

Board Meeting

Date of Meeting	Monday 25 January 2021
Paper Title	Non-Executive Board Member Second Terms Committee
Agenda Item	15
Paper Number	BM4-N
Responsible Officer	Penny Davis, Board Secretary
Status	Disclosable
Action	For Decision

1. Report Purpose

- 1.1. To establish arrangements for consideration of extending to a second term the appointments of Non-Executive Members whose first term expires in 2021.

2. Recommendations

- 2.1. The Board is invited to **approve** the establishment of a short-life Second Terms Committee with the proposed terms of reference (Annex 1), and **appoint** members to the Committee.

3. Background

- 3.1. The Board received a report from the Nominations and Remuneration Committee at its meeting on 26 October outlining potential changes in membership. This included two members reaching the end of their first term of office in July 2021: Michael Cullen and Alastair Milloy.
- 3.2. The Board agreed a schedule of activities, commencing with the establishment of a short-life committee to consider and recommend, as appropriate, extending an appointment to a second term where a member has expressed an interest in remaining on the Board. (The Board Chair has undertaken to consult the members concerned.)
- 3.3. The Board has established such a committee on two previous occasions, and the terms of reference, updated to apply to the current context, are attached at Annex 1. The Committee would normally require to convene on only one occasion and would take its recommendation to the Board in March. Relevant extracts from the *College Sector Board Appointments: Ministerial Guidance 2014* are provided under 4.0 below for information.
- 3.4. The reason for overtaking this activity early in the year is to allow for a recruitment round, commencing in April, to take account of any outcomes. The end dates of current terms of office are not affected.

4. Extracts from Ministerial Guidance

Relevant committee with responsibility for board appointments and extensions

A Regional Board is to establish a relevant committee to nominate Regional Board member appointments and extensions of appointments to the Regional Board.

The chair of the Regional Board should normally chair this committee. Staff and students of the assigned colleges should have an opportunity to contribute.

The chief officer of the Regional Board must not be a member of this committee, as there is a conflict of interest. The chief officer could, however, be asked by this committee to provide information to it (if required), whether in person to the committee or in writing.

No-one who may be applying for a board member appointment must take part in any discussions or decisions that any committee or the board may have about that appointments process. Similarly, no board member who may be seeking to have their appointment extended must take part in any discussions or decisions relevant to that extension.

Extending board member appointments

Where an appointment has not already been extended, the relevant committee is to consider whether the needs of the board will be most effectively met by extending an appointment or by making a new appointment. In reaching a view, the committee will carry out a needs analysis along the lines described in paragraphs 4.15 and 4.16. [refers to assessment of skills needs/gaps]

The committee will also balance any benefits of continuity provided by an extension with the potential opportunity to increase the range of relevant skills, knowledge, attributes and knowledge on the board by making a new appointment through open competition. Reaching a decision to make a new appointment through open competition would not prevent the person vacating the post from applying for the new appointment.

An appointment can be extended (for one single period) only if: a) the board member has performed satisfactorily, with evidence of annual assessments of performance to evidence this; and b) that the board member's skills, knowledge, attributes and experience remain relevant to the anticipated future needs of the board.

Term of board appointments or extensions

A Regional Board will determine the length (of up to 4 years) of a board appointment or extension based on needs of the board, having regard to the desirability of avoiding a substantial number of board appointments potentially ending around the same time.

Ministerial approval

Before a Regional Board may appoint a non-executive board member or extend a non-executive board member's period of appointment, the board must obtain the approval of both its chair and Scottish Ministers.

A board should consider possible contingency action (such as, for example, further requests for short-term approval of appointments or short-term extensions of existing appointments) where, if Ministerial approval is not given in any particular case, this could lead to a board with fewer than 15 members. Such contingency action does not have to be detailed when submitting a name for approval.

Scottish Ministers will not normally consider the approval of a non-executive board member unless the chair has approved the board's appointment.

When considering whether to approve the appointment or extension of a nonexecutive board member, Scottish Ministers will take into account the extent to which the board has, in the view of Ministers, paid sufficient regard to this guidance.

5. Risk Analysis

- 5.1** The report seeks to mitigate GCRB Risk 0012: The capacity and capability of the Board is inadequate and standards of governance fall below the level required, and GCRB Risk 0013: There is a breach of legislation/ guidance/code of practice and this results in a failure of governance.

6. Legal Implications

- 6.1.** There are no specific legal implications arising from this paper.

7. Equalities Implications

- 7.1.** Members should note that the outcome of this process may affect the gender balance on the Board and, in particular, among Non-Executive Members. Equalities implications will be considered by the Second Terms Committee.

8. Resource Implications

- 8.1.** There are no specific resource considerations arising from this paper.

9. Strategic Implications

- 9.1.** There are no specific implications for the Regional Outcome Agreement/Strategic Plan arising from this paper.

Glasgow Colleges' Regional Board

**Second Terms Committee
DRAFT Terms of Reference**

1. CONSTITUTION

- 1.1** The second terms committee is constituted as a committee of the Glasgow Colleges' Regional Board (hereinafter referred to as the Board).
- 1.2** The committee's terms of reference may be amended at any time by the Board.
- 1.3** The committee is constituted for the specific purpose of extending the appointment of Non-Executive Board Members whose first term of office ends on 31 July 2021, further to the conclusion of which business, the Committee will be dissolved.

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** Membership must include a majority of non-executive members. The Chair of the Board shall be counted as a non-executive member in determining membership of the committee.
- 3.3** Staff and Student Members may also be appointed to the Committee.
- 3.4** The board shall appoint the committee chair who shall normally be the Chair of the Board but may be another non-executive member. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves, who is a non-executive member, to chair the meeting.
- 3.6** 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 its remit.
- 4.2 The quorum necessary for the transaction of the business of the committee shall be three committee members.
- 4.3 A majority of non-executive members must be present for any business of the committee to be transacted.
- 4.4 At the request of the committee any other Board members or senior management staff shall attend meetings.
- 4.5 Meetings of the committee shall be arranged by the Secretary at the request of the Chair.
- 4.6 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 SECOND TERMS OF REGIONAL BOARD MEMBERS WHOSE FIRST TERMS END ON 31 July 2021

The committee shall ensure that it follows the current Scottish Government College Sector Board Appointments Guidance in relation to the extension of non-executive appointments to regional boards.

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 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 Board has been carried out and that, in the light of this evaluation, appropriate role descriptions have been agreed;
- d) ensure that all appointments are made in a manner which encourages equal opportunities and the observance of equal opportunity requirements; and

- e) recommend to the Board the nomination of board members for second terms at the conclusion of their first terms of office (ending on 31 July 2021) for approval and submission to the Scottish Ministers for final approval.

7. REPORTING RESPONSIBILITIES

- 7.1** A report of the committee's discussions shall be considered at the Board meeting following the committee meeting.