Nominations & Remuneration Committee

Date of Meeting	Thursday 6 October 2022
Paper Title	Annual Review of Membership and Attendance
Agenda Item	8
Paper Number	NRC1-D
Responsible Officer	Marianne Philp, Interim Board Secretary
Status	Disclosable
Action	For Discussion

1. **Executive Summary**

   1.1. The Committee considers a report annually, at this time of year, reviewing Board and committee membership, tenure, areas of expertise, diversity, and overall attendance levels in the past year. The report comprises:

   - A chart showing overall Board membership and Committee membership, tenure, summary areas of expertise currently represented, and associated notes;

   - A chart showing overall Board and Committee attendance data to identify any areas for further review by the Board Chair/Committee Chairs, and associated notes;

   - Current overall and non-executive gender balance, and committee gender balance;

   - The Board's skills matrix (appended).

2. **Recommendations**

   2.1 The Committee is invited to **consider** the report and **agree** any recommendations to be made to the Chair or the Board with regard to membership matters considered in the report.

3. **Background**

   3.1. The Nominations and Remuneration Committee is responsible for areas of the Board's activity relating to appointments and succession planning. Specifically, the Committee should:

   - 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;

   - review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and of the assigned colleges' Boards and make any recommendations to the Board as a consequence.

   3.2. Detailed reviews of Assigned College boards' membership, tenure and skills balance are delegated to the Assigned Colleges, who are required to report as appropriate and bring relevant matters to GCRB's attention as part of the appointments process.

   3.3. There have been changes in GCRB's membership during the past year:

   - Two non-executive members (Paul Buchanan and Jackie Russell) left the Board at the end of their second term of office on 31 July 2021, and one member (Michael Cullen) was considered to have resigned from the board due to his non-attendance. Three new members (Chris Bones, Sakshi Sircar and Verity Watson) were appointed and took up office on 1 August 2022.

   - Two new Student Board Members for 2021-22 (Sunita McKenna and Emma Leslie) were appointed further to an election process managed by GCRB and NUS.

   3.4. The Committee will consider a separate paper on diversity succession planning.

4. Report

4.1 Current Board Membership, Tenure and Areas of Expertise

MEMBER	PROFESSIONAL BACKGROUND/ EXPERTISE	TENURE ENDS	TERM
Chair			
Janie McCusker	International security co-ordination; governance; risk; change management; mediation	07/01/24	2
College Board Chairs			
Alisdair Barron	HR; industrial relations; youth and health charity leadership	31/07/24	2
David Newall	HE leadership; local authority; CIPFA qualified	14/07/24	2
Ian Patrick	Schools, FE and HE leadership; governance	31/07/26	2
Staff Members			
Clare Ireland	Support Staff Member	31/07/26	1
Sheila Meikle	Teaching Staff Member	04/11/24	1
Student Members			
Sunita McKenna	Student President	31/08/23	1
Emma Leslie	Student President	31/08/23	1
Non-Executive Members			
Chris Bones (Also member N&R)	Corporate Governance; Higher Education; Change Leadership; E-commerce; Third Sector; Entrepreneur; HR	31/07/26	1
David Brown	Estates management (Chartered Surveyor); Community investment and social value	31/07/23	1
Moira Connolly (Chair)	Consultant Psychiatrist; health sector leadership, Government Advisor (mental health)	30/04/26	2
Edward McGrachen (Chair)	Chartered Engineer; IT; telecommunications; governance	30/04/26	2
Des McNulty (Chair)	HE and public sector leadership; social and economic development; former MSP	31/07/25	1
Alastair Milloy	FE/HE financial leadership; Fellow Association of Chartered Certified Accountants	31/07/25	2
Sakshi Sircar	Engineer, Digital Innovation, Sustainability	31/07/26	1
Paul Smart	Independent Consultant; ex senior civil servant, incl College Policy, Young Workforce and SFC	31/07/25	1
Helyn Thornbury-Gould	HE leadership; learning enhancement; digital and online learning	31/07/25	1
Verity Watson	HR; Legal	31/07/26	1
Co-opted Members			
Anwulika Umeh	Business analyst; mentoring women into education and enterprise	annual review	-

Key:
Audit Committee; Performance & Resources Committee; Nominations & Remuneration Committee
Committee Chairs' names in bold

4.2   The Chair of the Board reaches the end of her second term as Regional Chair on 7 January 2024. This is a public appointment. It is anticipated that Scottish Government will require to undertake a process during the latter part of 2023 to appoint a new Chair, as required.

4.3   One of our Non-Executive Board Members reaches the end of their first term of office in July 2023. In line with established practice, assuming the member expresses an interest in remaining on the Board, a short-life Second Terms Committee will be established to make a recommendation to the Board on the extension of appointments.

4.4   The Scottish Government's changes to the Board's constitution, which have been delayed, may come into effect in 2022-23, at which point there will be provision for two new Trade Union Members and two additional Non-Executive Members to join the Board.

4.5   The Board agreed to an annual review of co-option arrangements. The Chair of the Board will communicate with the Performance & Resources Committee Chair and Co-opted Member and will report to the Committee to allow a recommendation to be made to the Board in due course.

5. Board and Committee Attendance 2021-22

5.1   Committees review meeting attendance data as part of their annual self-evaluation; the Chair reviews individual Members' attendance at one-to-one evaluation meetings; attendance data is also reported in the annual accounts. The following high-level summary is provided to allow the Committee to compare attendance across all meetings of the Board and Committees and, if it identifies any areas of concern, to make recommendations to the Board Chair or Committee Chairs as appropriate for further review. Annual data from 2020-21 and 2019-20 is shown in blue and green text, respectively, for comparison.

Meetings 2021-22	Attendance
Board	**(18/17 Members[1])**
29 November 2021	94%
24 January 2022	89%
25 April 2022	89%
20 June 2022 (in person)	76%
Overall 2021-22	**87%** 88% 87%
Audit & Assurance Committee	**(4 Members)**
5 October 2021	75%
11 January 2022	100%
15 March 2022	75%
31 May 2022	100%
Overall 2021-22	**87.5%** 88% 86%

---

[1] Michael Cullen left the Board on 25 April 2022, reducing membership by one for the last Board and N&R committee meetings of the session

Nominations & Remuneration Committee	(6/5 Members)
23 September 2021	67%
9 December 2021	83%
17 March 2022	83%
26 May 2022	60%
Overall 2021-22	**73%** 86% 74%
Performance & Resources Committee[2]	(7 Members[3])
29 September 2021	71%
8 December 2021	86%
16 March 2022	86%
12 April 2022	57%
8 June 2022	57%
Overall 2021-22	**71%** 81% 71%

5.2 All meetings held during 2021-22 have been held remotely via Microsoft Teams other than the final board meeting of the session on 20 June 2022 which was in person. Data shows a slight drop in attendance levels, which is perhaps due to restrictions previously in place due to the pandemic being lifted. Attendance levels remain good overall, but should continue to be monitored.

6. Gender Balance

6.1. GCRB's gender balance for the 2021-22 session was as follows. Current data is provided in blue text, showing the impact of the most recent non-executive and student appointments.

- Overall Membership (excluding co-optee) 8 women 10 men
  9 women 9 men

- Non-Executive Membership 3 women 7 men
  4 women 6 men

6.2. Committee gender balance for the 2021-22 session, was as follows. Current data is shown in blue text.

- Audit & Assurance 1 woman 3 men (25:75%)
  1 woman 3 men

- Nominations & Remuneration 4 women 2 men (83:17%)
  4 women 2 men

- Performance & Resources 4 women[4] 3 men (57:43%)
  5 women 2 men

---

[2] An additional meeting of the P&R committee was held in April to consider the funding allocation which was received late from the SFC.

[3] PRC's Co-opted Member is included in the data.

[4] Figures include Co-opted Member of PRC.

7. **Risk and Compliance Analysis**

   7.1 The report seeks to ensure that the Board complies, through the work of the NRC, with membership requirements and responsibilities set out, in particular, under the 2005 Further & Higher Education (Scotland) Act and the Code of Good Governance for Scotland's Colleges.

   7.2 The annual review of membership and tenure, etc, is intended to mitigate risk 0012: the capacity and capability of the Board is inadequate and standards of governance fall below the level required.

8. **Financial and Resource Analysis**

   8.1 There are no specicfc financial matters associated with this report.

9. **Equalities Implications**

   9.1 The report is a review of membership that includes consideration of gender balance and provides for the reporting of any concerns or recommendations to the Board for further action. Monitoring of gender and diversity should be a core element in succession planning and recruitment.

10. **Learner Implications**

    10.1 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.

Skills, Knowledge, Experience, Attributes	JM	MCy	EM	HG	DB	AM	PS	DM	DN	AB	IP	SM	CI	Totals	% Score*
A) Members must have significant knowledge or experience of at least ONE of the following to comply with Ministerial Guidance															
Further, higher or secondary education or the college student experience.	2	3	3	3	2	3	3	3	3	3	3	3	3	37	88
Industry, commerce, finance, the Third Sector, public service or trade unions.	3	3	3	1	3	3	3	3	3	3	1	3	3	35	83
The region (or part of it) and its relevant needs.	3	3	3	2	2	2	2	3	3	2	2	1	3	31	74
B) All Board Members should also have excellent skills in the following.															
Communication	3	3	3	2	3	3	3	3	3	3	3	3	3	38	90
Teamworking	3	3	3	3	3	3	3	3	3	3	3	3	3	39	93
C) The Board should ensure it has adequate knowledge, skills and experience across its membership in the following key areas.															
Governance – public sector	3	3	3	3	1	3	3	3	3	3	3	2	2	35	83
Governance – private sector/other	3	1	2	1	2	3	3	2	1	3	1	2	1	25	60
Executive Leadership	3	3	3	2	2	3	3	3	3	3	1	3	2	34	81
Education Leadership	3	2	1	3	1	3	2	3	3	3	2	3	2	31	74
Community Leadership/Engagement	1	3	2	1	3	3	2	3	1	3	1	2	2	27	64
Industry/Commerce relevant to the curriculum	1	1	3	2	2	3	2	1	1	3	1	1	2	23	55
Finance/Audit (recent, relevant experience)	2	2	3	1	1	3	2	3	3	2	2	1	1	26	62
HR/Organisational Change	2	2	1	2	1	3	3	3	2	3	2	3	2	29	69
Estates/Infrastructure	1	2	1	2	3	3	2	1	2	3	1	3	1	25	60
Risk Management	3	3	3	3	1	3	3	3	2	2	2	1	2	31	74
D) The Board should include members with a range of other skills, knowledge and experience relevant to its work, for example:															
The political environment/lobbying	2	2	2	1	1	2	3	3	2	3	2	3	2	28	67
Public sector partnerships	1	3	2	1	2	2	3	3	2	2	1	1	2	25	60
Equalities	2	3	2	3	1	3	3	3	2	3	2	3	3	33	79
Health, including mental health	2	3	2	2	2	2	2	3	2	3	2	3	2	30	71
Social deprivation	1	3	1	1	3	3	3	3	1	3	2	2	2	28	67
Law	1	2	1	1	2	2	2	2	2	2	1	2	2	22	52
Marketing/PR/Communications	1	1	1	1	2	2	2	3	2	3	1	2	2	23	55
IT/Information Management	1	2	3	3	1	3	2	3	2	2	1	1	2	26	62
Environmental Issues/Climate Change	1	1	2	2	3	3	2	3	1	2	1	2	2	25	60
Small and Medium-Sized Enterprises	1	1	2	2	3	2	1	2	1	2	1	2	1	21	50

Key:

1 = little or no relevant skills, knowledge or experience

2 = some relevant skills, knowledge or experience

3 = substantial/extensive skills, knowledge or experience

* Percentages are based on proportion of total respondents not necessarily total board members.

* New non-exec and new student members have not yet been asked to complete the self-evaluation of skills so are not included in the above