

Draft Minute of the Nominations and Remuneration Committee held on Thursday 9 December 2021

Present	
Jackie Russell (Committee Chair)	Janie McCusker
Clare Ireland	Des McNulty (7 onwards)
Lauren McLaren	
In Attendance	
Martin Boyle (Executive Director)	
Penny Davis (Board Secretary)	Wendy Odedina (Executive Assistant)
Apologies	
Michael Cullen	

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed members to the meeting.

2. Apologies

Paper Number: Verbal

2.1 Decision

There were no apologies for the meeting however Michael Cullen was not in attendance. The Chair of the Board noted that Michael remains absent due to extenuating circumstances and this position will be reviewed early in the new year.

3. Declarations of Interest

Paper Number: Verbal

3.1 Discussion

The Chair reminded members that it is their personal responsibility to indicate 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 Chair of the Committee noted that in reference to the appraisal of the committee chair, the paper on this item is procedural, rather than evaluative as it has been in past, and she would therefore remain in the meeting for this item.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

The Chair noted that she had attended the following meetings in her capacity as Committee Chair:

- Board meetings
- Committee Chairs and Chair meetings
- Informal networking meeting

5. Minute of the Committee Meeting held on 23 September 2021

Paper Number: NRC2-A

5.1 Decision

The minute of the meeting on 23 September 2021 was **agreed** as an accurate record.

6. Decision by Correspondence

Paper Number: Verbal

6.1 Decision

The Chair **noted**, for the record, the decision by correspondence taken by the Committee on 19 November 2021 with regards to non-executive board appointments at Glasgow Clyde College, which were subsequently approved by the Board on 29 November.

7. GCRB Staff CPD

Paper Number: NRC2-B

7.1 Discussion

The Executive Director presented the paper on staff CPD further to previous discussions on this item. He noted that the paper presents a process for consideration which is based on the process used at Glasgow Clyde College. This is in line with GCRB's approach on HR and staffing matters where Glasgow Clyde College provides support. He also highlighted the proposed budget.

The Committee discussed the paper and tested the appropriateness of adopting the template policy from Glasgow Clyde College. The Executive Director noted that GCRB is using Clyde HR policies on a range of matters and this has proved to be an effective shared service.

With regard to MBA and PHD level, it was agreed that that part-time fees would be the highest level that could be supported and that this section should be amended to reflect this. The final policy would also reflect appropriate GCRB nomenclature.

7.2 Decision

The Committee **agreed**:

- Annual line manager review process, including initial planning meeting for all staff, including goal setting and identification of Continuing Professional Development (CPD) allied to review of previous session, with mid-year progress review;
- Identification, and allocation of, annual staff CPD budget to ensure that individual professional development is supported in a clear, coherent manner – in support of both individual career aspirations and the clear delivery of GCRB’s strategic goals;
- In line with GCRB’s current HR alignment, adopt a similar template to Glasgow Clyde College’s CPD policies and procedures, including: i) Guide to Professional Development Sponsorship; ii) Professional Development Sponsorship Procedure; iii) Professional Development Sponsorship – Fees Guidance Document; iv) Sponsorship Decision Making Process;
- Setting of GCRB Executive CPD budget on an annual basis as part of broader GCRB annual budget planning and setting, with an initial maximum annual budget of £10,000 to be set for 2022-23.
- Allocation of funding for i) funding of CPD activity, including short courses and conference attendance, and ii) Professional Development Sponsorship, is devolved to the GCRB Executive Director in line with standard line management support and planning, and iii) Professional Development Sponsorship for the Executive Director and Board Secretary is devolved to Board Chair in line with standard line management support and planning.

8. Board Development Plan Progress Report

Paper Number: NRC2-C

8.1 Discussion

The Board Secretary provided an update on progress against actions in the board development plan. She highlighted the Code of Conduct development session and that mentoring sessions have also begun between Committee Chairs and the Student Presidents.

The Committee discussed the range and extent of development activities that it undertakes as a result of operating in a heavily regulated environment. It was suggested that a prioritisation exercise be undertaken to ensure focus on key areas.

8.2 Decision

The Committee **noted** the report and **requested** that the Board Secretary consider how activity could be valued and prioritised moving forward.

9. External Governance Developments

Paper Number: Verbal

9.1 Discussion

The Board Secretary provided a verbal report on external governance developments including the Code of Conduct, Code of Good Governance and constitutional changes on board membership.

9.2 Decision

The Committee noted the verbal report.

10. Schedule of Recruitment and Appointments Activity 2021-22

Paper Number: NRC2-D

10.1 Discussion

The Board Secretary presented the paper on the schedule of recruitment and appointments activity for 2021-22 noting the proposed timeline that has been set out to align with N&R and Board meeting approval stages.

It was noted that this will be another year for considerable change in membership.

10.2 Decision

The Committee **approved** the schedule of recruitment and appointment activity.

The Committee **noted** that the process outlined for the extension of the Glasgow Kelvin College Chair is dependent on the Chair seeking to remain in post. A recruitment plan will be put in place if required. The Ministerial guidance on appointments applies, and the process is aligned to the non-executive recruitment process.

The Committee also **noted** that confirmation of the timing of constitutional changes is still awaited. As required, plans will be adjusted to accommodate the recruitment of two additional non-executive members and the nomination of two trade union members.

11. Assigned College Board Development Plans

Paper Number: NRC2-E

11.1 Discussion

The Board Secretary presented the paper on the Assigned College Development Plans noting the different approach taken by each college. She noted that GCRB's role is to receive assurance that appropriate plans are in place and no further action is recommended.

11.2 Decision

The Committee **noted** that each of the Assigned College have a board development plan in place.

12. Annual Review of Committee Effectiveness and Terms of Reference

Paper Number: NRC2-F

12.1 Discussion

The Board Secretary presented a paper asking members to consider their performance against the terms of reference. She noted the new approach being taken for the evaluation of the Committee Chair.

The Committee requested that the terms of reference be amended to include that the Committee will be responsible for enabling the continuing professional development of the executive with the organisation, as per the procedure agreed earlier in the meeting.

The Committee discussed their role in relation to college voluntary severance schemes noting that this can often be difficult as GCRB only examines the process undertaken, and not the rationale or validity of a business case. The Board Secretary agreed to recirculate the guidance on this matter which clearly sets out GCRB's responsibilities. The Executive Director also noted that a process has been developed with the colleges to try to increase alignment.

12.2 Decision

The Committee **considered** its performance and **agreed** to include CPD within its Terms of Reference for onward recommendation to the Board.

It was **agreed** that the Board Secretary should circulate the guidance on voluntary severance scheme responsibilities.

13. N&R Committee Annual Report

Paper Number: NRC2-G

13.1 Discussion

The Board Secretary presented the report on the Committee's activities over the past year and its priorities for the year ahead. She highlighted attendance and gender balance.

The Committee Chair wished to put on record her thanks to members for their considerable work over this time.

13.1 Decision

The Committee:

- **agreed** the content of the summary report on its activity during the past year;
- **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.

14. Long Term Agenda

Paper Number: NRC2-H

14.1 Decision

The Committee **agreed** the long term agenda.

15. Review of Disclosable Status

15.1 Decision

The Board Secretary confirmed no non-disclosable papers.

16. Date of Next Meeting

16.1 Decision

Members agreed to move the date of the next meeting from 10 to 17 March 2022. The Executive Assistant will write to members to confirm this change.