

Minute of the Nominations and Remuneration Committee held on Tuesday 14 March 2017

Present	
Jackie Russell (Chair)	
Lesley Garrick	
In Attendance	
Robin Ashton (Executive Director)	Wendy Odedina (Executive Assistant)
Margaret Cook (GCRB Chair)	Mark Walker (CMS) (items 1-6)
Apologies	
Ian Gilmour	Grahame Smith
Clare Ireland	

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed Margaret Cook, GCRB Chair, as an observer.

2. Apologies

Paper Number: Verbal

2.1 Decision

Apologies were noted for Grahame Smith, 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 item 6.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

The Chair noted that she had attended the Regional Strategy Development Workgroup meeting on 16 February (*post meeting note*).

5. Minute of the Committee Meeting held on 06 February 2017

Paper Number: NRC5-A

5.1 Decision

The minute of the meeting on 6 February 2017 was **agreed** as an accurate record.

6. Review of Employment Options for GCRB Staff

Paper Number: NRC5-B

6.1 Discussion

Robin Ashton temporarily left the meeting at this point.

The representative from Cameron McKenna LLP outlined the pros and cons of the employment options for GCRB staff including direct employment, joint employment and a permanent secondment arrangement with one college. The Committee considered the risks associated with each approach, particularly around pensions, responsibilities and VAT implications.

6.2 Decision

The Committee **agreed** that their preferred approach would be to put in place a formal secondment with one college for the employment of existing staff and new staff.

It was **agreed** that GCRB management should confirm with HMRC that GCRB would not incur any VAT charges through this approach and also make enquiries around necessary insurance that may be required. On the basis that these two matters do not present any significant issues, it was **agreed** to recommend to the Board that a formal secondment agreement with one college is taken forward.

Mark Walker left the meeting at this point.

Robin Ashton re-joined the meeting at this point.

7. Committee Terms of Reference

Paper Number: NRC5-C

7.1 Discussion

The Board Secretary provided an overview of the paper in relation to the potential split of responsibilities of the Nominations and Remuneration Committee. She identified that the Code of Good Governance for Scotland's Colleges states that a Remuneration Committee should be made up of non-executive members therefore GCRB's current arrangements mean that this is an issue of non-compliance with the Code.

The Committee discussed the option to split the current Nominations and Remuneration into two separate Committees with distinct remits. They also considered the alternative option which would be to continue with the Committee as it is currently constituted and to include a statement in GCRB's annual report explaining why GCRB is not compliant with the Code.

The Committee also discussed the terms of reference in relation to the GCRB's role in approving the terms and conditions of assigned college Principals.

7.2 Decision

The Committee **agreed** that the staff and student members should remain as full members Nominations and Remuneration Committee, as currently constituted.

It was **agreed** that the terms of reference of the Committee should be amended to include that a quorum of non-executive members is required for remuneration decisions.

It was **agreed** that GCRB management should discuss this position with its external auditor to ensure that GCRB's accounts would not be qualified as a result of non-compliance with the Code of Good Governance for Scotland's Colleges.

It was **agreed** that GCRB management should seek further information from the Scottish Government regarding GCRB's role in relation to the setting and ongoing remuneration of assigned college Principals. This should then be considered by the Committee and any necessary changes made to the terms of reference as required.

8. Long Term Agenda

Paper Number: NRC5-D

8.1 Decision

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

9. Date of Next Meeting

Paper Number: Verbal

15.1 Decision

It was **agreed** that an additional meeting may be required with regards to the appointment process for the Glasgow Clyde College Principal.

The next meeting of the Committee thereafter was agreed as **Tuesday 2 May at 1100hrs.**