

Minute of the Nominations and Remuneration Committee held on Thursday 28 May 2020

Present	
Jackie Russell (Committee Chair)	Clare Ireland
Lesley Garrick	Janie McCusker
In Attendance	
Martin Boyle (Executive Director)	
Penny Davis (Board Secretary)	Wendy Odedina (Executive Assistant)
Apologies	
Michael Cullen	Karen Konkon

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

Apologies were received for Karen Konkon.

Michael Cullen was not present at the meeting.

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.

Wendy Odedina declared an interest on item 6 and Penny Davis declared an interest in item 7. The Chair noted that as discussions would focus on process then neither would be required to leave the meeting for these items.

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:

- Committee Chairs Meeting with Board Chair;
- GCRB Board Meeting;
- Assigned College Chair Appointment Extension Panel Meeting.

5. Minute of the Committee Meeting held on 12 March 2020

Paper Number: NRC4-A

5.1 Decision

The minute of the meeting on 12 March 2020 was **agreed** as an accurate record subject to an addition to item 13, to include that the decision on this matter should also reflect the Committee's decision to authorise payment to the Board Secretary for additional hours worked between October 2019 - April 2020.

With regard to matters arising from the minute, the Chair noted that the extension of three Non-Executive Board Members' appointment to the City of Glasgow Board for a second term of four years, to 2024, as per the report to the previous meeting, had been approved by correspondence, authority having been delegated by the Board to give final approval subject to receipt of required information.

She also noted that the Executive Director has agreed to prepare a paper on the NRPA for the next meeting of the Committee, subject to discussion with staff.

6. Executive Director's Report on GCRB Staff Salary Review

Paper Number: NRC4-B

6.1 Discussion

The Executive Director presented the paper noting that the details contained within had been reported to the last full board meeting through his report on use of delegated authority.

He explained that the paper was submitted to the Committee at this stage as formal confirmation of the matter, as per the Committee's overall responsibility in this area specified in its terms of reference.

6.2 Decision

The committee **noted** the report in line with its remit to receive reports on pay awards across the organisation.

7. Board Secretary Annual Salary Review

Paper Number: Verbal

7.1 Discussion

The Chair explained that as the Board Secretary is appointed by and reports to the Board, it reverts to the Board, via the Nominations and Remuneration Committee, to consider the annual salary review for this post.

7.2 Decision

The Committee **agreed** to follow whatever policy is agreed for GCRB staff and to align the timescales moving forward.

8. Update on Extension of Assigned College Chair Appointments

Paper Number: Verbal

8.1 Discussion

The Chair of the Board presented a verbal report on this matter in her capacity as Chair of the Panel appointed to oversee the appointment process.

She noted that she and the Committee Chair, along with the Senior Independent Member from City of Glasgow College had met and considered a comprehensive report from the College recommending re-appointment of their Chair. She noted that the Panel had approved this re-appointment for a term of 4 years.

She further noted that she and the Committee Chair were scheduled to meet with the Senior Independent Member from Glasgow Clyde College in order to consider the extension of their Chair and she would inform the Committee of this outcome in due course.

8.2 Decision

The Committee **noted** the verbal update report.

9. Glasgow Clyde College Board Member Extension of Appointments

Paper Number: NRC4-C

9.1 Discussion

The Board Secretary presented the report noting that, in her opinion, the College had followed due process and satisfied the requirements of the Appointments guidance, including gender balance and staggered appointments.

9.2 Decision

The Committee **agreed** to recommend to the Board the extension of non-executive appointments from 1 August 2020 as follows:

- Sandra Heidinger (4 years)
- David Watt (4 years)
- Gordon McGuinness (3 years)

10. Glasgow Kelvin College – Board Member Appointments

Paper Number: Verbal

10.1 Discussion

The Board Secretary provided a verbal report to the Committee outlining that Glasgow Kelvin College had launched a board member recruitment process, however a delay in timings due to the current circumstances around coronavirus has meant that the process has not been completed in time for consideration by the Committee at this meeting.

She explained that the College hope to conclude the process in time for the full Board meeting and therefore a decision by correspondence will be required from the Committee in advance of this.

10.2 Decision

The Committee **agreed** to consider the matter via correspondence in order for an appointment recommendation to be made to the full GCRB board meeting on 15 June 2020.

11. GCRB Student Board Appointments

Paper Number: Verbal

11.1 Discussion

The Board Secretary provided a verbal report on the process to appoint student board members to the GCRB board. She explained that NUS support the election process and that GCRB oversee to ensure it is compliant with the Board's arrangements.

She noted that only one of the three Glasgow Colleges has completed their Student President election thus far and therefore it is likely that there will be a delay in the GCRB appointments.

The Board Secretary confirmed that she will continue to liaise with NUS and the Students Associations on this matter and keep the Committee informed as appropriate.

11.2 Decision

The Committee **noted** the verbal report.

12. Update on External Governance Developments

Paper Number: NRC4-D

12.1 Discussion

The Board Secretary presented the paper providing an update on external governance developments expected from the Scottish Government and other external bodies.

She explained that some matters have been put on hold or delayed due to current circumstances however she expects some further information to be available in mid-June.

She noted that when the revised Code of Conduct for Board Members is available, planning for the development activity agreed by the Board on this matter will follow.

With regard to the Committee's role on board appointments, she noted that the Government has agreed that due to the current circumstances, board appointments can be extended temporarily until a recruitment process is able to take place. She recommended to the Committee that it mirrors this process at a regional level for the assigned colleges.

12.2 Decision

The Committee **noted** the report and **agreed** to recommend to the Board that it mirrors the Scottish Government/Public Appointments approach with regard to Assigned College Non-Executive Board Member Appointments.

13. Board Development Action Plan 2020-21

Paper Number: NRC4-E

13.1 Discussion

The Board Secretary provided an overview of the action plan to support the Board's agreed Development Plan for 2020-21 noting that much of the activity will now be delivered virtually.

The Committee Chair asked members to feed in any ideas or suggestions for development that they may have been involved in.

The Committee discussed the need to capture development that Board members undertake individually. The Board Secretary noted that this is part of the annual performance appraisal process however she committed to considering other methods to capture this more proactively.

The Committee also discussed the wider need to address inequalities that have arisen as a result of the current pandemic. The Executive Director agreed to take this matter into account in through his role in curriculum planning for the region.

13.1 Decision

The Committee **approved** the Board Development Action Plan for 2020-21.

14. Climate Change Post: Priorities and Timing

Paper Number: NRC4-F

14.1 Discussion

The Executive Director provided an overview of the paper further to discussions at the full Board meeting in April on this post. He proposed a pause in recruitment for 6 months, a review at the end of the six month period, and seeking delegated authority for the Committee to progress the appointment thereafter.

The Committee discussed the matter thoroughly including the appropriate length of the delay period and the remit and reporting lines of the post. The Committee considered that it was essential for GCRB to be able to deal with competing priorities and noted that there are direct implications from the current covid crisis that would impact upon this area and would benefit from expertise in this field.

14.2 Decision

The Committee **agreed**:

- The delay period should be three months, rather than six months;
- The remit of the post should be reviewed to include delivery of and links to the curriculum;
- The reporting line of the post should be directly to the GCRB Executive Director.

The Committee **requested** the Board Secretary and Executive Director determine if the above decisions require Board approval. If this is deemed necessary, they should be presented as recommendations to the Board at its next meeting.

15. Long Term Agenda

Paper Number: NRC4-G

15.1 Decision

It was agreed to add an update on the Climate Change Post to the September meeting of the committee and that annual salary award for gcrb staff should take place in September in line with the sector.

The Committee also agreed that it should reflect on future planning in its September meeting to take account of matters arising from current changing circumstances. It was noted that other Committees of the Board may also benefit from a similar review session in line with their respective remits.

16. Review of Disclosable Status

16.1 Decision

The Board Secretary confirmed the following papers as non-disclosable:

- NRC4-A Minutes of Previous Meeting
- NRC4-C Glasgow Clyde College Appointment Extensions

17. Date of Next Meeting

17.1 Decision

The date of the next meeting was **agreed** as Thursday 24 September 2020.