

**Draft Minute of the Nominations and Remuneration Committee held on Tuesday 2 May 2017**

<b>Present</b>	
Jackie Russell (Chair)	Clare Ireland
Ian Gilmour	Grahame Smith
<b>In Attendance</b>	
Robin Ashton (Executive Director)	Jim Godfrey (Finance and Resources Director)
Margaret Cook (GCRB Chair)	Wendy Odedina (Executive Assistant)
<b>Penny Davis (Board Secretary)</b>	
<b>\\Apologies</b>	
Lesley Garrick	

**1. Introduction and Welcome**

Paper Number: Verbal

**1.1 Discussion**

The Chair welcomed Margaret Cook, GCRB Chair.

**2. Apologies**

Paper Number: Verbal

**2.1 Decision**

Apologies were noted for Lesley Garrick 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 item 7 and 8.

The Interim Finance and Resources Director declared an interest in item 7.

## 4. Chair's Business

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Paper Number: Verbal

### 4.1 Decision

In relations to duties undertaken as Chair of the Committee, the Chair noted that she had been involved in the interview process seeking to appoint a new board member for GCRB.

The following paragraphs are withheld from publication on the GCRB website under the Freedom of Information (Scotland) Act 2002:

[REDACTED]

## 5. Minute of the Committee Meeting held on 11 April 2017

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Paper Number: NRC7-A

### 5.1 Decision

The minute of the meeting on 11 April 2017 was **agreed** as an accurate record.

## 6. Revised Committee Terms of Reference

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Paper Number: NRC7-B

### 6.1 Discussion

The Board Secretary provided an overview of the paper and noted that proposed amendments to the terms of reference were outlined in red.

Members discussed the role of the Board's committees and how the terms of reference should reflect that Committees act on the delegated authority of the Board.

The Committee discussed its role in relations to severance arrangements and terms and conditions of assigned college Principals.

### 6.2 Decision

The Committee **noted** the proposed changes to its terms of reference.

It was agreed that a paper should be prepared for the next meeting of the Committee on the role of GCRB in relation to the terms and conditions of assigned college Principals. The terms of reference for the Committee would be re-considered in tandem with this paper.

Members were reminded to complete the mandatory training for Remuneration Committee members through the Colleges Development Network online resource.

## 7. GCRB Staff Remuneration

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Paper Number: NRC7-C

### 7.1 Discussion

The Executive Director and the Interim Finance and Resources Director temporarily left the meeting at this point.

The Chair of the Board provided a copy of the paper to members which set out the context and comparators for consideration in relation to remuneration levels for the two senior GCRB posts. She outlined discussions that had taken place with the Chief Executive of the SFC on this matter.

### 7.2 Decision

The following paragraphs are withheld from publication on the GCRB website under the Freedom of Information (Scotland) Act 2002:

[Redacted]

[Redacted]

[Redacted]

## 8. GCRB Staff Employment Arrangements

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Paper Number: Verbal

### 8.1 Discussion

The Interim Finance and Resources Director re-joined the meeting at this point.

The Chair of the Board provided an overview of the paper and the work undertaken by the Interim Finance and Resources Director in relation to pensions, VAT and interaction with HMRC.

She noted that the Scottish Government have confirmed that they will act as a guarantor for pension purposes which mitigates some of the risk previously identified in this area.

It was noted that the recommendations within the paper relate to support staff. As the Executive Director role can be defined as educational, which removes potential VAT

implications, this position would remain as a secondee. The Interim Finance and Resources Director noted that he is working with a VAT consultant to confirm this status.

## 8.2 Decision

The Committee **noted** the report and the response to the issues raised at the meeting of the Committee on 14 March 2017.

The Committee agreed to:

- **recommend** to the Board that GCRB should be the preferred body for the employment of staff (and particularly support staff);
- **support** the principle of GCRB becoming a member of the Strathclyde Pension and **request** that a further report is provided to identify any risks in doing so;
- **request** that Glasgow Clyde College to continue to provide a payroll service to GCRB; and
- **request** that the Interim Director of Finance and Resources develops an action plan to meet the requirements of being an employing body.

## 9. Board Development Action Plan

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Paper Number: NRC7-C

### 9.1 Discussion

The Executive Director re-joined the meeting at this point

The Secretary to the Board provided an overview of the paper which set out proposed activities in relation to the Board's Development Plan.

### 9.2 Decision

The Committee **approved** the Board Development Action Plan.

## 10. Appointment Recommendation – GCRB board member

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Paper Number: NRC7-C

### 10.1 Discussion

The Board Secretary noted that 3 candidates had been interviewed for the current vacancy on the GCRB Board and outlined the potential to co-opt candidates to a committee of the Board.

She explained the interview process was still ongoing as on the second day of the interviews, the Board Chair was unable to attend at short notice. The candidate was advised that the interview would proceed with the two panel members present but that the Chair would need to see the candidate separately before any decision could be reached.

## 10.2 Decision

The Committee **noted** the progress made in recruiting a new non-executive board member and **considered** options to co-opt one or more of the applicants.

The Committee **agreed to delegate** authority to the Chair of the Committee to make recommendations for appointment to the Board, based on the views of the appointment panel and Committee members.

## 11. Review of Membership and Tenure

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Paper Number: NRC7-C

### 11.1 Discussion

The Secretary to the Board provided an overview of the paper which considered board members terms of office, the Board's gender balance and overall committee membership.

The Committee discussed the aspiration to reflect other consider other protected characteristics in board succession planning in addition to gender.

### 11.2 Decision

The Committee **noted** the contents of the report.

It was **agreed** that the Chair of the Board should write to members regarding their intentions in relation to seeking a second term of appointment or re-appointment to the Board. The the GCRB Board Secretary should then provide a fuller update on this matter at the next meeting of the committee.

It was **agreed** that the current Committee structure was fit for purpose and following the conclusion of the current recruitment process, recommendations for new members or co-optees should be considered.

## 12. Long Term Agenda 2017-18

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Paper Number: NRC7-C

### 12.1 Decision

It was agreed to add succession planning and diversity action plan to the long term agenda.

## 13. Date of Next Meeting

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Paper Number: NRC7-C

### 13.1 Decision

It was agreed that an additional meeting of the Committee would be held in August 2017.