

**Draft Minute of the Nominations and Remuneration Committee held on Thursday 13
December 2018**

Present	
Jackie Russell (Committee Chair)	Janie McCusker
Lesley Garrick	
In Attendance	
Robin Ashton (Executive Director)	
Penny Davis (Board Secretary)	Wendy Odedina (Executive Assistant)
Apologies	
Michael Cullen	Karolina Gasiorowska
Clare Ireland	

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed members to the meeting. The Chair noted that Clare Ireland has re-joined the Committee however was unable to attend this meeting.

2. Apologies

Paper Number: Verbal

2.1 Decision

Apologies were received from Michael Cullen, Karolina Gasiorowska and Clare Ireland.

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 Board Secretary declared an interest in item 6 and it was agreed she would leave the meeting for this item. The Executive Director declared an interest in item 7 and it was agreed he would leave the meeting for this item.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

No matters to note.

5. Minute of the Committee Meeting held on 4 October 2018

Paper Number: NRC2-A

5.1 Decision

The minute of the meeting on 4 October was agreed as an accurate record.

The Executive Director noted by way of a progress update, that the College Voluntary Severance Applications approved by the Committee were submitted to SFC, and approved by SFC.

6. GCRB Contractors Update

Paper Number: NRC2-B

6.1 Discussion

The Board Secretary temporarily left the meeting at this point.

The Executive Director provided an update to the Committee further to the Board decision to proceed with the recruitment of two permanent part time posts for GCRB outlining the proposed appointment processes and associated timescales.

He noted that he has begun to review GCRB's practices with regard to building a positive staff culture and supportive working environment (e.g. CPD arrangements) to ensure they are fit for purpose.

The Executive Director also provided the Committee with an update regarding HMRC compliance noting that he would communicate the outcome of this matter in due course.

6.2 Decision

The Committee **noted** the report.

The Committee **requested** that the Executive Director write formally to City of Glasgow College regarding processes for the handling of GCRB information.

The Board Secretary re-joined the meeting at this point.

7. Executive Director Annual Performance Appraisal

Paper Number: NRC2-C

7.1 Discussion

The Executive Director temporarily left the meeting at this point

The Chair of the Board presented the paper noting that she had met with the Executive Director on 4 December to conduct his performance appraisal.

7.2 Decision

The Committee:

- **discussed** the annual performance review of the GCRB Executive Director for 2017/18 undertaken by the GCRB Chair; and
- **agreed** the performance objectives of GCRB Executive Director for 2018/19 further to minor amendments which the Chair agreed to incorporate.

The Executive Director re-joined the meeting at this point.

8. Review of Approach to Board Members Skills Assessment

Paper Number: NRC2-D

8.1 Discussion

The Board Secretary presented an overview of the paper following feedback at the last meeting of the Committee regarding the Board's approach to members' skills assessment.

She noted that this paper aims to combine professional technical experience along with softer skills and diverse life experience.

8.2 Decision

The Committee **agreed** that skills should be grouped into categories and then translated into a skills matrix. It was **agreed** that matrix could be shared with members via email for any further comment.

9. Development Action Plan – Review of Progress

Paper Number: NRC2-E

9.1 Discussion

The Board Secretary provided a progress update against the Board's development plan, noting good progress to date.

She noted the position with regard to the implementation of an online system for board papers.

9.2 Decision

The Committee **noted** the report.

10. Nominations and Remuneration Committee Annual Report

Paper Number: NRC2-F

10.1 Discussion

The Board Secretary provided an overview of the Committee Annual Report noting key decisions taken during the past year and priorities moving forward.

The Committee Chair wished to put on record her thanks to members for their work over the year which she noted had covered a number of significant matters.

The Committee discussed some additional items which they wished to include in future priorities.

10.2 Decision

The Committee

- **agreed** the content of the summary report on its activity during the past year;
- **agreed** its priorities for the coming year, subject to the suggested additions;
- **agreed to report** to the next meeting of the Board on activity during the past year and priorities for the year ahead.

11. Annual Review of Committee Effectiveness

Paper Number: NRC2-G

11.1 Discussion

The Committee Chair temporarily left the meeting at this point.

The remaining board members discussed the performance of the Committee Chair.

11.2 Decision

The Committee Chair re-joined the meeting at this point.

Lesley Garrick on behalf of the Committee provided immediate verbal feedback on the performance of the Committee Chair. It was **noted** that feedback would also be incorporated into the individual evaluations undertaken by the Chair of the Board.

12. Review of Committee Terms of Reference

Paper Number: NRC2-H

12.1 Discussion

The Board Secretary presented the Committee terms of reference for review as part of the annual Committee review process.

She noted that these had been recently amended in-year and asked members to consider if they felt any further amendments or additions were required.

12.2 Decision

The Committee consider its terms of reference and **agreed** to include some wording regarding GCRB's commitment to promote a positive staff culture and to be a responsible employer.

The also **agreed** to include that the Committee should be consulted with regard to significant staff changes.

It was **agreed** that the Board Secretary should include these amendments and the terms of reference should then be recommended to the Board for approval.

13. Long Term Agenda

Paper Number: NRC2-I

13.1 Decision

The Committee **agreed** that an additional meeting will be convened in January in order to consider the recruitment of a new Principal for Glasgow Kelvin College.

It was **agreed** to add the following items to the long term agenda:

- March – Good Governance Consultation Outcome
- May – GCRB Staffing Update.

14. Date of Next Meeting

14.1 Decision

The Committee **agreed** to an exceptional one item agenda meeting on Wednesday 16 January at 4pm.

The next full meeting of the Committee will take place on Thursday 7 March 2019.