

GLASGOW KELVIN COLLEGE

BOARD OF MANAGEMENT – MEETING OF 13 March 2023

TERMS OF REFERENCE REVIEW OF THE
EXECUTIVE COMMITTEE, NOMINATIONS COMMITTEE AND REMUNERATION COMMITTEE
REPORT BY SECRETARY TO THE BOARD OF MANAGEMENT

1 Introduction and Purpose

The purpose of this paper is to seek Board approval for the proposed revisions to the Terms of Reference (TORs) for the Executive Committee, the Nominations Committee and the Remuneration Committee. The TORs were last reviewed in March 2020 and are due to be reviewed in March 2023.

2 Executive Committee – Changes to Terms of Reference

Three relatively minor changes are proposed to the Executive Committee Terms of Reference as follows:

- Clerk is changed to Secretary throughout.
- Section 1 Paragraph 1.9 Membership – it is proposed that this paragraph is expanded to include **‘any board member’** at the invitation of the Chair. **This is what happens in practice.**
- Section 5 Paragraph 2 – it is proposed that the wording is changed to remove **‘or by first class post if members request this option’ as below.**

‘An agenda for such meetings shall be drawn up by the Principal, in consultation with the Chair and the Secretary to the Board and distributed by the Secretary electronically.’

3 Nominations Committee – Changes to Terms of Reference

Only **two** minor changes are proposed to the **Nominations** Committee Terms of Reference as follows:

- Clerk is changed to Secretary throughout.
- Paragraph 3.2 – it is proposed that the paragraph on the Appointments Panel is amended as follows:
‘When acting as an Appointments Panel for Board Member appointments, the minimum number of panel members shall be four comprising a minimum of two non-executive members and, as required by Ministerial Guidance on College Board Appointments, an Independent Person.’

This would replace the following existing paragraph:

‘When acting as an Appointments Panel for Board Member appointments, the maximum number of Board Members shall be six, comprising at least four non-executive Board Members. In addition and as required by Ministerial Guidance on College Board Appointments, an Independent Person shall also be a member of the

Appointments Panel for all aspects of Board Member appointments. This is over and above the four non-executive Board Members.'

This change is proposed in response to feedback from some candidates who found the size of the Appointments Panel for Board member recruitment to be overwhelming and intimidating.

4 Remuneration Committee – Changes to Terms of Reference

Only one minor change is proposed to the **Remuneration** Committee Terms of Reference as follows:

- Clerk is changed to Secretary throughout

5 Resource Implications

There are no additional resource implications.

6 Equalities

No adverse impacts on individuals with protected characteristics have been identified as a consequence of this report.

7 Risk and Assurance

Risk to the College is mitigated by ensuring that the new model code is fully considered and implemented appropriately.

8 Data Protection

No data protection issues are identified arising from this report.

9 Recommendation

Members of the Committee are asked to:

- i) consider and if appropriate to approve the proposed amendments to the Terms of Reference for the Executive Committee, the Nominations Committee and the Remunerations Committee.

10 Further Information

Members can obtain further information on the contents of this report from Linda Ellison, Secretary to the Board - lellison@glasgowkelvin.ac.uk.

GLASGOW KELVIN COLLEGE
BOARD OF MANAGEMENT
EXECUTIVE COMMITTEE
TERMS OF REFERENCE

1. Membership

- 1.1 Chair of the Board of Management (Chair).
- 1.2 Vice Chair of the Board of Management.
- 1.3 Chair of the Learning and Teaching Committee.
- 1.4 Chair of the Finance and Resources Committee.
- 1.5 Chair of the Audit and Risk Committee.
- 1.6 One non-executive member appointed by the Board of Management.
- 1.7 Principal.
- 1.8 There shall be no co-option to the Committee.
- 1.9 The Committee may be attended, at the invitation of the Chair, **by any member of the Board**, the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.
- 1.10 The **SecretaryClerk** to the Board shall act as **SecretaryClerk** to the Executive Committee.

2. Chair of the Committee

The Chair of the Board of Management will act as Chair of the Committee.

3. Quorum

The quorum shall be a minimum of three non-executive Board members.

4. Voting Rights

Voting rights rest only with Committee members who are full members of the Board of Management.

The Chair of the Committee possesses both a deliberative and a casting vote.

5. Meetings

Meetings shall be called by the Secretary Clerk to the Board in consultation with the Chair, when required.

An agenda for such meetings shall be drawn up by the Principal and distributed by the Secretary Clerk electronically ~~or by first class post if members request this option.~~

6. Remit

6.1 The Executive Committee is responsible for making executive decisions on behalf of the College's Board of Management related to urgent matters which arise between scheduled meetings of the Board or its Standing Committees.

6.2 Agenda items will, in the opinion of the Principal be urgent, competent and/or impossible to be referred to appropriate committees in their normal planned cycle.

6.3 The Principal shall determine whether agenda items to be discussed by the Committee are competent within the College's scheme of delegation.

7. Risk Management

To notify the Board of Management of any specific areas of risk identified by the Committee for its own area.

8. Reporting

The Chair of the Committee shall report on Committee business to the Board of Management with such recommendations, as the Committee may deem appropriate.

The agendas, associated papers and minutes for this Committee will be made available in accordance with the Board of Management's Standing Orders and Freedom of Information Publication Scheme.

Reviewed by the Executive Committee:	-
Date of Next Review:	March 202~~6~~³
Approved by the Board of Management:	March 202~~30~~³⁰