

Nominations & Remuneration Committee

Date of Meeting	Thursday 10 October 2019
Paper Title	Annual Review of Membership
Agenda Item	10
Paper Number	NRC1-G
Responsible Officer	Board Secretary
Status	Disclosable
Action	For Consideration

1. Report Purpose

- 1.1** To facilitate the Committee's review of Board and committee membership, tenure, areas of expertise and overall attendance levels in the past year in the interests of retaining oversight and succession planning.

2. Recommendations

- 2.1** The Committee is invited to **consider** the following report and make any recommendations as appropriate to the Board or the Chair of the Board.

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 report on their activity and bring relevant matters to GCRB's attention as part of the appointments process.

- 3.3.** As anticipated, after a significant degree of change during 2017-18, the Board has seen more modest change in its membership in the past year. One Non-Executive Member, Mike Ward, departed and was replaced by David Brown in July 2019. Two new Student Members - Aranka Szilassy and William Jeffrey¹ - also joined in July, on the departure of Shaun McLaughlin and Karolina Gasiorowska.

¹GCRB received advice on 1 October that William Jeffrey would be leaving his post as Kelvin College Student President. This report was written prior to receipt of that information.

- 3.4.** The Board approved the appointment of its first co-opted Committee Member in June.
Anwulika Umeh will attend her first Performance and Resources Committee in October 2019.
- 3.5.** The Committee will be presented with a separate paper on diversity succession planning at its meeting on 10 October. The following report comprises:
- i. A chart showing overall Board membership and Committee membership, tenure and areas of expertise currently represented;
 - ii. A chart showing overall Board and Committee attendance data to identify any areas for further review by the Board Chair/Committee Chairs;
 - iii. Current overall and non-executive gender balance;
 - iv. Some points highlighted for the Committee's consideration.

4. Report /

4.1 CURRENT Board Membership, Tenure and Areas of Expertise

MEMBER	PROFESSIONAL BACKGROUND/ EXPERTISE	TENURE ENDS	TERM
Chair			
Janie McCusker	International security coordination; governance; risk; change management; mediation	07/01/22	1
College Board Chairs			
<i>Alisdair Barron</i>	<i>HR; industrial relations; youth and health charity leadership</i>	<i>31/07/20</i>	<i>1</i>
<i>David Newall</i>	<i>HE leadership; local authority; CIPFA qualified</i>	<i>14/07/20</i>	<i>1</i>
Ian Patrick	Schools, FE and HE leadership; governance	31/07/22	1
Staff Members			
Clare Ireland	Non-teaching Staff Member	31/07/22	2
Charlie Montgomery	Teaching Staff Member; trade union official	31/07/22	1
Student Members			
<i>William Jeffrey</i>	<i>Student President, Glasgow Kelvin College</i>	<i>31/08/20</i>	<i>1</i>
<i>Aranka Szilassy</i>	<i>Student President, Glasgow Clyde College</i>	<i>31/08/20</i>	<i>1</i>
Non-Executive Members			
Paul Buchanan <i>(also P&R member)</i>	Public and voluntary sector management consultancy; tourism; governance	31/07/22	2
Moira Connolly	Consultant Psychiatrist; health sector leadership, Government Advisor (mental health)	30/04/22	1
Michael Cullen	Local Authorities (elected councillor); third sector; community partnerships; FE.	31/07/21	1
Lesley Garrick	Public sector organisational development; health sector management	31/07/21	2
Caroline MacDonald	HE leadership; college partnerships; biological sciences	31/07/21	2
Edward McGrachen	Chartered Engineer; IT; telecommunications; governance	30/04/22	1
Maureen McKenna	Local Authority education leadership; HMIE; mathematics teaching	31/07/21	2
Alastair Milloy	FE/HE financial leadership; Fellow Association of Chartered Certified Accountants	31/07/21	1
Jackie Russell	Human Resources leadership, Health and HE sectors; partnerships	31/07/22	2
David Brown	Estates management (Chartered Surveyor); Community investment and social value	31/07/23	1
Co-opted Members			
Anwulika Umeh	Business analyst; mentoring women into education and enterprise	annual review	1

Key:

Audit Committee; Performance & Resources Committee; Nominations & Remuneration Committee

Committee Chairs' names in bold

Members whose tenure ends in 2020 in italics

4.2 Board and Committee Attendance 2018-19

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 overall attendance and, if it has any concerns, to make recommendations to the Board Chair or Committee Chairs as appropriate for further review.

Meetings 2017-18	Attendance
<p><u>Board</u></p> <p>29 October 2018 28 January 2019 25 March 2019 17 June 2019</p> <p>Overall 2018/19 (2017/18)</p>	<p>(18 Members)</p> <p>78% 61% 78% 72%</p> <p>72% (77%)</p>
<p><u>Audit & Assurance Committee</u></p> <p>2 October 2018 18 December 2018 17 January 2019 04 March 2019 28 May 2019</p> <p>Overall 2018/19 (2017/18)</p>	<p>(4 Members)</p> <p>75% 100% 75% 50% 100%</p> <p>80% (69%)</p>
<p><u>Nominations & Remuneration Committee</u></p> <p>04 October 2018 13 December 2018 16 January 2019 07 March 2019 30 May 2019 01 July 2019</p> <p>Overall 2018/19 (2017/18)</p>	<p>(5/6 Members)</p> <p>60% 50% 67% 83% 100% 100%</p> <p>77% (79%)</p>
<p><u>Performance & Resources Committee</u></p> <p>26 September 2018 19 December 2018 14 March 2019 05 June 2019</p> <p>Overall 2018/19 (2017/18)</p>	<p>(6 Members)</p> <p>83% 83% 67% 67%</p> <p>75% (74%)</p>

5. Gender Balance

5.1. GCRB's current gender balance is as follows.

i. Overall Membership (excluding co-optee)	8 women (44%)	10 men (56%)
ii. Non-Executive Membership	5 women (50%)	5 men (50%)

6. Points for consideration

6.1. The Code of Good Governance stipulates that at least one member of an audit committee should have recent, relevant financial/audit experience. Further to Mike Ward's departure, the Audit & Assurance Committee was left without a Non-Executive member with relevant experience. The Chair approached Alastair Milloy to ask if he would be prepared to move from the Performance & Resources Committee to Audit & Assurance to ensure an appropriate level of financial scrutiny of the annual accounts and in other areas of the Committee's work. Alastair has agreed to this proposal and, assuming the Committee Chairs' and Board's consent, the new membership arrangement (which is reflected in the chart on p2) will be effective from 28 October 2019.

6.2. The most recent Non-Executive appointment (ie, replacing Mike Ward) has strengthened the Board's expertise in the key areas of estates and community engagement/development. Given the value, however, in having a high degree of financial expertise on both Audit & Assurance and Performance & Resources, the Committee may wish to consider whether it would recommend the co-option of an additional member or members with a financial background. GCRB's functions as a regional funding body (as distinct from those functions it shares with a regional college board) would also support the case for having more than the minimum recommended number of financial experts among its non-executive membership (NB, one of the Assigned College Chairs is a qualified accountant, but does not serve on committees).

6.3. The Committee may wish to consider whether there are any other areas in which it would recommend the co-option of committee members, to strengthen specific areas of expertise or to broaden and diversify the basis for the Board's decision-making.

6.4. The enhanced skills matrix agreed by the Committee in 2018-19 informed the approach to recruitment earlier in the year, and has resulted in a stronger social/community focus in the Board's skills matrix. The Committee is asked to consider whether, as part of the individual evaluation process that will be taking place early in 2020, Members should be asked to assess their skills, knowledge, experience and other attributes against the refreshed skills matrix, with a view to creating a more meaningful record of the Board's current strengths and potential areas for development.

6.5. Next year will see the end of the first term of office for two of the Assigned College Chairs. In the light of incoming changes to the remuneration of the role, and noting that this will be the first time the Chair and the Board will have undergone an extension process for Assigned College Chairs, assuming those in post wish to continue, it is proposed that the Chair should set the process in train early, and should have regard to the process the Scottish Government has in place for the review and extension of Regional Chairs' appointments. The Committee, having oversight of appointments activity, may wish to receive a proposal on the process at its December meeting.

7. Risk Analysis

6.1 There are no new risks associated with this report. It is, in general, intended to mitigate risk 0011: the capacity and capability of the Board is inadequate and standards of governance fall below the level required.

8. Equalities Implications

7.1 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.

9. Legal Implications

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

10. Resource Implications

9.1 There are no new resource implications associated with this report.

11. Strategic Implications

10.1 This report is not directly relevant to the Regional Outcome Agreement, however, robust governance arrangements are the essential to the effective determination and delivery of GCRB objectives.