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## Board Meeting

Date of Meeting	Monday 15 May 2023
Paper Title	Amendments to Committee Terms of Reference
Agenda Item	19
Paper Number	BM5-M
Responsible Officer	Board Secretary
Status	Disclosable subject to Board approval
Action	For Noting

### 1. Executive Summary

- 1.1** To seek Board approval of proposed changes to the terms of reference for the Nominations & Remuneration (N&R) Committee and Performance & Resources (P&R) Committee.

### 2. Recommendations

- 2.1.** The Board is invited to **approve** changes as recommended respectively by the N&R Committee and P&R Committee, set out under Section 4 below.

### 3. Background

- 3.1. Committee terms of reference are determined by the Board, and any material changes are brought to the full Board for approval.
- 3.2. Both N&R and P&R Committees have, over the course of recent meetings, agreed a series of changes that they feel would be beneficial to their terms of reference.
- 3.3. While the proposed changes are relatively minor, they nonetheless modify aspects of each Committee's operation. Therefore, it is appropriate to seek Board approval.
- 3.4. Extracts of the terms of reference are provided below to show proposed amendments. Existing wording that would be replaced is shown in GREY. Proposed new wording is shown in RED.
- 3.5. Terms of reference in full can be accessed on the following links.

<https://www.gcrb.ac.uk/nominations-committee/meeting-papers>

<https://www.gcrb.ac.uk/performance-committee/meeting-papers>

### 4. Proposed Amendments to Terms of Reference

#### 4.1 Nominations & Remuneration Committee

The proposed changes seek to clarify the extent and nature of the Committee's responsibilities with regard to staff and staffing decisions.

#### **STAFF**

The Committee shall:

be responsible for overseeing remuneration levels, salary awards, pensions, terms and conditions of employment and any other related matters for the executive and other senior posts within the organisation;

be responsible for overseeing remuneration levels, salary awards, pensions, terms and conditions of employment and any other related matters for the Executive Director, Finance & Resources Director, and Board Secretary

be responsible for the appointment process of senior executive officers and make recommendations for their appointment to the Board;

be responsible for the appointment process for the Executive Director, Finance & Resources Director, and Board Secretary, and make recommendations for their appointment to the Board

be responsible for reviewing the performance of the Executive Director;

be responsible for ensuring appropriate arrangements are in place for reviewing the Executive Director's performance and setting objectives annually

consider proposals regarding overall remuneration including pay awards across the organisation, making recommendations as appropriate to the Board

consider overall remuneration on an annual basis, determining any policy to be implemented with regard to pay awards across the organisation, and make recommendations as appropriate to the Board;

#### **4.2 Performance & Resources Committee**

The proposed changes seek to clarify the different attendees and the nature of their engagement, and to establish for a two-stage annual self-evaluation process that allows for Members to meet without others present.

##### **ATTENDANCE AT MEETINGS**

Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chair of the Board, members of the Board's staff, Assigned College Principals and Assigned College staff may be invited to attend all or part of any meeting, as and when appropriate.

- All meetings shall be attended by the Secretary. If the Secretary is unable to attend, a suitably qualified substitute shall attend in their place.
- Individuals who are not Committee Members do not have a right of attendance but may be invited to attend all or part of any meeting, as and when appropriate, with the consent of the Chair.
- Members of the Executive with reporting responsibilities to the Committee shall normally be in attendance throughout meetings to inform and advise the Committee on executive matters.
- Assigned College principals shall routinely be invited to attend for all or part of meetings and invited to speak on matters relating to their colleges.
- Where an Assigned College principal is unable to attend or wishes to send an alternative, suitably briefed, representative of the college's senior management in their place, the substitution must be with the consent of the Committee Chair.
- The Chair may make a decision at the start of the meeting whether some items shall be considered in private.

##### **OTHER MATTERS**

The Committee shall:

arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and report the results including recommendations of any changes it considers necessary to the board for approval. Self-evaluation shall normally be a two-stage process with Executive reports present for the first stage.

#### **5. Risk and Compliance Analysis**

- 5.1** While there are not specific compliance concerns associated with this report, clear and appropriate terms of reference contribute to effective governance and thereby mitigate Risk 013: There is a breach of legislation/guidance/code of practice and this results in a failure of governance.

**6. Financial and Resource Analysis**

**6.1** There are no financial or other resource implications arising from the report.

**7. Equalities Implications**

**7.1** There are no equalities implications associated with the report

**8. Learner Implications**

**8.1** This report does not have direct implications for the learner, however, robust governance arrangements are the essential to the effective determination and delivery of GCRB objectives.