - 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
10 December 2020	80%	5: Jackie Russell; Lesley Garrick; Janie McCusker; Clare Ireland; Sissa Rasmussen
11 March 2021	80%	5: Jackie Russell; Lesley Garrick; Janie McCusker; Clare Ireland; Sissa Rasmussen
28 May 2020	83%	6: Jackie Russell; Lesley Garrick; Janie McCusker; Michael Cullen; Clare Ireland; Sissa Rasmussen
23 September 2020	67%	6: Jackie Russell; Janie McCusker; Clare Ireland; Michael Cullen; Des McNulty; Lauren McLaren
Average attendance 2020-21	78%	

- 4.3** Gender balance has been weighted towards women throughout the period of the report and the Committee comprised 100% women for part of the year as a result of Michael Cullen having stepped back from Board duties. All GCRB's current Staff and Student members are women. The current gender balance is 67% women to 33% men.
- 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. Cover sheets were reviewed earlier in 2021 to provide for consideration of learner 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 2020 and November 2021**

Over the period of the report, the Committee discharged its duties as summarised below.

### **Staffing Matters**

- 6.1** Oversaw the process to appoint a new Environmental Sustainability/Climate Change officer. The Committee Chair served on the appointment panel. The initial appointee left to take up another post, and the Committee agreed a revised job description via correspondence to allow a second appointment to be made.
- 6.2** Received a report from the Chair of the Board further to her review meeting with the Executive Director, and agreed performance objectives for 2021-22
- 6.3** Agreed an annual pay award for the Executive Director, Finance & Resources Director and Board Secretary, in line with Public Sector Pay Policy, and received a report from the Executive Director on the pay award for other GCRB staff.
- 6.4** Agreed the need for a CPD budget, and asked that this be taken forward.

- 6.5** Received regular updates on relevant developments including COVID 19 arrangements in place within Assigned Colleges, proposed re-opening schedules, and progress with staffing matters at a national level including the National Recognition and Procedures Agreement and the Scottish Government's initiative to explore the possibility of a four-day week.

#### **GCRB/Assigned College Board Appointments**

- 6.6** Oversaw the planning and implementation of Board recruitment activity. Committee Chair and Student Member participated in the panel to shortlist and interview candidates alongside Board Chair and Independent Panel Member.
- 6.7** Agreed to the launch of a web-page in parallel to the recruitment process to encourage applicants who might be interested in contributing to the work of the Board via co-option to a committee.
- 6.8** Oversaw arrangements for the nomination of new Student Members of GCRB and the Chair of the GCRSE.
- 6.9** Over the course of the year considered and made the following recommendations to the Board.
- Glasgow Clyde College Board: two new non-executive appointments and one extended appointment
  - Glasgow Kelvin College Board: one new non-executive appointment and four extended appointments
  - City of Glasgow College Board: two new non-executive appointments

#### **Voluntary Severance Arrangements**

- 6.10** Considered and approved the business case for an expansion to the existing Clyde College VS scheme to include Support as well as Academic Staff. Subsequently agreed the business case for an extension to the time-frame of the scheme, for submission to SFC for final approval.
- 6.11** Considered a business case for a Kelvin College VS scheme and approved a baseline scheme with a maximum six-month offer in line with the College's affordability plan and agreed that an enhanced scheme would be considered if funding became available. A revised application was subsequently approved by the Committee by correspondence, for submission to the SFC.
- 6.12** Approved a business case for submission to the SFC for a settlement agreement submitted by Glasgow Clyde College, in line with the SFC's guidance on severance arrangements

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

- 6.13** Monitored progress against the Development Plan at each of its meetings. Progress with making effective use of BoardEffect and Teams was considered, in particular, and the Committee received reports on the governance impact of online meetings both locally within GCRB and sector-wide through surveys.

- 6.14** Oversaw the planning of 2020-21 annual evaluation activity including timing and co-ordination of Committee and Committee Chairs' evaluation and individual Board Member evaluation with the externally-facilitated board evaluation process led by Professor Ron Hill.
- 6.15** Undertook its own Committee evaluation and evaluation of the Committee Chair. As part of this process, reviewed activity and decisions made over the past year, compliance with the Committee terms of reference, and considered priorities for the year ahead.
- 6.16** Considered and endorsed a revised format and content for the board development plan 2021-22 prior to its finalisation and presentation to the Board
- 6.17** Oversaw the development of an enhanced Board Skills Matrix which was used for recruitment, extension and succession planning purposes over the course of the year.
- 6.18** Considered a report on Assigned College External Evaluation Reports, and provided feedback on areas of common interest and potential collaboration.
- 6.19** Received reports on external governance developments throughout the year with a view to informing Board development activity and ensuring compliance.
- 6.20** Undertook its annual detailed review of Board and Committee membership, tenure, skills and gender balance, and attendance, and agreed a series of actions for recruitment and extension activity for the coming year.
- 6.21** Undertook its annual review of Diversity Succession Planning and agreed planning for the year ahead.
- 6.22** Agreed a schedule of evaluation activity for 2021-22.

## **7. Priority issues for 2021/22**

- 7.1** Members are invited to reflect on progress in the past year and significant developments within GCRB and externally impacting on its area of remit, and discuss and identify priorities for the year ahead. The Committee may wish to consider as part of its discussions:
  - The evolving context of the SFC's review of tertiary provision and the outcome of GCRB's own review of regional governance arrangements, including the implications for GCRB staff and the Board.
  - Lessons learned from the pandemic, and short to medium term implications for staff working practices, governance and development as the sector emerges from the experiences of 2020 and 2021.
  - The Committee's commitment to promoting diversity and the potential for further Board activity and training in this area in 2022.

## **8. Risk & Compliance 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. Financial and Resource Analysis**

**9.1.** There are no specific financial or resource considerations arising from this paper. Equality and diversity training would be undertaken within available budget.

## **10. Equalities Implications**

**10.1.** The report refers to gender balance and equality and diversity training.

## **11. Learner Implications**

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