
Nominations & Remuneration Committee

Date of Meeting	Thursday 7 December 2023
Paper Title	Membership and Recruitment Planning 2024
Agenda Item	9
Paper Number	NRC2-E
Responsible Officer	Board Secretary
Status	Disclosable
Action	For Decision

1. Executive Summary

- 1.1. The report summarises membership and recruitment matters arising in 2024 and asks the Committee to agree necessary arrangements.

2. Recommendations

- 2.1 The Committee is invited to **consider** the report and **agree** recruitment arrangements for 2024.

3. Background

- 3.1.** The Nominations and Remuneration Committee is responsible for areas of the Board's activity relating to recruitment, appointments and succession planning. The relevant section of the Committee's Terms of Reference is provided in full below for reference.

ALL BOARD MEMBER APPOINTMENTS

For the avoidance of doubt, this paragraph applies to both assigned college board members and regional board members. Certain responsibilities in relation to a particular assigned college may be delegated by the Board to the assigned college board, with their agreement.

The Committee shall:

- 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, diversity succession planning requirements, 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;
- before any non-executive appointment is made by the Board, ensure that a full evaluation of the balance of skills, knowledge, experience and diversity on the relevant Board, has been carried out and that, in the light of this evaluation, an appropriate role description has been agreed; and
- ensure that a fair, open and merit based recruitment process is conducted for the appointment of non-executive board members and that all appointments are made in a manner which encourages equal opportunities and the observance of equal opportunity requirements.

REGIONAL BOARD MEMBERS

The Committee shall ensure that it follows the current Scottish Government College Sector Board Appointments Guidance in relation to board appointments and extensions of terms of appointments.

The committee shall make recommendations to the Board for its approval in relation to:

- the nomination of board members for appointment to the Board;
- the nomination of board members for extension of the period of appointment at the conclusion of their term of office;
- the process for the election of staff and student Board members;
- the terms and conditions of appointment for non-executive Board members and staff and student board members; and
- membership of committees, as appropriate, in consultation with the Chair of the Board and the chair of the relevant committee.

ASSIGNED COLLEGE BOARD MEMBERS

The committee shall ensure that it follows the current Scottish Government College Sector Board Appointments Guidance in relation to board appointments and extensions of terms of appointments.

Before making a recommendation to the Board arising from a delegation of its process to the assigned college board the committee must satisfy itself that the assigned college board has had regard to the Guidance and any supplementary guidance issued by the Board.

The committee shall make recommendations to the Board for its approval in relation to:

- the appointment of non-executive members to the assigned college board;
- the extension of the period of appointment of Board members on the assigned colleges' Boards at the conclusion of their term of office;
- the appointment and extension of a period of appointment of the chair of an assigned college;
- the terms and conditions of appointment for non-executive Board members and for the Chair; and
- the delegation to the respective assigned college of the management of all or part of the administrative process for the appointment or extension of a chair or non-executive board member.

4. Vacancies Arising in 2024

- 4.1.** The membership review report presented to the Committee at its October meeting highlighted a number of recruitment issues arising in 2024 and raised concerns about the implications for recruitment of continued uncertainty about regional governance structures pending a Ministerial/Scottish Government/SFC decision.
- 4.2.** In particular, the report raised concerns about the Regional Chair's terms of office ending without an interim plan in place, and the need to recruit new non-executive members to balance the Trade Union Members who are now expected to be nominated to boards by the end of January 2024. The Scottish Government had been alerted to both of these concerns. The Regional Chair has since accepted the invitation to continue in her post in an interim capacity for up to two years, resolving the first of those concerns. The second concern has, however, become a matter of some urgency further to Chris Bones's announcement of his intention to stand down from the Board at the end of January. GCRB will not be compliant with its new constitution unless new TU Members are balanced by additional non-executive members. The current minimum of 7 non-executive members will increase to 9 under the new constitution. (The number will be 8 further to Chris Bones's departure.) GCRB must therefore expedite its recruitment of non-executive members.
- 4.3.** The report also highlighted that two Assigned College chairs reach the end of their second term of office in July 2024. Scottish Government has confirmed its expectation that GCRB will lead this process rather than delegate it to the respective Assigned Colleges. (The process has been partially delegated in the past.)
- 4.4.** The Committee agreed in October that it would be appropriate to appoint a co-optee to the Performance and Resources Committee. The Committee may consider, in the context of expediting recruitment of non-executives, whether this should now be progressed as part of recruitment activity. Suitable candidates might be identified who could either become a co-optee or apply through the open recruitment process to become a full member.
- 4.5.** The Teaching Staff Member reaches the end of her four-year term on 4 November 2024.
- 4.6.** The appended table sets out all forthcoming membership changes and proposed actions for Committee consideration and agreement.

5. Risk and Compliance Analysis

- 5.1** 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.
- 5.2** The report contributes to mitigation of risk 0012: the capacity and capability of the Board is inadequate and standards of governance fall below the level required.

6. Financial and Resource Analysis

- 6.1** There are cost implications associated with running a Staff Board Member election. For the last such election in 2022, the fee was £2,160.

7. Equalities Implications

- 7.1** Monitoring of gender and diversity is a core element in succession planning and recruitment. Ministerial Appointments Guidance sets out equalities requirements in relation to non-executive recruitment and recruitment of Assigned College chairs.

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.

Appendix: Table of Recruitment/Appointment Activity 2024

Date(s)	Position(s)	Status	Proposed Actions
07.01.24	Regional Chair	Ministerial Appointment; current Regional Chair extended on interim basis from 8 January for up to two years.	None at this stage.
Spring 2024	2 Trade Union Members; 2-4 Non-Executive Members	Non-executive recruitment has been on hold pending further guidance on regional governance structures, however, this position is no longer sustainable. Further to Chris Bones's departure, GCRB will have 8 Non-Executive Members; when the constitutional changes come into effect the minimum will be 9. On the basis of current timelines, TU members may be able to join boards at the end of January 2024; the timing of constitutional changes in law must align with TU members joining.	<ol style="list-style-type: none"> 1) December 2023: Seek Scottish Government guidance on timing/implementation of legal changes and whether GCRB constitutional changes can apply to GCRB from date of April Board meeting; communicate with TUs as required. 2) December 2023: Seek Board approval by correspondence of panel to take forward non-executive recruitment to fill min 2 max 4 vacancies (previously panels have been chaired by GCRB Chair and included Chair of NRC/other non-executive, a Student Member, and an Independent Person). 3) By end January 2023: convene panel to review skills balance and agree recruitment plan including person specification, advert and application pack. NB consider running co-option activity in parallel. 4) February: launch recruitment; minimum 3-week application window; promotional activity. 5) End February/March: convene panel to shortlist. 6) March: Interviews; recommendation to Board by correspondence (or convene single item Board meeting); submit to Scottish Government for Ministerial approval (up to 4 weeks) in time for 29 April Board.
14.07.24 31.07.24	Assigned College Chairs (D Newall; A Barron)	Scottish Government confirmed expectation of GCRB leading process; Communication to that effect sent to respective colleges.	<ol style="list-style-type: none"> 1) 29 January 2024: seek Board approval of panel (chaired by Regional Chair and including NRC Chair, Respective Assigned College Senior Independent Member, at least one independent member) to take forward recruitment process compliant with Ministerial guidance for sector appointments and aligned where appropriate with Code of Practice for Ministerial Appointments to Public Bodies in Scotland. Staff and Student members of college should have input to process.

			<ol style="list-style-type: none"> 2) February/March: convene panel to agree recruitment plan including person specification, advertisement, and application pack. 3) March: launch recruitment (suggested minimum 4 week application window); promotional activity. 4) April/May: shortlist and interview candidates. 5) 17 June: seek Board approval; notify colleges
04.11.24	Staff Board Member (Teaching)	Staff appointments made on basis of staff election; term is fixed at four years; GCRB has used Civica (Electoral Reform Services) to run previous elections independently; cost implications.	<ol style="list-style-type: none"> 1) No immediate action required. 2) April 2024: Obtain quote from Civica and seek Board approval to proceed. 3) Prepare materials for launch of election process on return of teaching staff for autumn term. 4) October: Board confirms appointment from 5 November 2024 for four years.