

Draft Minute of the Nominations and Remuneration Committee held on Monday 15 August 2016

Present	
Jackie Russell (Chair)	Grahame Smith
In Attendance	
Margaret Cook (GCRB Chair)	Sandra Hampson (Executive Assistant)
Robin Ashton (Executive Director)	Paul McAllister (Secretary to the Board) – by phone
Apologies	
Clare Ireland	Ian Gilmour

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed:

- Margaret Cook, GCRB Chair as an observer; and
- Paul McAllister, Secretary to the GCRB Board, joining the meeting by telephone.

2. Apologies

Paper Number: Verbal

2.1 Decision

Apologies were noted for Clare Ireland and Ian Gilmour.

3. Declarations of Interest

Paper Number: Verbal

3.1 Discussion

The Chair reminded members that it is their personal responsibility to indicate to the Chair at any point during the meeting if they have, or may be perceived as having, a conflict of interest under any item on the agenda.

The Executive Director declared an interest in agenda items 9 and 10, GCRB Establishment and Budget and Executive Director Objectives.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

There were no matters raised under Chair's business.

5. Minute of the Committee Meeting held on 30 March 2016

Paper Number: NRC1-A

5.1 Decision

The minute was **agreed** as an accurate record.

Under matters arising from the minute of the Committee meeting held on 30 March, 2016 the Executive Director informed the Committee that with reference to agenda item 13 – Staff Observer at Board meetings, no communication had been received from staff members and therefore there was no proposal to consider.

6. Long-term Agenda

Paper Number: NRC1-B

6.1 Discussion

The Executive Director presented the long-term agenda and highlighted the new additions. The Committee **noted** the contents and discussed whether they should be issuing an annual report.

6.2 Decision

The Committee **agreed** it was good practice for all committees to produce annual reports and the Executive Director was asked to draft a report showing the areas that the annual report would cover. Once the standard format for the Remuneration Committee report was agreed then the other committees would be asked to consider that as a template for their annual reports.

7. Annual Review of Terms of Reference

Paper Number: NRC1-C

7.1 Discussion

The Board Secretary presented the paper to the Committee and highlighted the most substantive changes to the terms of reference:

- to include responsibility for reviewing committee memberships (6.2 (b))
- to include responsibility for reviewing the performance of assigned college Chairs (6.4)
- to insert a reference to the Minutes of the Committee being sent to the Board (8.1)

The Committee discussed its role in reviewing the performance of assigned college Chairs and its responsibility in that process.

7.2 Decision

The Committee **agreed** that the Board Secretary would revise the wording in the paper and the Chair would then approve before recommending to the Board.

8. Annual Review of Membership of Committees

Paper Number: NRC1-D

8.1 Discussion

The Board Secretary presented the current status of GCRB's committee membership and asked the Committee to **note** the current membership, **consider** whether it remains fit for purpose and **recommend** any adjustments deemed necessary to the composition of the Committees to the Board including the appointment of new members to the Committee. The Committee discussed the resignation of the Audit Committee Chair and the need for a further recruitment campaign for a new Board member with accounting qualifications.

8.2 Decision

The Committee **agreed** to recommend that Paul Buchanan joins the Performance and Resources Committee and Lesley Garrick joins the Nominations and Remuneration Committee and **agreed** the need to advertise for a new board member with accounting qualifications.

9. GCRB Establishment and Budget

Paper Number: NRC1-E

9.1 Discussion

The Executive Director declared an interest in this agenda item and left the meeting.

The Committee discussed the draft permanent secondment agreement between GCRB, Glasgow Kelvin College and Robin Ashton and heard from the GCRB Chair that a potential issue with VAT had been flagged by GCRB lawyers. The GCRB Chair also asked the Committee to note the current increase in Chair costs was due to hours related to work for Colleges Scotland and that a request for payment was in process.

9.2 Decision

The Committee **agreed** they were unable to approve the secondment agreement until the VAT issue was resolved. They **agreed** the GCRB Chair should seek initial advice from the Scottish Funding Council (given the prevalence of secondment arrangements in the sector) and then instruct GCRB lawyers accordingly.

10. Executive Director Objectives

Paper Number: NRC1-F

10.1 Discussion

The Executive Director had declared an interest in this agenda item and remained out of the meeting.

The Committee heard from the GCRB Chair that the Executive Director role was on the equivalent terms of a Vice Principal within the colleges and therefore on guaranteed automatic increments, which was not foreseen. The Committee discussed the necessity for this role to have performance objectives and the GCRB Chair confirmed that she meets on a regular weekly basis with the Executive Director.

10.2 Decision

The Committee **agreed** to the Executive Director performance objectives for the 2016/17 academic year and for the GCRB Chair to report back to the Committee on the objectives on a 6 monthly basis.

11. Board Member Appointments

Paper Number: NRC1-G

11.1 Discussion

The Executive Director re-joined the meeting.

The Board Secretary presented the paper to the Committee who discussed the recommendations proposed and also noted that whilst there was an imbalance of gender within the three colleges' boards, regionally the balance was good.

11.2 Decision

The Committee **agreed** to:

- **recommend** to the Board the approval of David Biggart for appointment to the position of ordinary member of the Glasgow Kelvin College Board for a period of two years;
- **recommend** to the Board the approval for appointment to the positions of ordinary members of the Glasgow Clyde College Board for the following:

Scott Cooley – 2 years
Carolyn Davidson – 2 years
Keith Rosser – 2 years
David Watt – 4 years

- **recommend** to the Board the City of Glasgow College Board's preferred option of a period of appointment for Colin McMurray of three years and for Stuart Patrick a period of four years .
- **recommend** to the Board the initiation of a further recruitment process for at least one additional GCRB Board member with an accountancy qualification;
- **note** the appointment of Grahame Smith as Vice Chair; and
- **recommend** that the Executive Director consults with GRSE regarding the student Board members terms of office end date, with a view to the best alignment of their terms of office with their GCRB responsibilities.

12. Board Evaluation and Member Appraisal

Paper Number: NRC1-H

12.1 Discussion

The Executive Director presented the paper to the Committee and noted that although the Board had carried out member appraisals recently these did not fall within the current required timeline so the process would have to be repeated. He also informed the Committee that the timeframe was not clear about being set by the financial year or by the calendar year.

The Committee discussed the following topics: self-evaluation of the effectiveness of the Board; the draft version of Colleges Scotland's guidance on conducting external effectiveness reviews; the evaluation of assigned colleges Chairs; the process for appraising GCRB Chair, committee chairs and individual members; draft survey questions and GCRB individual board member evaluation form.

12.2 Decision

The Committee **agreed:**

- to approve the paper and **recommend** the processes for board evaluation and member appraisal to the Board;
- to add a scoring system of 1-4 to the survey questions for Board and Committee evaluation to improve the accuracy of the information obtained ;
- to add a comments section to the survey and to actively encourage comments;
- to add a question to the survey relating to the relationship with the assigned college boards and Principals.

13. Good College Governance – The Report of the Education Secretary’s Task Group

Paper Number: NRC1-I

13.1 Discussion

The Secretary to the Board presented the 10 main recommendations of the Education Secretary’s Task Group and highlighted in the Annex the main tasks that affect GCRB and the proposed actions to be taken.

13.2 Decision

The Committee **agreed** to recommend to the Board the proposed actions and monitor the implementation of the actions. The Committee requested the wording in task (7) be changed from ‘GCRB Board Secretary’ to ‘GCRB’.

14. Date of Next Meeting

Paper Number: Verbal

15.1 Decision

The date of the next meeting was agreed as **Monday, 10 October 2016** at 1100hrs at Langside Campus, Glasgow Clyde College.