

**Draft Minute of the Nominations and Remuneration Committee held on Thursday 30  
November 2017**

<b>Present</b>	
Jackie Russell (Chair)	Grahame Smith
Lesley Garrick	Karolina Gasiorowska
<b>In Attendance</b>	
Robin Ashton (Executive Director)	Jim Godfrey (Interim Finance and Resources Director)
Penny Davis (Board Secretary)	Wendy Odedina (Executive Assistant)

**1. Introduction and Welcome**

---

Paper Number: Verbal

**1.1 Discussion**

The Committee Chair welcomed members.

**2. Apologies**

---

Paper Number: Verbal

**2.1 Decision**

None received.

**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 item 6.

**4. Chair's Business**

---

Paper Number: Verbal

**4.1 Decision**

There was no Chair's business to note.

## 5. Minute of the Committee Meeting held on 13 October 2017

---

Paper Number: NRC3-A

### 5.1 Decision

The minute of the meeting on 13 October 2017 was **agreed** as an accurate record subject to minor amendments.

The Committee **noted** the two briefing notes received on Living Wage Accreditation and Employers Duties.

## 6. Executive Director Performance Review

---

Paper Number: NRC3-B

The Executive Director temporarily left the meeting at this point.

### 6.1 Discussion

The Interim Chair outlined the process undertaken to complete a performance review of the Executive Director. This process reviewed progress over the previous 12 months and agreed objectives moving forward.

The Committee discussed the future objectives and made some suggested amendments to terminology.

### 6.2 Decision

The Committee **discussed** the annual performance review of the GCRB Executive Director for 2016/17 and **agreed** the performance objectives.

The Executive Director re-joined the meeting at this point.

## 7. GCRB Responsibilities in relation to Assigned College Principals

---

Paper Number: NRC3-C

### 7.1 Discussion

The Board Secretary provided an overview of the paper highlighting correspondence that had been received on this matter from the SFC.

The Committee discussed the role of GCRB on the matter of approval in relation to Principals' remuneration. The Committee noted that it was the view of the SFC that GCRB did not have a formal approval role in this matter. The Committee also noted the conditions of grant that are set out in the main funding letter to the colleges regarding public sector pay policy.

## 7.2 Decision

The Committee

- **noted** the decision to establish a separate Board panel to consider Assigned College Principals' terms and conditions and **agreed** to recommend to the Board that this panel's remit is now in an advisory capacity;
- **accepted** the SFC opinion and legal advice provided to GCRB; and
- **agreed** to recommend this position to the Board.

## 8. City of Glasgow College Voluntary Severance Scheme

---

Paper Number: NRC4-D

### 8.1 Discussion

The Executive Director provided an overview of the paper which outlined a proposed voluntary severance scheme for City of Glasgow College. He noted that the Committee now has delegated authority from the Board to approve severance requests before onward submission to SFC.

The Executive Director outlined how the scheme met the criteria of the SFC guidance on severance.

The Committee discussed the proposal and requested clarity on some matters which the Executive Director agreed to expedite with the college and report back to the Committee.

### 8.2 Decision

The Committee

- **noted** the application to GCRB for a voluntary severance scheme;
- **noted** the GCRB Executive Director has reviewed the business case against SFC guidance;
- **requested** further information on the scheme from the college, which they Committee would seek to consider at an early opportunity.

## 9. Overview of Board Appointments Planning

---

Paper Number: NRC3-E

### 9.1 Discussion

The Board Secretary provided an overview of the various board member appointment processes that will be undertaken early in 2018.

This covered the appointment of a new Chair of Glasgow Kelvin College, the appointment of non-executive board members to the GCRB, the extension of current non-executive board members terms of office, and the election of staff and student members to GCRB.

She noted that this paper provided an over-arching view of the processes and the subsequent papers on the Committee's agenda would provide more detailed information.

## 9.2 Decision

The Committee **reviewed** the outline of activities and **agreed** the planning arrangements for Board and Assigned College Board appointments.

## 10. Non-Executive Board Member Recruitment and Extension of Appointments

---

Paper Number: NRC3-F

### 10.1 Discussion

It was firstly noted that the paper discusses process only and therefore members of the Committee who would be potentially involved did not require to declare a conflict of interest.

The Board Secretary outlined the rationale for progressing one recruitment process and the timescales involved in this.

She noted that the second terms committee is therefore required to be re-established in order to consider extensions to current non-executive terms of office and she outlined a revised terms of reference for this group.

### 10.2 Decision

The Committee

- **noted** the appointments requirements;
- **reviewed** the proposed terms of reference for a short-life Committee to undertake the process to extend Members' appointments;
- **agreed** recommendations to make to the Board with regard to the establishment of a Second Terms Committee and a panel to progress Non-Executive recruitment.

## 11. Recruitment and Appointment of Chair of Glasgow Kelvin College

---

Paper Number: NRC3-G

### 11.1 Discussion

The Board Secretary provided an overview of the paper noting that she had a productive meeting with the Board Secretary from Glasgow Kelvin College to agree a joint approach to this process, which will take into account the dual responsibility of this post.

The Committee noted that they would like to see greater detail on how staff and students would contribute to the process.

The Committee noted the ongoing Government consultation on the remuneration of assigned college Chairs and the potential impact this may have on the recruitment process.

### 11.2 Decision

The Committee **considered** and **agreed** the proposed approach for recommendation to the Board.

## 12. Appointment of Non-Executive Board Member to Glasgow Clyde College

---

Paper Number: NRC3-H

### 12.1 Discussion

The Board Secretary provided an overview of the paper noting that the college had followed the Ministerial Guidance on appointment of board members and had provided appropriate detail with regards gender balance, skills analysis and succession planning.

### 12.2 Decision

The Committee **approved** the proposed **recommendation to the Board** that Michael Payne is appointed to the Board of Management of Glasgow Clyde College for a term of 4 years.

## 13. Update on Board Development Plan and External Evaluation

---

Paper Number: NRC3-I

### 13.1 Discussion

The Board Secretary provided an update to members on the progress against the Board's development plan and arrangements for the externally validated evaluation.

She noted that David Archibald from Henderson Loggie will conduct the evaluation and that he will meet with all board members and attend the full board meeting in December.

The Board Secretary also noted that she is in discussion with the board secretaries across the region to try to organise a board development session for all board members in the spring time.

### 13.2 Decision

The Committee **noted** progress on the Board Development Plan and External Evaluation.

---

## 14. Nominations and Remuneration Committee Annual Report

---

Paper Number: NRC3-J

### 14.1 Discussion

The Committee considered the draft Committee Annual Report which summarises the work undertaken throughout the year and outlined priority areas moving forward.

The Committee discussed the volume of work that they have undertaken and the need for quick turn around on a number of items.

### 14.2 Decision

The Committee

- **discussed** and **agreed** the content of the summary report on its activity during the past year;
- **discussed** and **agreed** its priorities for the coming year;
- **agreed** to report to the next meeting of the Board on activity during the past year and priorities for the year ahead.

## 15. Annual Review of Committee Effectiveness

---

Paper Number: NRC3-K

### 15.1 Discussion

The Committee undertook a review of committee effectiveness which asked members to consider how well they had fulfilled their remit, consider if their terms of reference are up-to-date and consider the effectiveness of the Committee Chair.

With regard to the Committee's terms of reference, it was noted that these had been updated throughout the course of the year and the Committee had been well engaged with these. The Board Secretary agreed to clarify wording on severance within the terms of reference.

The Committee discussed that it may useful for the Board to review the scheme of delegation in order for business to be progressed more efficiently.

The Committee Chair temporarily left the meeting at this point.

The remaining Committee members discussed their assessment of the Chair's performance which would be fed back to the Committee Chair at a later date.

The Committee Chair re-joined the meeting at this point.

### 15.2 Decision

The Committee

- **reviewed** its work during the past year and key decisions taken;
- **considered** how well it has fulfilled its terms of reference;
- **discussed** the performance of the Committee Chair; and
- **discussed** improvements to be made to how it conducts its business.

## **16. Long Term Agenda 2017-18**

---

Paper Number: NRC3-L

### **16.1 Decision**

The Committee agreed the long term agenda.

## **17. Date of Next Meeting**

---

### **17.1 Decision**

The date of the next meeting was agreed as Thursday 8 March.