

Draft Minute of the Nominations and Remuneration Committee held on Wednesday 30 March 2016

Present	
Jackie Russell (Chair)	Grahame Smith
Ian Gilmour (from 9.30)	
In Attendance	
Margaret Cook (GCRB Chair)	Sandra Hampson (Executive Assistant)
Martin Fairbairn (Interim Chief Officer)	Paul McAllister (Secretary to the GCRB Board)
Apologies	
Clare Ireland	Linda McDowall

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed:

- Ian Gilmour to his first Nominations and Remuneration Committee meeting;
- Margaret Cook, GCRB Chair as an observer; and
- Paul McAllister attending in relation to new GCRB and assigned colleges Board Member appointments.

2. Apologies

Paper Number: Verbal

2.1 Decision

Apologies were noted for Clare Ireland and Linda McDowall.

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 Chief Officer declared an interest in agenda item 8 on the basis that an existing 'chief executive' should not be involved in any aspect of the recruitment of their successor and agenda item 10 on the basis that a 'chief executive' should not be involved in the recruitment of members to the organisation's board.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

There were no matters raised under Chair's business.

5. Minute of the Committee meeting held 7 December 2015

Paper Number: NRC6-A

5.1 Decision

The minute was **agreed** as an accurate record.

6. Decisions made by correspondence

Paper Number: Verbal

6.1 Decision

The Committee **noted** the decision that had been made by correspondence since the last formal meeting of the Committee as follows:

11 January 2016 – Executive Director Recruitment

*The Committee **agreed to recommend** to the Board of GCRB the details for the recruitment of the Executive Director as set out in the annex, specifically:*

- *the process and timetable;*
- *the Role Description and Person Specification; and*
- *the remuneration.*

7. Long-term Agenda

Paper Number: NRC6-B

7.1 Discussion

The Committee **noted** the contents of the long-term agenda and that the heading of the final column in the Annex needed to be amended to read 5 December 2016. The Committee discussed adding an item to the long term agenda which would cover the Board's role in encouraging the Colleges' relationship with trade unions however it was agreed that it was not within the Committee's remit and it should therefore be presented to the Board to decide where it could be best handled.

7.2 Decision

The long-term agenda was **approved**, with the addition of an item on setting the Executive Director's objectives at the August meeting and an additional March 2017 column.

9. GCRB Establishment and Review of Remuneration Levels

Paper Number: NRC6-D

9.1 Discussion

The Committee **agreed** that the order of agenda items 8 and 9 be changed so that the Interim Chief Officer need only leave the meeting once.

The Interim Chief Officer **updated** the Committee on the establishment of GCRB, remuneration levels, pay awards, pensions and terms and conditions, noting that all aspects of GCRB employment are linked to those of Glasgow Clyde College and that both GCRB direct employees have received a backdated pay rise of 1%. The risks of a small organisation like GCRB being a member of the Strathclyde Pension Fund were explained and noted by the Committee.

8. Executive Director

Paper Number: NRC6-C

8.1 Discussion

On the basis that an existing 'chief executive' should not be involved in any aspect of the recruitment of their successor, the Interim Chief Officer declared an interest in this agenda item and left the meeting. Ian Gilmour joined the meeting.

The Chair of GCRB explained to the Committee the advertising process, selection and interviewing of candidates for the appointment of Executive Director. Twenty-six applications had been received, six candidates interviewed and one successful candidate chosen by the Appointments Panel to be considered by the Committee for recommendation to the Board. The Chair of GCRB provided the background, skills and academic details of the candidate to the Committee. Glasgow Clyde College's HR have been asked to draw up an offer of appointment and the Committee discussed and noted that a possible issue may arise with regards to transfer of pension. The Chair of the Committee would approve the detailed offer to the candidate once it was drafted.

8.2 Decision

The Committee **agreed** to **recommend** to the Board the approval of the candidate for appointment to the post of Executive Director of GCRB and the terms of that appointment. The Board would be asked to approve the candidate in writing rather than wait until the next Board meeting.

10. New Board Member Appointments – GCRB

Paper Number: NRC6-E

10.1 Discussion

On the basis that a 'chief executive' should not be involved in the recruitment of members to the organisation's board, the Interim Chief Officer remained out of the meeting for this agenda item.

The Secretary to the Board **invited** the Committee to recommend to the Board:

- the approval of candidates for appointment to the GCRB for a first appointment term ending on 31 July 2018; and
- that Maureen McKenna is invited to join the Audit Committee.

The GCRB Chair informed the Committee that with the approval of these candidates one vacancy remains and a candidate with accountancy skills will be targeted in the next round of recruitment. The Committee discussed the lack of accountancy skills currently on the Board and expressed concern at having only one Board member able to lead the Audit Committee but were content with the current gender balance.

10.2 Decision

The Committee **agreed to recommend** to the Board:

- the approval of candidates Lesley Garrick and Paul Buchanan for appointment to the GCRB for a first appointment term ending on 31 July, 2018 but that additional information on the candidates be sent to the Board.
- that Maureen McKenna is invited to join the Audit Committee.

11. New Board Member Appointments – Assigned Colleges

Paper Number: NRC6-F

11.1 Discussion

The Interim Chief Officer re-joined the meeting.

The Secretary to the Board presented this paper and **invited** the Committee to **recommend** to the Board the **approval** of candidates for appointment to the positions of Chair and ordinary members of the boards of the three assigned colleges.

The Committee discussed each assigned college's proposed candidates beginning with Glasgow Kelvin College where concerns were raised over the gender imbalance and the suggested period of appointments. At Glasgow Clyde College, the Committee noted that the one candidate interviewed for the position of Chair had been unsuccessful and therefore they have extended the Chair interviews. At City of Glasgow College, the Committee noted the staggering of terms for the candidates and discussed the approach of using Board Committee co-optees.

The Committee held a detailed discussion over concerns across the region regarding gender imbalance, diversity, staggering of term times, governance issues and the lack of candidates with accountancy skills. The Interim Chief Officer expressed his surprise over the suggested period of some appointments since planning ahead and staggering of term times had been discussed extensively prior to the recruitment launch. The Committee agreed that in future

appointments should be staggered with the intention of creating a 2 year cycle for recruitment to seek to avoid significant changes in membership of the Boards happening simultaneously. A paper on diversity in the membership of the Boards would be presented to the next meeting of the Committee.

11.2 Decision

The Committee **agreed**:

- to **recommend** their approval of the proposed candidates but the suggested periods of appointments of the ordinary members at Glasgow Kelvin College and Glasgow Clyde College need to be reviewed by the respective colleges.
- to **recommend** their approval of the candidate and term for the appointment of the Glasgow Kelvin College Chair.
- to authorise the Chair of the Committee to approve the revised terms once received from Glasgow Kelvin College and Glasgow Clyde College on its behalf.

12. Process for Appointment of GCRB Student Members

Paper Number: NRC6-G

12.1 Decision

The Committee **noted** the agreed process.

13. Staff Observer at Board Meetings

Paper Number: NRC6-H

13.1 Discussion

The Interim Chief Officer presented a proposed solution to the Committee to allow a staff observer to attend Board meetings. The possibility of undermining the legal standing of the elected staff members with this solution and the lack of a satisfactory mechanism to address all possible permutations for 'representation' was discussed. The Committee were unable to devise a mechanism which addressed all of the potential issues and therefore proposed that there be a further discussion at the next Committee meeting, when the non-teaching staff member would hopefully be present.

13.2 Decision

The Committee **agreed** that the Secretary of the Board approach the staff members of the Board to inform the preparation of a further paper for the next Committee meeting.

14. Annual Review of Committee Effectiveness

Paper Number: NRC6-H

14.1 Discussion

The Interim Chief Officer **invited** the Committee to consider the contents of this paper and to:

- assess how well it has fulfilled its terms of reference;
- identify any changes to its terms of reference it wishes to recommend to the Board; and
- identify improvements to be made to how it conducts its business.

14.2 Decision

The Committee **agreed**:

- despite the challenges over the past year, the Committee had been well-supported and functioned well.
- improvement had been made on training and development with the introduction of induction arrangements for new board members across the region.
- the possible organising of a meeting with the equivalent college committees, with a focus on diversity of board membership, would be constructive.

15. Date of Next Meeting

Paper Number: Verbal

15.1 Decision

The date of the next meeting was agreed as **Monday, 15 August 2016** at 1100hrs with the location to be confirmed at a later date.