

## Performance Review and Remuneration Committee

<b>Date of Meeting</b>	<b>Monday 23 January 2017</b>
<b>Paper No.</b>	<b>PRNC2-B</b>
<b>Agenda Item</b>	<b>4</b>
<b>Subject of Paper</b>	<b>Committee Terms of Reference</b>
<b>FOISA Status</b>	<b>Disclosable</b>
<b>Primary Contact</b>	<b>Paul Clark, College Secretary/Planning</b>
<b>Date of production</b>	<b>12 December 2016</b>
<b>Action</b>	<b>For Discussion/Decision</b>

### 1. Recommendations

1. To review the Committee Terms of Reference, noting proposed changes, and recommend to the Board of Management for approval subject to any agreed changes.

## 1. Purpose of report

2.1 To provide the Committee with an opportunity to review the Committee Terms of Reference.

## 2. Context

3.1 It is a matter of good governance for all Board Committees to review their Terms of Reference (ToRs) on a regular basis. This exercise was last undertaken in January 2016.

3.2 The CDN training module for Remuneration Committee members recommends a number of fundamental elements for Committee Terms of Reference. A review of the current PRNC ToRs, indicates that these can be improved with the added phrasing highlighted below:

6. To review at least annually the performance, remuneration, and terms and conditions of the Principal and other senior staff, adopting a process consistent with the Code of Good Governance

3.3 It is further proposed that the Committee ToRs include the addition of the following:

- To demonstrate efficient and effective use of public funds in the committee's decisions, so that they reflect the performance of the organisation and the requirement for its ongoing financial sustainability

3.4 The Committee may wish to take this opportunity to consider any other changes to the Committee Terms of Reference.

## 3. Impact and implications

4.1 Regular review of Committee Terms of Reference will ensure that this important aspect of governance is appropriate to the delegated responsibilities of Committees, and reflects Board and Board Committee practice.

4.2 The Terms of Reference require updating to reflect recommendations within CDN training, including explicit reference to the Code of Good Governance.

## Appendix:

**Committee Terms of Reference (with highlighted changes).**

**CITY OF GLASGOW COLLEGE**  
**Performance, Remuneration & Nominations Committee of the Board of Management**

**Terms of Reference**

**Note**

In these terms of reference the words "senior staff" include the Principal, any Depute, Vice and Assistant Principals, and all staff at Executive Director or Director level or equivalent.

**Performance**

1. To keep the College's Balanced Scorecard under review, to monitor its alignment with the College's Strategic Plan, and to review progress and outcomes.
2. To monitor overall College performance with reference to the College Strategic Plan and relevant quality indicators.
3. To evaluate the preparedness of the College to meet the challenge of achieving the aims and objectives of the Strategic Plan.
4. To review senior staff performance regularly against agreed targets.
5. To consider the strategic viability, effectiveness and efficiency of any area of College activity, and to make recommendations to the Board of Management as appropriate.

**Remuneration**

6. To review at least annually the performance, remuneration, and terms and conditions of the Principal and other senior staff, adopting a process consistent with the Code of Good Governance
7. To consider proposed staff severance arrangements for senior staff, and to make recommendations as appropriate to the Board of Management.
  - To demonstrate efficient and effective use of public funds in the committee's decisions, so that they reflect the performance of the organisation and the requirement for its ongoing financial sustainability

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**Nominations**

8. Within the context of applicable legislation and associated government guidance, the College Scheme of Delegation and Standing Orders, and relevant guidelines on standards in public life, to manage the process by which Members of the Board of Management are recruited, selected, and recommended for appointment.
9. To consider objectively, transparently and fairly candidates for Board Membership, and to make recommendations for appointment to the Glasgow Colleges' Regional Board.
10. To monitor and evaluate the composition, skills and experience base and representational balance of the Board of Management, taking account where relevant of the terms of office of Members, and of issues of diversity and equalities.

Approved June 2016

11. To receive and review evaluation reports on Board performance, and on the development of Members.
12. Where the Board of Management so determines, to provide assistance in identifying, selecting and recommending candidates for appointment to senior staff positions in the College, and to senior positions in College subsidiaries or any other body to which the College is entitled to make appointments.

**General**

13. To take decisions on behalf of the Board of Management in instances of emergency or high urgency where it is not feasible to convene a full Board meeting, and to inform all Board Members without delay of any decisions taken under this delegated authority.