

Draft Minute of Nominations and Remuneration Committee Meeting held on Monday 10 October 2016 – 1100 hours.

Present	
Jackie Russell (Chair)	Grahame Smith
Claire Ireland (Joined the meeting at Item 8)	Lesley Garrick
In Attendance	
Margaret cook (GCRB Chair)	
Robin Ashton (Executive Director)	Moira McCulloch (Executive PA, City of Glasgow College)
Apologies	
Ian Gilmour	

1. Introduction and Welcome

Paper No: Verbal

1.1 Discussion

- The Chair welcomed all to the meeting and introduced L. Garrick to her first Nominations & Remunerations Committee meeting.

2. Apologies

Paper No: Verbal

2.1 Decision

- Apologies received from Ian Gilmour.

3. Declarations of Interest

Paper No: Verbal

3.1 Discussion

- The Chair reminded members that it is their personal responsibility to indicate to her 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.

3.2 Decision

- The Executive Director declared an interest at Item 8, GCRB Establishment and Employment Considerations.

4. Chair's Business

Paper No: Verbal

4.1 Decision

- There were no matters raised under Chair's Business.

5. Minute of Committee Meeting held on Monday 13 June 2016

Paper No: NRC2-A

5.1 Decision

- The minute of the previous meeting was **agreed** as an accurate record and the following points noted:
- Referring to Item 11.2 with regards to the appointment of a second student member to the GCRB Board the Executive Director advised that the Students Association have not conducted the election as yet and a meeting is scheduled to take place within the next two weeks.
- The Chair informed that an interview date has been set for the appointment of a new GCRB Board member with financial experience.

6. Long Term Agenda

Paper No: NRC2-B

6.1 Discussion

- R Ashton presented the Paper for the Committee to consider the planned dates of meetings and the proposed long term agenda items and invited suggestions or amendments.

6.2 Decision

- Members **agreed** to the proposed long term agenda.

7. Draft Nominations and Remuneration Committee Annual Report

Paper No: NRC2-C

7.1 Discussion

- R Ashton presented a draft Annual Report and invited members to suggest any amendments to the report.

7.2 Decision

- Members **endorsed** the report subject to minor amendments and requested that it be provided to the GCRB Board at its next meeting.

8. Current GCRB Establishment and Employment Considerations

Paper No: NRC2-D

8.1 Discussion

- R Ashton declared an interest and left the room at this point.
- M Cook presented the report which provided the Committee with an update on work to implement appropriate contractual arrangements for GCRB staff.
- Referring to the VAT issue regarding the Executive Director's secondment, M Cook informed she is seeking advice on VAT issues which will come through solicitors. M Cook further advised current staffing matters in the absence of an Executive Assistant and expects the return of W Odedina from maternity leave in November.

8.2 Decision

- M Cook will meet with GCRB lawyers and will provide a further update at the next meeting.

9. Board Member Appointments

Paper No: NRC2-E

9.1 Discussion

- R Ashton tabled Paper on Board Member Appointments and informed that they are looking to recruit two new Board members. He requested that the Committee endorse the appointment of Paul Buchanan as Chair of the Audit Committee, for review after one year.

9.2 Decision

- Members **endorsed** the appointment of Paul Buchanan as Chair of the Audit Committee.

10. Revised Code of Good Governance for Scotland's Colleges

Paper No: NRC2-F

10.1 Discussion

- R Ashton presented the paper and advised that this relates to earlier discussions of the updated Code of Good Governance. The Code is slightly revised and the externally facilitated review has been extended to March 2017.

10.2 Decision

- Members agreed that further consideration of GCRB arrangements for external review would be given at the next meeting of the committee.

- Members requested that an audit of GCRB compliance against the code is undertaken with a report on this to be provided at a future meeting of the Committee.
- Members also agreed that the next meeting of the Board considers the appointment of a senior independent member, as advised by the code.

11. Options for GCRB Corporate Governance Support

Paper No: NRC2-G

11.1 Discussion

- Noting the resignation of Paul McAllister, R Ashton presented a paper for members' consideration which outlined options for board Secretary recruitment. Members discussed the options presented.

11.2 Decision

- Members agreed to recommend to the GCRB Board that it recruit a Board Secretary through a contractual arrangement with a professional firm.

12. Annual Review of Committee Effectiveness

Paper No: NRC2-H

12.1 Discussion

- Members discussed the paper and the committee terms of reference.
- The Chair left the meeting in order that members could review Chair's performance. Members provided review and G Smith agreed to feedback to the Chair after the meeting.
- The Chair returned to the meeting.

12.2 Decision

- Members agreed to review results from the recently undertaken GCRB Board member evaluation survey at the next meeting of the Committee.

13. Date of Next Meeting

Paper No: Verbal

- Monday 05 December 2016, 1100 hours, Glasgow Kelvin College.