

Draft Minute of the Nominations and Remuneration Committee held on Friday 13 October 2017

Present	
Jackie Russell (Chair)	Grahame Smith (Interim Chair)
Lesley Garrick	
In Attendance	
Robin Ashton (Executive Director)	Wendy Odedina (Executive Assistant)
Jim Godfrey (Interim Finance and Resources Director)	
Apologies	
Karolina Gasiorowska	

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Committee Chair welcomed members to the meeting.

2. Apologies

Paper Number: Verbal

2.1 Decision

Apologies were noted for Karolina Gasiorowska and Penny David, Board Secretary.

The Chair noted that Clare Ireland had resigned from this Committee however remains a member of the full Board.

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 Interim Finance and Resources Director declared an interest in item 6.

The Executive Assistant declared an interest in item 9.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

The Chair noted that she had been involved in dialogue with the Interim Chair of the Board on a number of matters since the last Committee meeting including the Board's decision on staff restructuring; Clare Ireland's resignation from the Committee and correspondence received from the Chair of City of Glasgow College.

The Chair noted with regret the resignation from Clare Ireland, noted that this left the Committee without staff representation and noted her personal thanks to Clare for her contribution to the work of the Committee.

The Interim Chair of the Board noted his thanks to the Committee Chair for her support on these items.

5. Minute of the Committee Meeting held on 22 August 2017

Paper Number: NRC1-A

5.1 Decision

The minute of the meeting on 22 August 2017 was **agreed** as an accurate record.

It was noted that written comments had been received from Clare Ireland and the minute had been amended to reflect these.

With regard to matters arising, and further to the conclusion of the process on the revised GCRB staffing structure in relation to the terms and conditions of the Executive Director, the Chair noted that a formal secondment agreement requires to be concluded for the Executive Director. She explained that the Committee considered a version of this previously however it was not finalised due to the ongoing discussion on the staffing structure.

As there is to be no change to the terms and conditions of the Executive Director, it was **agreed** that **delegated authority** should be given to the Interim Chair and N&R Committee Chair to agree the final secondment agreement for the Executive Director with Glasgow Kelvin College.

6. Committee Terms of Reference

Paper Number: NRC2-B

6.1 Discussion

The Executive Director presented an overview of the paper which outlined the changes to the Committee's terms of reference further to decisions taken at Board level.

The Executive Director noted that the GCRB Executive are due to undertake a review of GCRB's wider scheme of delegation and there may be further amendments to the terms of reference arising from this review.

6.2 Decision

The Committee **considered** the terms of reference and **agreed** that they reflect the necessary changes as approved by the Board.

The Committee **requested** that within the review of GCRB's scheme of delegation, the GCRB Executive consider how the panel set up to consider assigned college Principals terms and conditions fits into GCRB's overall governance structure.

7. Recruitment of Finance and Resources Director

Paper Number: NRC2-C

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

7.1 Discussion

The Executive Director presented the paper noting the revised proposal on the remuneration level for the Finance and Resources Director role.

He noted the intention to keep recruitment costs as low as possible.

7.2 Decision

The Committee **agreed to recommend** to the Board that the salary level previously agreed by the Board for a Finance and Resources Director is reduced to maintain an appropriate differential to the Executive Director position.

The Committee **agreed to recommend** to the Board that the Executive Director is given delegated authority to progress the recruitment of a permanent Finance and Resources Director so that it can be completed prior to the end of the calendar year.

8. Employer Duties

Paper Number: NRC2-D

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

8.1 Discussion

The Interim Finance and Resources Director presented the report outlining the duties that fall upon GCRB as an employer under the broad headings of health and safety, duty of care and legal duties.

He noted that GCRB is complying with a number of these duties already and that a plan will be developed to ensure compliance with any outstanding areas.

The Committee asked if GCRB is a living wage employer to which the Executive Director explained that a commitment, for the region, has been made to this within the regional strategy.

8.2 Decision

The Committee **noted** the report and **requested** that the GCRB Executive provides an update to the next meeting of the committee.

The Committee **requested** that a note be circulated to members to confirm the current arrangements and identify any additional action required to ensure GCRB is fulfilling its duties as an employer.

The Committee **requested** that a note be circulated to members on the steps required for GCRB to receive accreditation as a living wage employer.

9. Strathclyde Pension Fund – Admission Agreement

Paper Number: NRC2-E

The Executive Assistant declared an interest in the item however it was agreed that she did not require to leave the meeting for this item.

9.1 Discussion

The Interim Finance and Resources Director provided an overview of the report noting arrangements for GCRB to become a member of Strathclyde Pension Fund.

He noted that legal advice had been taken on this matter and the guarantee letter from the Scottish Government had now been received.

9.2 Decision

The Committee **agreed** to **recommend** to the Board that the Executive Director is given the delegated authority to sign the admission agreement on behalf of GCRB.

It was **agreed** to circulate the letter of guarantee from the Scottish Government to members in advance of the Board meeting.

10. Self-Evaluation 2016-17 and External Validation

Paper Number: NRC2-F

10.1 Discussion

The Executive Director presented the paper outlining the timescales and proposed scope of the external review.

He noted the recommendation to engage Henderson Loggie, GCRB's internal auditor, to undertake the review.

The Committee discussed in detail the merits of GCRB's internal auditor carrying out the review compared to another external reviewer and it was agreed that this was a pragmatic choice.

The Committee also confirmed with the Interim Finance and Resources Director that there was sufficient budget allowance for this work.

10.2 Decision

The Committee **approved** the approach to undertaking an externally validated effectiveness review.

11. Student Elections to GCRB

Paper Number: NRC1-G

11.1 Discussion

The Executive Director provided an overview of the paper noting the revised arrangements that have been agreed to ensure that GCRB has student board members during the summer months.

11.2 Decision

The Committee **noted** the proposed arrangements.

12. Board Member Succession Planning

Paper Number: NRC2-H

12.1 Discussion

The Executive Director provided a summary of the paper noting that a number of board members' tenure is due to come to an end in 2018.

He noted the diversity plan that has been drafted with regards to succession planning for future board recruitment.

He noted that a report will be provided to the next meeting of the Committee where members will be asked to consider the skills mix of the current board membership and identify any gaps. The report will also outline the arrangements for the Second Terms Committee to consider board member extensions as appropriate.

12.2 Decision

The Committee **approved** the draft diversity succession planning action plan for recruitment of new GCRB members.

The Committee **noted** that a report will be provided to their next meeting on skills gaps, board member recruitment and board member extensions.

13. Board Member Appointment – Glasgow Kelvin College

Paper Number: NRC2-I

13.1 Discussion

The Committee considered the report from Glasgow Kelvin College Board Secretary recommending appointment of a new member to their Board of Management.

The Executive Director identified that the report provides assurance that the process been conducted in line with Scottish Government guidance on the appointment of college board members.

The Committee clarified that the proposed appointee meets the specific skills gap identified.

13.2 Decision

The Committee **agreed** to **recommend** to the Board the proposed recommendation that Laura Birch is appointed to the Board of Management of Glasgow Kelvin College for a term of 4 years.

14. GCRB and Protection of Vulnerable Groups Legislation

Paper Number: NRC2-J

14.1 Discussion

The Executive Director provided an overview of the paper noting that GCRB board members are not required by law to complete a PVG check however college board members are.

The Committee discussed the merits of GCRB following practise within the sector on PVG, noting that this may be requested of its members however not required.

It was noted that GCRB staff are required to be PVG checked.

14.2 Decision

The Committee **agreed** in principle that GCRB should conduct voluntary PVG checks for its board members and **requested** that the GCRB Executive liaise with Disclosure Scotland on the arrangements and practicalities around this.

15. Board Development Action Plan – Review of Progress

Paper Number: NRC2-H

15.1 Discussion

The Executive Director presented the paper setting out progress against the actions within the Board's development plan noting that good progress has been made.

The Committee noted that it would be useful to ask board members to inform the Board Secretary of any training that they may have undertaken through their substantive roles that may be relevant to their role as a board member in order that this can be recorded.

15.2 Decision

The Committee **noted** the report.

16. Long Term Agenda 2017-18

Paper Number: NRC2-K

16.1 Discussion

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

17. Date of Next Meeting

17.1 The date of the next meeting was **agreed** as Thursday 30 November 2017.

Briefing Note for Nominations and Remuneration Committee

Employers Duties Update

1. Report Purpose

- 1.1. This paper provides an update of the duties of an employer, the arrangements in place and further actions taken to comply.

2. Recommendations

- 2.1. The Committee is invited to **note** the arrangements in place in respect of the duties of an employer and the further actions proposed.

3. Report

- 3.1. As an employer, GCRB has specific responsibilities to its employees as defined by legislation and common law. A report was provided to the last meeting of this committee and the key duties and responsibilities of the Board are reproduced as an annex to this report. At this meeting, it was agreed that there should be an initial assessment of steps taken to comply with these duties and responsibilities and this is provided below. The assessment provided in this report is an overview of a very broad topic.

4. Health and Safety

- 4.1. This is wide-ranging issue and the review outlined here is a brief summary of what might be considered the key issues.
- 4.2. The first point to consider is that there is limited documentation, within GCRB, in respect of Health and Safety. It is important that the administrative burden is commensurate with the scale of the organisation, however, there are certain key documents that an employer should have in place. As a first step, GCRB should create its own Health and Safety Policy in accordance with the Health and Safety at Work Act.
- 4.3. Following the establishment of this policy, GCRB should consider the key risks that it faces and the mitigating actions that are in place.
- 4.4. For example, one of the key issues that affects the health and safety of people within GCRB are the facilities occupied, and resources used. In respect of the facilities, GCRB places reliance upon the safety management systems of City of Glasgow College for the safety of the (GCRB) occupants of the main office location. This includes risk assessments of the premises, fire safety, first aid and building security and GCRB will place reliance upon the arrangements of the College. The arrangements put in place by the College will reduce the risks for GCRB staff and visitors.

4.5. Within the workplace, there are other aspects of health and safety over which GCRB has direct control. For example, the workstations, and equipment, used. Given that people in GCRB will spend a large amount of time at a workstation it is appropriate to undertake specific risk assessments for these activities. This includes people who work in the office for the majority of the week and those who attend on an occasional basis (e.g. Regional Leads). The Health and Safety Executive provide a checklist to enable this assessment to be undertaken. Based upon this assessment it might be appropriate to make adjustments, and modifications, to the workplace.

4.6. Actions

Action	Person Responsible	Implementation Date
Produce a draft Health and Safety Policy for consideration by GCRB.	Interim Finance and Resources Director	18 December 2017
Undertake assessments of workstations/use of display screen equipment.	Interim Finance and Resources Director	18 December 2017

5. Duty of Care

5.1. The employer has a duty of care for its employees. Again this is a very wide-ranging topic but, as a starting point, an employer may put in place positive initiatives that are designed to improve workplace wellness. Within Scotland, the Healthy Working Lives Programme is designed to “help employers create a safer, healthier and more motivated workforce”. Such initiatives can help to:

- Increase productivity and motivation,
- Bring teams together and build morale,
- Decrease work related stress.

5.2. Creating a positive working environment is conducive to creating a healthy team. However, this may not address some of the other duties for example, how does the employer know if an employee is subject to bullying or harassment? How does an employer become aware that the demands being placed upon an employee are so onerous that they are required to work excessive hours?

5.3. Providing an opportunity for regular dialogue, for example, through review meetings may provide a forum for discussion. There may also be opportunities for GCRB to develop specific policies/procedures or gain access to services available within a College. For example, a policy may be supported by access to information, or a helpline, to enable an employee to address an issue.

5.4. GCRB is the employer but the other issue to consider who, within GCRB, is responsible for this. For example, the Chair of GCRB, and the Nominations and Remuneration Committee, will have responsibilities as the ‘manager’ of the Executive Director.

Responsibility for ensuring that the GCRB fulfils its Duty of Care is likely to be shared across different people within the organisation.

5.5.

Proposed Action	Person Responsible	Implementation Date
Arrange a workplace visit and report from Healthy Working Lives Adviser.	Interim Finance and Resources Director	31 December 2017
Discuss support arrangements with Glasgow Clyde College to consider how GCRB may access a wider range of support services and workplace initiatives.	Interim Finance and Resources Director	31 December 2017

6. Legal Duties

6.1. The majority of the Legal Duties relate to the employment of staff. Glasgow Clyde College already provides support to GCRB in respect of recruitment, personnel and payroll services. Generally, this works well, for example, if GCRB makes a specific request for support or advice. It also operates effectively in the area of payroll whereby changes made on behalf of all employees, e.g. rates of taxation, are applied to all employees including GCRB.

6.2. However, there have been some legal obligations that have fallen between different parties. Examples included the pension arrangements for the Executive Assistant and service agreement/contract for the Executive Director.

6.3.

Action	Person Responsible	Implementation Date
Introduce regular review meetings with the HR team of Glasgow Clyde College to develop, and manage, the service provision.	Interim Finance and Resources Director	31 December 2017

7. Summary

7.1. This topic is wide-ranging and this report has given an indication of some development actions. It may be appropriate that a more in-depth review is undertaken in 2018. Such a review could be as part of the work of the internal auditor or by an independent adviser.

8. Risk Analysis

8.1. The identification of these duties, and development of actions, mitigates the risks posed. As such, this report contributes to the reduction of the following risks:

- a breach of legislation/guidance/code of practice and this results in a failure of governance; and
- standards of governance fall below the level required.

9. Legal Implications

9.1. Many of the employer duties are enshrined in statute and legally enforceable. As such, there are specific penalties associated with non-compliance, e.g. the 2016 Health and Safety Sentencing Guidelines. Others duties are embedded in common law, e.g. Duty of Care, and an employer may be sued for damages through a civil action in the event of a breach.

10. Financial Implications

10.1. There are no direct financial implications associated with this report. However, there may be resource implications associated with the actions necessary to ensure full compliance with the duties outlined.

11. Strategic Plan Implications

11.1. Through the conditions of grant associated with the Regional Outcome Agreement, GCRB is required to conduct its affairs in accordance with the expected standards of good governance, which include establishing appropriate arrangements in relation to the duties of an employer.

Employer Duties

1. Health and Safety¹

- 1.1. Under the law, employers are responsible for health and safety management. The following provides a broad outline of how the law applies to employers.
- 1.2. It is an employer's duty to protect the health, safety and welfare of their employees and other people who might be affected by their business. Employers must do whatever is reasonably practicable to achieve this.
- 1.3. This means making sure that workers, and others, are protected from anything that may cause harm, effectively controlling any risks to injury or health that could arise in the workplace.
- 1.4. Employers have duties under health and safety law to assess risks in the workplace. Risk assessments should be carried out that address all risks that might cause harm in your workplace.
- 1.5. Employers must give workers information about the risks in the workplace and how they are protected, also instruct and train them on how to deal with the risks.
- 1.6. Employers must consult employees on health and safety issues. Consultation must be either direct or through a safety representative that is either elected by the workforce or appointed by a trade union.

2. Duty of Care²

- 2.1. Employers have a duty of care to their employees, which means that they should take all steps which are reasonably possible to ensure their health, safety and wellbeing. Demonstrating concern for the physical and mental health of employees shouldn't just be seen as a legal duty. It can be a key factor in building trust and reinforcing your commitment to your employees, and can help improve staff retention, boost productivity and pave the way for greater employee engagement.
- 2.2. Legally, employers must abide by relevant health & safety and employment law, as well as the common law duty of care. They also have a moral and ethical duty not to cause, or fail to prevent, physical or psychological injury, and must fulfil their responsibilities with regard to personal injury and negligence claims.
- 2.3. Requirements under an employer's duty of care are wide-ranging and may manifest themselves in many different ways, such as:
 - Clearly defining jobs and undertaking risk assessments;
 - Ensuring a safe work environment;
 - Providing adequate training and feedback on performance;

¹ Extracted from Health and Safety Executive, Employer's Responsibilities
<http://www.hse.gov.uk/workers/employers.htm>

² Extract from ACAS, Defining an employer's duty of care. <http://www.acas.org.uk/index.aspx?articleid=3751>

- Ensuring that staff do not work excessive hours;
 - Providing areas for rest and relaxation;
 - Protecting staff from bullying or harassment, either from colleagues or third parties;
 - Protecting staff from discrimination;
 - Providing communication channels for employees to raise concerns; and
 - Consulting employees on issues which concern them.
- 2.4.** An employer can be deemed to have breached their duty of care by failing to do everything that was reasonable in the circumstances to keep the employee safe from harm. Employees also have responsibilities for their health and wellbeing at work - for example, they are entitled by law to refuse to undertake work that isn't safe without fear of disciplinary action.

3. Legal Duties³

3.1. An employer owes their employee the following duties, which can be implied by the law or may be found in the employment contract.

- Fair recruitment practice.
- Give an employee a “statement” of employment (usually in the form of a contract), within two months of the employee starting work.
- Give employees correct information about rights under their contract.
- Abide by express and implied contractual terms.
- Informing, and consulting, when changes are made.
- Terminating a contract fairly.
- Duty to pay the employee the agreed amount if the employee arrives for work and can work.
- Provide the employee with work to do.
- Observe Health & Safety Regulations.
- Comply with the Working Time Regulations and Holiday entitlements.
- Adhere to the Minimum Wage.
- Treat employees fairly which prevents claims for discrimination.
- Consider requests for flexible working.

³ From Compact Law, What obligations/duties does the employer owe to the employee? <https://www.compactlaw.co.uk/free-legal-information/employment-law/employer-obligations-to-employee.html> & Ensuring you fulfil your legal duties as an employer by MS Solicitors <http://www.ms-solicitors.co.uk/employer/employer-responsibilities/>

- Grant maternity leave, paternity leave and parental leave and allow staff to return to the same job.
- Provide a workplace pension scheme to staff and contribute towards it.
- Give employees reasonable opportunity to have their complaints looked at.
- There is no duty to provide references to an employee, (except where the reference is required by the Financial Conduct Authority). However, if a reference is provided by the employer, the employer owes a duty to the employee to make sure the reference is completed with reasonable skill and care and is true, accurate and fair. The employer also owes a duty to the receiver of the reference not to make any negligent statements about the employee.

3.2. The employer and employee also owe each other a duty of 'Mutual Trust & Confidence', basically they must show respect for the rights of each other. Examples of breaches:

- Harassing or victimising employees, particularly in front of other employees who are less senior than the victim;
- Physical violence by the employer or employee;
- Theft by employee;
- There is no duty to pay Contractual Sick Pay;
- There is an obligation on an employer to pay statutory sick pay for the first 28 weeks an employee is absent due to sickness in any period of 3 years; and
- Employees entitled to at least four weeks holiday in any one year period.

Briefing Note for Nominations and Remuneration Committee

Update on GCRB Process to achieve Scottish Living Wage Accreditation

GCRB has committed to becoming a Scottish Living Wage Accredited employer.

Accreditation involves agreeing an online licence. This does not require oversight of payroll or accounts.

To comply with the scheme, GCRB need to pay directly employed staff over the age of 18 the real Living Wage, as well as paying it to subcontracted workers, such as cleaners, who are regularly on site 2 hours a day over an 8 week period.

For GCRB this applies only to its directly employed, consultants, or seconded staff (total 3.4 FTE). All such staff are paid more than the Living Wage.

After accreditation, GCRB will be awarded the Living Wage employer mark and be fully licensed to use the employer mark to promote your accreditation.

The Scottish Living Wage initiative will publicise GCRB details on its website next to other accredited employers. It will also promote our accreditation on social media and GCRB will be invited to Living Wage Week events during Living Wage Week in November each year.

The cost for GCRB to become accredited is £60 + VAT.

GCRB plan to complete the application by end of December 2017.