

**Draft Minute of the Nominations and Remuneration Committee held on Thursday 12
December 2019**

Present	
Jackie Russell (Committee Chair)	Clare Ireland
Lesley Garrick	Janie McCusker
In Attendance	
Jim Godfrey (Interim Executive Director)	Penny Davis (Board Secretary) Natalie Webster (Executive Assistant)
Apologies	
Michael Cullen	

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed Members to the meeting.

2. Apologies

Paper Number: Verbal

Apologies were noted for Michael Cullen.

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.

3.2 Decision

The Chair declared an interest with regard to the Annual Review of Committee Effectiveness and left the meeting at that point.

4. Chair's Business

Paper Number: Verbal

4.1 Discussion

The Chair reported her attendance at the board meeting on 28 October 2019, her involvement in the interviews for a new Executive Director and her attendance at the BoardEffect training in November.

5. Minute of the Committee Meeting held on 10 October 2019

Paper Number: NRC2-A

5.1 Decision

The minutes of the meeting on 10 October 2019 were **agreed** as an accurate record.

6. Executive Director Recruitment – Verbal update

Paper Number: Verbal

6.1 Discussion

The GCRB Chair provided an update on the recruitment and confirmed that Martin Boyle had been informed of his success and had accepted the position. His agreed start date will be 2 March 2020.

7. Progress with SG Governance Plans – Verbal update

Paper Number: Verbal

7.1 Discussion

The Board Secretary gave a verbal update on the progress of Scottish Government Governance plans. The introduction of Trade Union members on Boards was discussed with respect to TU offices collaborating regionally next year to elect two people to become members of GCRB.

8. Development Action Plan – Review of Progress

Paper Number: NRC2-B

8.1 Discussion

The Board Secretary presented this paper. Some actions were highlighted including: BoardEffects now being operational; the initial meeting of the Board Advisory Group; the organisations of a Standards Commission workshop on the code of conduct to be undertaken in January and; the possible skills alignment presentation at the January Board.

Other possible regional events for the coming year were discussed by members.

The Committee also discussed the possibility of Board Members visiting the 3 Colleges and meeting staff, students and the executive teams.

8.2 Decision

The Committee agreed that good progress had been made and that there were many more opportunities for development in the coming year.

9. Proposed Approach to Full Board Evaluation

Paper Numbers: NRC2-C

9.1 Discussion

The Board Secretary presented the paper. The Committee had a robust discussion around the questions to be used in the assessment.

9.2 Decision

The Committee **agreed** that the assessment was appropriate but asked the Board Secretary to make a couple of minor changes to make it as clear as possible.

10. N&R Committee Annual Report

Paper Number: NRC2-D

10.1 Discussion

The Chair commenced this item highlighting that the Committee had undertaken a lot of difficult and sensitive work in the last year.

The Board Secretary then presented the paper. The Committee noted the report and agreed the content.

10.2 Decision

The Committee discussed upcoming priorities and highlighted the importance of Board Diversity, acquiring new members with finance experience and the possibility of future co-options onto Committees.

11. Annual Review of Committee Effectiveness

Paper Number: NRC2-E

11.1 Discussion

The Board Secretary presented the report. The Committee agreed that the Terms of Reference were working well but that it could be useful to look at them mapped out across the strategic priorities.

11.2 Decision

The Committee agreed to ask the Executive Director to look into how to view the Terms of Reference across the strategic priorities.

11.3 Discussion

The Committee Chair then left the meeting to allow Members to discuss her performance over the course of the year. Considerations included the Chair's skills and knowledge in areas of the Committee's remit, the support provided to Members, how effectively the Chair facilitated debate and decision-making, and reporting to Board.

11.4 Decision

Members agreed a series of key points and feedback was provided directly to the Chair on her return to the meeting.

Members noted that the Board Chair would also take account of the feedback in her one-to-one evaluation with the Committee Chair.

12. Long Term Agenda

Paper Number: NRC2-F

12.1 Discussion

The Board Secretary presented the Long Term Agenda.

12.2 Decision

The Committee agreed the Long Term Agenda.

13. Review of Disclosable Status

Paper Number: NRC2-G

13.1 Discussion

The Board Secretary reminded the Committee that the following papers were currently non-disclosable:

NRC2-A Draft Minute of the Committee Meeting 10 October 2019
NRC2-D N&R Committee Annual Report

14. Date of Next Meeting

Paper Number: Verbal

16.1 Decision

The Committee **noted** the next meeting would be held on 12 March 2020.