

**Draft Minute of the Nominations and Remuneration Committee held on Tuesday 20  
March 2018**

<b>Present</b>	
Grahame Smith	Lesley Garrick
<b>In Attendance</b>	
Robin Ashton (Executive Director)	Penny Davis (Board Secretary)
Janie McCusker (Chair of the Board)	Wendy Odedina (Executive Assistant)
<b>Apologies</b>	
Jackie Russell (Chair)	Karolina Gasiorowska

**1. Introduction and Welcome**

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Paper Number: Verbal

**1.1 Discussion**

In the absence of Jackie Russell, Grahame Smith agreed to Chair the meeting.

Grahame Smith welcomed the Chair of the Board to her first meeting of the Nominations and Remuneration Committee.

**2. Apologies**

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Paper Number: Verbal

**2.1 Decision**

Apologies were received from Jackie Russell and Karolina Gasiorowska.

**3. Declarations of Interest**

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Paper Number: Verbal

**3.1 Discussion**

The Acting 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.

#### 4. Chair's Business

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Paper Number: Verbal

##### 4.1 Decision

There was no Chair's business to note.

#### 5. Minute of the Committee Meeting held on 30 November 2017 and 18 December 2017

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Paper Number: NRC5-A and NRC5-B

##### 5.1 Decision

The minutes of the meetings on 30 November 2017 and 18 December 2017 were **agreed** as accurate records.

#### 6. GCRB Staff Annual Salary Review

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Paper Number: NRC5-C

##### 6.1 Decision

It was agreed that this item should be deferred until the next meeting of the Committee.

#### 7. City of Glasgow College Voluntary Severance Scheme Application

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Paper Number: NRC5-D

##### 7.1 Discussion

The Executive Director provided an overview of the paper explaining GCRB role's in assigned college severance scheme applications. He noted that GCRB should review the scheme against the SFC guidance on voluntary severance and whilst GCRB does have a role to approve the business case for the scheme, in terms of due process being undertaken, it does not have a role in determining the business case for the scheme.

The Committee considered the documentation provided by City of Glasgow College and discussed the associated risks.

The Committee also discussed the SFC's conditions around TUPE, noting that they did not think this condition was appropriate, however the GCRB Executive should consider measures to manage this condition.

##### 7.2 Decision

The Committee **noted** that City of Glasgow College have re-submitted a request to GCRB to approve a voluntary severance scheme. The Committee **agreed** that the terms of the scheme itself are consistent with previously approved schemes and compliant with SFC guidance.

The Committee **noted**, however, that the SFC guidance specifically requires GCRB to approve the business case for the scheme, and that in doing so it should satisfy itself that due management and governance processes has been followed. Members discussed the potential sensitivity and profile of decisions that would be made within the terms of the scheme and the associated reputational and relationship risks. Members concluded that a risk assessment would need to have been carried out as part of due business process in planning the scheme, but that no information had been provided in the documentation submitted to confirm to GCRB that this was the case.

The Committee, therefore, **requested** that further information be provided by the College to provide assurance that risks and appropriate mitigations have been considered in preparing the business case.

## 8. Election of Staff Board Members

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Paper Number: NRC5-E

### 8.1 Discussion

The Board Secretary provided an overview of the paper setting out the proposed approach for the process to elect staff board members to the GCRB Board. She noted that the proposal had been consulted upon with the college management and trade union representatives. She set out the notional timeline and costs, noting that the process is based upon that which was using in 2014 to appoint the current staff board members.

### 8.2 Decision

The Committee **considered** arrangements for the election of staff board members set out in the report and **agreed** to the recommend to the Board that Electoral Reform Services should be engaged to run the election process.

## 9. Non-Executive Appointments

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Paper Number: NRC5-F

### 9.1 Discussion

The Board Secretary provided an overview of the paper noting the process undertaken to appoint new members to the GCRB. She noted the process was conducted in line with Ministerial guidance and took into account gender balance on the board.

### 9.2 Decision

The Committee **agreed** to recommend to the Board the appointment of the three new members proposed by the appointments panel and asked the Board Secretary to include appropriate lengths of appointment based on current membership.

The Committee also **agreed** to recommend the co-option of a fourth highly-regarded candidate.

## 10. Committee Membership

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Paper Number: NRC5-G

### 10.1 Discussion

The Board Secretary presented the paper asking the Committee to consider membership of GCRB committees given the imminent departure of some members and proposed appointments of new members.

The Committee considered the skills mix of current members and the made recommendations on where they thought new members would be best placed. It was discussed that the Chair of the Board would consult with the new members when she meets with them during their induction.

It was also proposed that the Chair of the Board should become a full member of the Nominations and Remuneration Committee, given the Chair's role in nominations processes.

The Committee also discussed the need to appoint a new Senior Independent Member and Vice Chair given that Grahame Smith is due to leave the Board.

### 10.2 Decision

The Committee **agreed** that:

- Following Ministerial approval of new board appointments, the Chair of the Board should consult with new members on their appointment to GCRB's Committees, proposing that one new member will join each Committee;
- that the Chair of the Board is appointed as a member of the Nominations and Remuneration Committee;
- further consideration should be given to who should be appointed as the new Chair of the Performance and Resources Committee;
- a process should be undertaken to appoint a new Senior Independent Member; and
- the Chair of the Board will consider the appointment of a Vice Chair.

## 11. Appointment of Chair of Glasgow Kelvin College

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Paper Number: NRC5-H

### 11.1 Discussion

The Board Secretary provided an overview of the process undertaken by the Glasgow Kelvin College Appointment Panel to appoint a new Chair of the Board of Management for the college.

It was noted that the Chair of the GCRB Board and Chair of GCRB Audit Committee were both members of the appointments panel.

### 11.2 Decision

The Committee **reviewed** the report and, noting that it was content with the governance of the process, **agreed** to take forward the recommendation to the Board.

## 12. Update on Board Development Plan and External Evaluation

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Paper Number: NRC5-I

### 13.1 Discussion

The Board Secretary presented the paper reporting progress with the implementation of the Board Development Plan and the External Evaluation of GCRB.

She noted that the Externally Validated Evaluation is very positive and highlights the role of the Nominations and Remuneration Committee well. She noted that the full report will be presented to the Board at its meeting at the end of March.

### 13.2 Decision

The Committee **noted** the progress report.

## 13. Long Term Agenda 2017-18

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Paper Number: NRC5-J

### 16.1 Decision

The Committee **agreed** the long term agenda noting the deferred item from this meeting.

## 15. Date of Next Meeting

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### 17.1 Decision

The date of the next meeting was **agreed** as Thursday 31 May 2018.

The Committee **agreed** to receive the requested information from City of Glasgow College via correspondence.