

Nominations & Remuneration Committee

Date of Meeting	Thursday 10 October 2024
Paper Title	Annual Review of Membership and Attendance
Agenda Item	8
Paper Number	NRC2-D
Responsible Officer	Board Secretary
Status	Disclosable
Action	For Discussion

1. Executive Summary

1.1. The Committee reviews Board and committee membership annually, including tenure, 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;
- A summary Board skills matrix (appended).

2. Recommendations

2.1 The Committee is invited to **consider** the report and **agree** any actions or recommendations 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 several developments in GCRB's membership since the October 2023 report:

- In January 2024 the Chair, Janie McCusker's appointment was extended by Ministers for up to two years.
- Chris Bones left the Board at the end of January 2024, leaving a second non-executive vacancy on the Board.
- Four new non-executive members were appointed in April 2024, in accordance with a change in GCRB's constitution providing for up to twelve non-executive members: Caroline Bysh, Sean McGovern, Darren Pirie, and Andria Reid.
- The first Teaching Staff TU Member, Jill Montgomery, was also appointed in April further to the constitutional changes. A Support Staff TU Member has not yet been nominated.
- Two Student Board Members for 2023-24 - Martina Tuskova (returning) and Ciara McCarthy - were appointed in September 2024 having been nominated by the GCRSE via a process facilitated by NUS. Committee Membership of Student Members as set out in the table is not yet confirmed.
- Student Member Emma Leslie left the Board in November 2023 and was replaced by Sonique Noreiga in January 2024.

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	07/01/26	2
College Board Chairs			
Dave Anderson	HR; industrial relations; youth and health charity leadership	31/07/28	1
David Newall	HE leadership; local authority; CIPFA qualified	14/07/28	1 (3)
Ian Patrick	Schools, FE and HE leadership; governance	31/07/26	2
Staff Members			
Clare Ireland	Support Staff Member	31/07/26	1
<i>Sheila Meikle</i>	<i>Teaching Staff Member</i>	04/11/24	1
Student Members			
<i>Martina Tuskova</i>	<i>Student President</i>	31/08/25	2
Ciara McCarthy	Student President	31/08/25	1
Non-Executive Members			
Caroline Bysh	Scottish/UK FE/HE leadership, currently Caledonian University; external relations, marketing, international and communications.	28/04/28	1
Moira Connolly (Chair)	Consultant Psychiatrist; health sector leadership, Government Advisor (mental health)	30/04/26	2
Sean McGovern	Chartered Engineer, FIET, ex MD of BAE Systems Regional Aircraft; consultancy; non-executive roles.	28/04/28	1
Edward McGrachen (Chair)	Chartered Engineer; IT; telecommunications; governance	30/04/26	2
Des McNulty (Chair)	<i>HE and public sector leadership; social and economic development; former MSP</i>	31/07/25	1
Alastair Milloy	<i>FE/HE financial leadership; Fellow Association of Chartered Certified Accountants</i>	31/07/25	2
Darren Pirie	Banking, currently NatWest Group; SMEs; enterprise and sustainability; strategy development	28/04/28	1
Andria Reid	Independent Business Consultant; financial services; change and transformation – digital, organisational, regulatory.	29/04/28	1
Sakshi Sircar	Engineer, Digital Innovation, Sustainability	31/07/26	1
<i>Paul Smart</i>	<i>Independent Consultant; ex senior civil servant, incl College Policy, Young Workforce and SFC</i>	31/07/25	1
<i>Helyn Thornbury-Gould</i>	<i>HE leadership (Strathclyde University); learning enhancement; digital and online learning</i>	31/07/25	1
Verity Watson	HR/organisational change; employment solicitor; current Strathclyde University role	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

Italics denote tenure ending during 2024-25

4.2 A decision is awaited following the consultation on the future of the Glasgow and Lanarkshire college regions. Scenario planning has begun, in the meantime, informed by the Minister's stated preferred outcome. GCRB's non-executive membership is currently at full capacity. Three non-executives reach the end of their first term of office at the end of July 2025 and would be eligible to have their appointments extended, should GCRB continue beyond that point. One non-executive reaches the end of their second term at that point and that vacancy could only be filled via an open recruitment process. The minimum legal number of non-executives is nine, so a problem would only arise if a) GCRB remained in place post July 2025 and none of the three non-executives whose first term ends at that point were extended or b) several non-executive members were to leave over the course of the coming year before their term of office ends. The Committee is asked to note that this situation will continue to be monitored.

4.3 The Teaching Staff Board Member's term of office ends in November 2024. Staff Board Member appointments to GCRB are for four years and are made on the basis of a secret ballot involving all of the respective teaching or support staff across the three colleges. To ensure a fair, professional, and independent process, GCRB uses Civica (formerly Electoral Reform Services) to run elections. In the past this has cost a little over £2,000. A decision on how to proceed was postponed earlier in the year on the basis that a Ministerial decision on GCRB's future may have been made sooner than is currently anticipated. Without knowing how long GCRB will be in existence, it will be difficult to provide a rationale to staff for engagement in an election, and to justify the additional expenditure. However, allowing the membership to lapse for any length of time will represent a compliance risk. The committee is asked to consider whether to recommend to the Board to:

a. Proceed with an election over November/December, ensuring that staff understand that the tenure of the position will not be known until a Ministerial decision is made.

or

b. Allow the appointment to lapse (potentially asking the current Teaching Staff Member to attend in an observer capacity until such time as a new appointment may be made) and decide on next steps once we have a clear idea of how long GCRB will be in existence.

In the latter circumstances, Scottish Government would be notified of the decision, and the rationale.

4.4 The Board reviews co-option arrangements annually. The Chair of the Board will liaise with the Performance & Resources Committee Chair and Co-opted Member of that committee and will make a recommendation to the October 2024 Board meeting.

5. Board and Committee Attendance 2022-23

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 2022-23 and 2021-22 is shown in blue and green text, respectively, for comparison.

Meetings 2023-24 AY	Attendance¹
<p><u>Board</u></p> <p>30 October 2023 29 January 2023 29 April May 2024 10 June 2024</p> <p>Overall 2023-24</p>	<p>82% 65% 90% 76%</p> <p>78% 86% 87%</p>
<p><u>Audit & Assurance Committee</u></p> <p>10 October 2023 16 January 2024 26 March 2024 28 May 2024</p> <p>Overall 2023-23</p>	<p>75% 50% 100% 100%</p> <p>81% 94% 88%</p>
<p><u>Nominations & Remuneration Committee</u></p> <p>26 October 2023 7 December 2023 28 March 2024 30 May 2024 16 July 2024²</p> <p>Overall 2023-24</p>	<p>100% 100% 80% 83% 67%</p> <p>86% 88% 73%</p>
<p><u>Performance & Resources Committee³</u></p> <p>27 September 2023 13 December 2023 17 April 2024 28 May 2024</p> <p>Overall 2023-24</p>	<p>60% 75% 50% 50%</p> <p>59% 74% 71%</p>

5.2 Committee meetings have continued to be held remotely via Microsoft Teams throughout 2022-23. Full board meetings have been convened in person. The data above show a drop in attendance levels. Notably, attendance at the last two P&R Committee meetings was 50%. All meetings have been quorate.

¹ Total number of board and committee members has varied considerably over the year, ref changes outlined under 3.3, so total membership numbers at the time of each meeting are not included.

² Additional single-item meeting to consider interim leadership arrangements.

³ Co-opted member is not included in data.

6. Gender Balance

6.1. GCRB's gender balance has changed several times over the course of the year due to the constitutional changes and other changes in membership. The gender balance in October 2023 is shown in black, the current gender balance in blue. At no stage did overall gender balance shift outside 60%/40%.

- Overall Membership (excluding co-optee) 9 women 8 men
 12 women 9 men
- Non-Executive Membership 4 women 5 men
 6 women 6 men

6.2. Committee gender balance for the 2022-23 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 (60:40%)
 5 women 1 man
- Performance & Resources 4 women 1 man (80:20%)
 6 women 2 men

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. Reduced attendance noted under 5.2 should be monitored in the context of regional changes and the anticipated Ministerial announcement on the future of the organisation.

8. Financial and Resource Analysis

8.1 There are no specific 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	DM	MC	EM	AM	PS	VW	SS	HG	CB	AR	SM	DP	IP	DN	DA	CI	SM	MT	CM	Jmo	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	3	3	3	2	3	3	2	2		3	3		3	3	3		3	50	93
Industry, commerce, finance, the Third Sector, public service or trade unions.	3	3	3	3	3	3	2	2	1	2	3	3		1	3		3	3	2		3	46	85
The region (or part of it) and its relevant needs.	3	3	3	3	2	2	2	2	2	1		3		2	3		3	1	1.5		2	39	71
B) All Board Members should also have excellent skills in the following																							
Communication	3	3	3	3	3	3	2	3	2	3	3	3		3	3		3	3	3		3	52	96
Teamworking	3	3	3	3	3	3	2	3	3	3	3	3		3	3		3	3	3		3	53	98
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	3	3	2	2	3	3	1	1		3	3		2	2	2		2	44	81
Governance – private sector/other	3	2	1	2	3	3	2	3	1	1	3	3		1	1		1	2	2		1	35	65
Executive Leadership	3	3	3	3	3	3	1	2	2	3	3	3		1	3		2	3	1		2	44	81
Education Leadership	3	3	2	1	3	2	1	1	3	3	2	1		2	3		2	3	2		3	40	74
Community Leadership/Engagement	1	3	3	2	3	2	2	2	1	2	1	2		1	1		2	2	2		2	34	63
Industry/Commerce relevant to the curriculum	1	1	1	3	3	2	1	3	2	1	2	2		1	1		2	1	1		3	31	57
Finance/Audit (recent, relevant experience)	2	3	2	3	3	2	1	2	1	1	3	2		2	3		1	1	1		1	34	63
HR/Organisational Change	2	3	2	1	3	3	3	2	2	2	3	3		2	2		2	3	2		2	42	78
Estates/Infrastructure	1	1	2	1	3	2	1	1	2	1	2	2		1	2		1	3	1		2	29	54
Risk Management	3	3	3	3	3	3	2	3	3	1	3	3		2	2		2	1	2		3	45	83
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	3	2	2	2	3	1	2	1	3	1	2		2	2		2	3	1		3	37	69
Public sector partnerships	1	3	3	2	2	3	2	2	1	2	1	2		1	2		2	1	1		2	33	61
Equalities	2	3	3	2	3	3	3	2	3	1	2	2		2	2		3	3	3		3	45	83
Health, including mental health	2	3	3	2	2	2	2	1	2	2	2	1		2	2		2	3	3		3	39	72
Social deprivation	1	3	3	1	3	3	1	2.5	1	1	1	3		2	1		2	2	2		3	36	66
Law	1	2	2	1	2	2	3	1	1	1	1	2		1	2		2	2	1		2	29	54
Marketing/PR/Communications	1	3	1	1	2	2	1	2	1	3	1	2		1	2		2	2	2		1	30	56
IT/Information Management	1	3	2	3	3	2	1	2	3	1	3	1		1	2		2	1	2		2	35	65
Environmental Issues/Climate Change	1	3	1	2	3	2	1	3	2	2	2	1		1	1		2	2	3		2	34	63
Small and Medium-Sized Enterprises	1	2	1	2	2	1	1	3	2	1	2	3		1	1		1	2	3		1	30	56

Key:

3 = substantial/extensive skills, knowledge or experience

2 = some relevant skills, knowledge or experience

1 = little or no relevant skills, knowledge or experience

	>74%
	65-79%
	<65%

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