Performance & Nominations Committee

Date of Meeting	**Monday 23 January 2023**
Paper No.	**PNC3-C**
Agenda Item	**4.1**
Subject of Paper	**Board Recruitment and Appointments 2022-23**
FOISA Status	**Disclosable**
Primary Contact	**Drew McGowan** **College Secretary**
Date of production	**16 January 2023**
Action	**For Discussion and Decision**

1. Recommendations

The Committee are asked to discuss the contents of this paper and:

- Confirm the recruitment of four non-executive Board members in this recruitment round for terms of three years;

- Approve the revised Board member person specification and assessment criteria;

- Appoint a shortlisting panel, a selection panel and an Independent Person;

- Agree to submit a request to GCRB's Nominations & Remuneration Committee to consider new nominations by correspondence and recommend them for approval at the GCRB Board meeting on 27 March 2023; and

- Confirm the Board members that the College Secretary will request a term extension for from the GCRB's Nominations and Remuneration Committee.

2. Purpose

To provide the Committee with up-to-date information on Board member tenures, skills and experience, and proposals for Board recruitment, to facilitate discussion and inform decision-making.

3. Consultation

The College Secretary engaged all members of the Board to confirm their current terms of office and their intentions to seek a continuation of their term. Board members were also invited to complete the new Skills and Experience Matrix. The GCRB Board Secretary was also consulted on the recruitment and approval process.

4. Key Insights

The Board currently has two non-executive vacancies and the recent canvassing exercise confirmed an additional three vacancies from June 2023. Proposals for the recruitment of four non-executive Board members are tabled for the Committee's discussion and decision.

The first terms of three non-executive Board members expire later this year. Members of the Committee are invited to consider the composition of the Board and confirm the members who will be submitted for a term extension to GCRB.

5. Impact and Implications

The current and expected non-executive member vacancies present a challenge to the Board. To stagger the terms of office, it is recommended that four non-executive members be recruited in this round and that they be appointed for terms of three years.

The Board is currently gender balanced; however, as two of the three existing non-executives whose positions will become vacant from June 2023 are women, members are encouraged to remain cognisant of the objective of the Gender Representation on Public Boards (Scotland) Act 2018. Efforts will be made in this recruitment round to widen the diversity of applicants.

Appendices

Appendix 1: Board of Management Skills & Experience Matrix: Individual-level; Board-level

Appendix 2: Board Member Person Specification and Assessment Criteria

Appendix 3: Board Member Post Description

Board Recruitment and Appointments 2022-23

Introduction

1. The College is planning on undertaking a recruitment campaign and process to appoint new members to the Board of Management before the conclusion of AY 2022-23. The Performance and Nominations Committee is tasked with managing the process by which members of the Board are recruited, selected and recommended for appointment.

2. The Committee is asked to discuss the contents of this paper, appoint representatives to shortlisting and selection panels and approve the proposed recruitment plan and associated timescales. Members are also asked to discuss the College's forthcoming request for an extension to the terms of existing Board members.

Terms of Office

3. The Board currently has two vacancies for two non-executive members. As reported at the Board's meeting in December 2022, the recent canvassing exercise of members identified up to four further non-executive member vacancies from June 2023.

4. One non-executive member (R. Widdowfield) has confirmed that she will not seek a second term, while another (A. Sullivan) was unsure if she would seek a second term; however, during the discussion at the meeting of the Board, she offered to serve until at least the summer of 2024 to help stagger terms of office.

5. The second term of one non-executive member (G. Mitchell) ends in June 2023 and he has confirmed that he will step down from the Board at this point. Another non-executive member (L. Woolfries) has confirmed plans to retire from the Board in July 2023, a year before her term expires.

6. All remaining Board members have intimated to the College Secretary that they currently intend to serve the rest of their respective terms of office. Three non-executive members (L. Hamilton, P. Hillard and R. Quinn) whose first terms of office expire in 2023 have indicated that they will seek a second term.

Skills and Experience Matrix

7. It is important for the Board and its committees to regularly review and assess the skills and expertise of members in order to ensure effective governance of the College. To aid and inform this work, a Skills and Experience Matrix has been developed and shared with the Board – please see Appendix 1. By considering the current and future needs of the College, as well as the potential challenges and opportunities, the Board can use this information to identify and address gaps.

8. The Skills and Experience Matrix demonstrates the high calibre of the Board members and the diverse skills, knowledge and experience they bring to the College. Based on net scores (high/medium, less low/no), the highest measures are: change management and transformation; community and stakeholder engagement; corporate governance; strategic planning and development; and equality, diversity and inclusion. The lowest measures are: international; fundraising and philanthropy; legal and compliance; IT and digital; and audit.

9. As highlighted to members at the Board's meeting in December 2022, the Committee will also wish to consider the key skills and experience of those non-executive members who are retiring in 2023 and the implications this will have for the Board. A summary is shown overleaf.

Key High Skills of Retiring Non-Executive Members

G. Mitchell	R. Widdowfield	L. Woolfries
Audit	Change Management and Transformation	Change Management and Transformation
Business and Commerce	HR and Organisational Development	Community and Stakeholder Engagement
Economic Development	Equality, Diversity and Inclusion	Environment and Sustainability
Finance, Procurement and Accountancy	Public Affairs, Policy and Influencing	Estates and Property
Legal and Compliance	Strategic Planning	Risk Management

Diversity

10. The Gender Representation on Public Boards (Scotland) Act 2018 sets an objective for boards to achieve 50% of non-executive members being women by and beyond 31 December 2022. In instances where boards – like the College's – have an odd number of non-executive members, the gender representation objective applies as if the board has one fewer non-executive member.

11. The Board, with six men and five women, is currently gender balanced as outlined in the Act. However, two of the three existing non-executives whose positions will become vacant from June 2023 are women. The current two non-executive vacancies were also positions held by women up until 2020 and 2021 respectively.

12. Wider diversity on the Board should also be a priority consideration. For the College to continue to meet the needs of an increasingly diverse population, it is important that the Board reflects the city and region we serve.

Proposed Recruitment Process and Approach

13. The proposed Board recruitment process and approach are informed by the recent canvassing exercise of non-executive members in regard to their tenures, the Skills and Experience Matrix and the recent discussion of the Board on this matter. It also reflects the College's recent practices and is in line with the Scottish Government's ministerial guidance on college sector board appointments.

14. The two current and three confirmed non-executive member vacancies present a challenge to the Board. Steps should be taken to stagger appointments to avoid a situation where the terms of several non-executive members expire simultaneously or within a short period of time of each other.

15. Therefore, the Committee is recommended to approve the recruitment of four non-executive members in this round of recruitment and request appointments for a term of three years, rather than four years. The remaining non-executive member vacancy will be part of a future recruitment round.

16. The Board member person specification and assessment criteria, enclosed in Appendix 2 for consideration, has been updated to reflect the new Skills and Experience Matrix. The

Committee are asked to approve the updated version. The post description is enclosed in Appendix 3 for information.

17. In light of the findings of the latest Skills and Experience Matrix, and considering the current composition of the Board's committees and the non-executive members who will retire from the Board this year, the Committee are asked to discuss skills and experience that would be particularly welcomed from applicants, for example:

   ● Finance, accountancy and audit

   ● Education, employability and training

   ● Industry, business and commerce of importance to the College and City Region

18. The College will also particularly welcome applications from groups currently under-represented on the boards of Scotland's public bodies, such as women, disabled people, those of different cultural and social backgrounds, and those under 50. We will work with organisations, like Changing the Chemistry and others, to promote the opportunity to serve on our Board and encourage applications from under-represented groups.

19. The Committee are invited to appoint a shortlisting panel, with a student Board member, and a selection panel, with a staff Board member, for this recruitment round. Members are also asked to discuss the appointment of an Independent Person to participate in the deliberations of both panels.

20. The appointment of an individual to the Board is subject to approval from the Glasgow Colleges' Regional Board. After the College advertises, shortlists and interviews candidates in accordance with the ministerial guidance on college sector board appointments, a recommendation report is submitted to the GCRB Nominations & Remuneration Committee for review. If content, the GCRB Nominations & Remuneration Committee will recommend candidates to the GCRB Board for approval, with letters of appointment issued shortly thereafter.

21. As reported to the Board at its December 2022 meeting, there are some logistical difficulties between the College's and GCRB governance calendars and our timescales for this round of recruitment. Following discussions between the College Secretary and GCRB Board Secretary, the Committee are asked to approve the proposed timescales below. Members are also asked to agree that the College Secretary will request that GCRB's Nominations & Remuneration Committee consider nominations by correspondence and recommend them for approval at the GCRB Board meeting on 27 March 2023.

Proposed Timescales

Key Stage	Timescale
Applications open	On 30 January 2023
Applications close	On 17 February 2023
Shortlisting of candidates and interview invites issued	W/C 20 February 2023
Interviews conducted	W/C 6 March 2023
Nominations submitted to GCRB NRC	By 13 March 2023
Appointments tabled for approval at GCRB Board	On 27 March 2023
Letters of appointment issued	From 3 April 2023 For 16 June 2023

22. Candidates are not informed of the outcome of their application until the above process is complete, in line with ministerial guidance. Our timescales will minimise any delay in informing successful candidates, enable PVG checks and induction process to begin as early as possible and support succession planning ahead of non-executive members retiring in the summer. Appointments will commence on 16 June 2023 for a period of three years and, in the meantime, prospective Board members can be co-opted onto the Board and its committees.
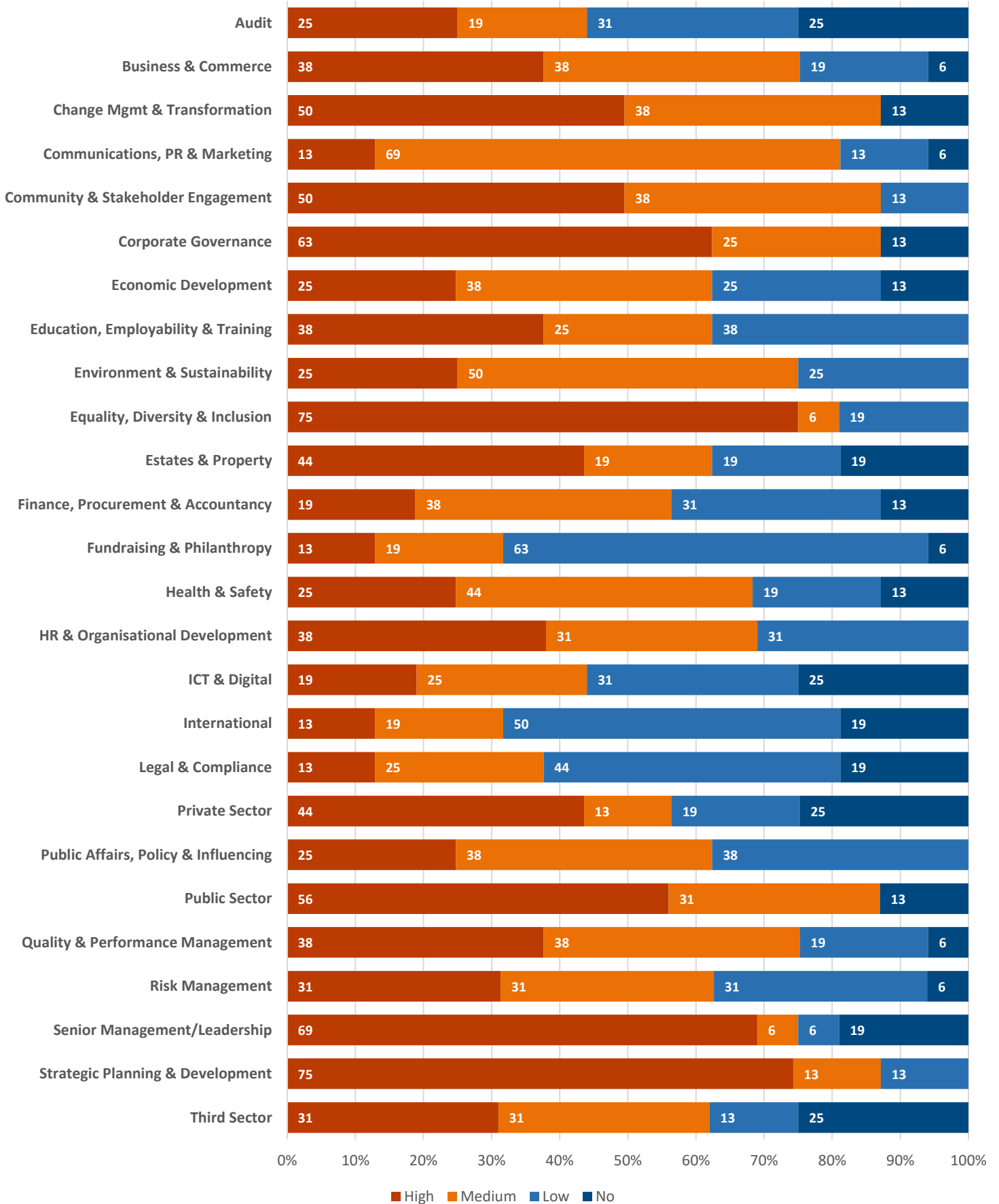
Board Member Terms of Office Extensions

23. The first terms of three non-executive members expire later this year. R. Quinn and A. Sullivan's terms end on 16 June 2023. L. Hamilton's term ends on 31 July 2023. As noted previously, R. Quinn and L. Hamilton indicated that they would seek a second term and A. Sullivan would seek a second term to at least summer 2024 to help stagger tenures.

24. Subject to feedback from the Chair following the recent Board member appraisals, while acknowledging conflicts of interest, the Committee are invited to discuss the composition of the Board and confirm the members that the College Secretary will request a term extension for from the GCRB's Nominations and Remuneration Committee. The deadline for this request is 2 March 2023 for consideration on 9 March 2023.

CITY OF GLASGOW COLLEGE

Appendix 1 Board of Management Skills and Experience Matrix

Column headings (skills/experience areas):
- Audit
- Business and Commerce
- Change Mgmt & Transformation
- Communications, PR & Marketing
- Community & Stakeholder Engagement
- Corporate Governance
- Economic Development
- Education, Employability & Training
- Environment & Sustainability
- Equality, Diversity & Inclusion
- Estates & Property
- Finance, Procurement & Accountancy
- Fundraising & Philanthropy
- Health & Safety
- HR & Organisational Development
- ICT & Digital
- International
- Legal & Compliance
- Public Affairs, Policy & Influencing
- Quality & Performance Management
- Risk Management
- Senior Management/Leadership
- Strategic Planning & Development
- Public Sector
- Private Sector
- Third Sector

Board Member
- Alisdair Barron
- Nicola Cameron
- Lorna Hamilton
- Paul Hillard
- Ewart Keep
- Graham Mitchell
- Stuart Patrick
- Ronnie Quinn
- Audrey Sullivan
- Rebekah Widdowfield
- Lesley Woolfries
- David Eaton
- David Cullen
- Megan McClellan
- Zara Grew
- Paul Little

Key
- High
- Medium
- Low
- No

Appendix 1: Board of Management Skills & Experience Matrix Summary

Category	High	Medium	Low	No
Audit	25	19	31	25
Business & Commerce	38	38	19	6
Change Mgmt & Transformation	50	38	13	
Communications, PR & Marketing	13	69	13	6
Community & Stakeholder Engagement	50	38	13	
Corporate Governance	63	25	13	
Economic Development	25	38	25	13
Education, Employability & Training	38	25	38	
Environment & Sustainability	25	50	25	
Equality, Diversity & Inclusion	75	6	19	
Estates & Property	44	19	19	19
Finance, Procurement & Accountancy	19	38	31	13
Fundraising & Philanthropy	13	19	63	6
Health & Safety	25	44	19	13
HR & Organisational Development	38	31	31	
ICT & Digital	19	25	31	25
International	13	19	50	19
Legal & Compliance	13	25	44	19
Private Sector	44	13	19	25
Public Affairs, Policy & Influencing	25	38	38	
Public Sector	56	31	13	
Quality & Performance Management	38	38	19	6
Risk Management	31	31	31	6
Senior Management/Leadership	69	6	6	19
Strategic Planning & Development	75	13	13	
Third Sector	31	31	13	25

Legend: ■ High ■ Medium ■ Low ■ No

APPENDIX 2: PERSON SPECIFICATION AND ASSESSMENT CRITERIA:

Job Title: Board of Management Member

Assessment Criteria			
Factor	**Essential**	**Desirable**	**Evidence**
Strategy and Board-level Leadership	**Leadership:**		
	1. Relevant experience of strategic leadership in the public, private, or third sectors, or an otherwise demonstrated aptitude.		Application and interview
	Analytical Skills:		
	2. Ability to analyse complex material and to reach sound conclusions based on this analysis.		Application and interview
	Challenge:		
	3. Ability to challenge constructively within a team environment.		Application and interview
	Communication Skills:		
	4. Ability to communicate effectively with a diverse range of stakeholders and build effective networks.		Application and interview
	Strategic Function:		
	5. Ability to operate effectively and imaginatively in a strategicfunction.		Application and interview
	Educational Context:		
	6a. A clear understanding of, and interest in education		Application and interview
		6b. An understanding of current challenges and opportunities in the College sector	Interview

Specific Knowledge and Skills	**Expertise:**		
	7. Ability to contribute to the work of the Board based upon experience and expertise in one or more of the following areas: • Audit • Business & Commerce • Change Management & Transformation • Communications, PR & Marketing • Community/Stakeholder Engagement • Corporate Governance • Economic Development • Education, Employability and Training • Environment & Sustainability • Equality and Diversity • Estates & Property • Finance & Accountancy • Health & Safety • HR & Organisational Development • IT & Digital • International • Legal & Compliance • Public Affairs, Policy and Influencing • Quality & Performance Management • Risk Management • Senior Management/Leadership • Strategic Planning		Application and interview

Effective Governance	**Corporate Governance:**		
	8. An understanding of corporate governance in public, private or voluntary sectors and commitment to adhere to the nine principles of public life (below).		Application and interview
	Conduct/Values:		
	9. Adherence to the nine principles of public life:		Application and interview

	• Duty/Public Service • Selflessness • Integrity • Objectivity • Accountability & Stewardship • Openness • Honesty • Leadership • Respect		

	Diversity, Equality, Inclusion:		
	10. An understanding of how a college can impact positively upon diverse, excluded, and/or under-represented groups of people, and contribute to the well-being of individuals and communities.		Application and interview

Appendix 3: Detailed post description for member of the Board of Management

This post description is for an ordinary member of the Board of Management. The post descriptionfor the Chair of the Board of Management is similar, with the addition of aspects particular to the Chair role and in respect of the Chair's membership of the Glasgow Colleges' Regional Board.

Key Roles

1. To work with the Board of Management to provide strategic direction to the Principal, andthe College Executive Leadership, and Senior Management Teams.
2. To provide oversight to the Principal, Executive Leadership Team in the delivery of theCollege's strategic priorities, through meeting goals and objectives, and to monitor performance in relation to such delivery.
3. To ensure that effective management arrangements and an effective team are in place atthe highest level of the organisation.
4. To provide a role model for leadership and behaviours, reflecting the College's values, andthe principles of excellent conduct and high ethical standards as outlined in the College's Code of Conduct, and the College "Our Behaviours" booklet.
5. To work collaboratively with the Glasgow Colleges Regional Board, and the Boards of Glasgow Clyde College and Glasgow Kelvin College, to deliver the agreed strategy andoutcomes for the Glasgow Region.

Key Responsibilities

1. To ensure that the College complies with governing documents and relevant legislation.
2. To contribute to the development and delivery of the College's Mission, Vision, Values, andBehaviours.
3. To ensure the development and delivery of the College's strategic priorities, aims andrelated targets.
4. To ensure that the College applies its resources exclusively in pursuance of the above.
5. To ensure the financial sustainability of the College.
6. To ensure that financial information is accurate and that financial controls and systems ofrisk management are robust, and subject to internal and external audit.
7. To uphold the principles of good governance as set out in the Code of Governance for Scotland's Colleges, and to ensure that the Code is embedded into the Colleges structuresand processes.
8. To demonstrate a focus upon public accountability and responsibility.

9. Promote the interests of the College, including that of its learners and staff, both in the localcommunity and internationally.

10. To maintain a focus upon the Board of Management's duty of care towards College staff, inparticular with reference to matters of Health, Safety, and well-being.

11. Work with other Board members in a supportive, helpful, transparent, and constructive wayto ensure the Board and its committees operate effectively.

12. Participate in development opportunities to increase their own effectiveness andunderstanding of the College and sector.

13. To provide guidance and oversight in the development of College Policies.

14. To oversee the College's estate and learning resources strategies.

15. To regularly attend Board of Management and Committee meetings, and other events suchas Graduation ceremonies, prize-givings, planning away-days, and training and development events.

16. To act as a Charity Trustee.

17. To fulfil responsibilities of corporate parenting as it applies to the College (i.e. a "post-16education body".

18. To ensure a high quality of reportage relating to the College's performance.

General

1. Uphold and promote College policies and procedures.

2. Be a role model and operate in support of College values/behaviours and corporatemanagement.

3. Champion Diversity and Equality, and the College's mission, vision, values and behaviours.

4. Champion new campus new learning.

5. Actively develop yourself through development and training activities and participate inBoard self-evaluation exercises.

6. Bring your own experience and expertise to the deliberations of the Board of Management.

7. Develop effective networks with external partners.

8. Be open and transparent.

9. Be both accountable and objective at all times.

10. Always act in accordance with the Code of Conduct, and the Code of Good Governance

11. Undertake checks as required relating to the Safeguarding Scheme as introduced by theProtection of Vulnerable Groups (Scotland) Act 2007.