

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.