

Draft Minute of the Nominations and Remuneration Committee held on Thursday 8 December 2022

Present	
Des McNulty (Chair)	Janie McCusker
Chris Bones	Sunita McKenna
Clare Ireland	Verity Watson
In Attendance	
Martin Boyle (Executive Director)	Jim Godfrey (Finance and Resources Director), item 6 only
Penny Davis (Board Secretary)	Jon Vincent (Principal, Glasgow Clyde College), item 6 only
Wendy Odedina (Executive Assistant)	

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed members and attendees to the meeting. He welcomed Penny Davis back as Board Secretary and wished to put on record the Committee's thanks to Marianne Philp for fulfilling this role in an interim capacity.

2. Apologies

Paper Number: Verbal

2.1 Decision

None received.

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.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

The Chair noted that he had held committee induction meetings with new members, had met with the Chair of the Board and had attended the board meeting.

5. Minute of the Committee Meeting held on 6 October 2022

Paper Number: NRC2-A

5.1 Decision

The minute of the meeting held on 6 October 2022 was **agreed** as an accurate record.

6. Glasgow Clyde College VS Scheme

Paper Number: NRC2-B

6.1 Discussion

The Executive Director provided an overview of the paper from the perspective of the GCRB Executive recommending approval of the scheme by the Committee, confirming adherence to the guidelines on this matter. He noted two specific considerations for the Committee with regard to timeframe and confirmation of legal advice having been sought. He noted that it is recognised that this scheme is being brought forward in a time of significant financial pressure (across the college sector) and confirmed that it forms part of a wider strategy that the college are undertaking to seek to address financial challenges.

The Principal of Glasgow Clyde College explained the planning and rationale behind the proposed scheme and spoke to the financial environment that colleges are operating within. He spoke to engagement with trade unions and wider actions that the college is undertaking to achieve savings where possible. He confirmed that legal advice had been taken which confirmed the scheme is in order.

For clarity, the Board Secretary confirmed the position on conflict of interest due to the staff and student member both being employed by Glasgow Clyde College.

Members discussed the pros and cons of the proposed length of the scheme, proposed headcount reduction, engagement plans with staff and trade unions, regional consistency, impact on student experience, and impact on remaining staff. In line with the remit of the committee, and its role to ensure compliance, it was agreed that the scheme should be approved on a technical basis.

The Committee discussed the use of voluntary schemes as a wider tool in financial planning, the lack of regional perspective and the impact on skills planning and student experience. It was noted that this matter is beyond the remit of the committee and the it was suggested that this matter be considered by the full board, in its consideration of strategic planning for the region.

The Principal of Glasgow Clyde College left the meeting at this stage.

6.2 Decision

The Committee:

- **Considered** and **approved** the application to GCRB for a voluntary severance scheme for Glasgow Clyde College, to July 2025, noting the receipt of satisfactory legal guidance; and
- **Requested** that the GCRB Executive Director submits this application to SFC for their approval.

It was **agreed** to recommend to the Chair of the Board, that a wider discussion take place with the full board with regard to coherence of management of provision and financial planning for the region, within which voluntary severance would be a matter of consideration.

It was **agreed** that the Executive Director should work with the Glasgow Colleges Regional Student Executive to discuss the possibility of a regional approach to student support.

The Finance and Resources Director left the meeting at this stage.

7. Board Development Plan – Review of Progress

Paper Number: NRC2-C

7.1 Discussion

The Board Secretary presented the paper highlighting some progress from the last meeting in mentoring arrangements being in place and the skills matrix being refreshed. She noted that several of the later recommendations are in tandem with the strategic review.

7.2 Decision

The Committee **noted** progress.

8. Board Performance Evaluation Requirements

Paper Number: NRC1-D

8.1 Discussion

The Board Secretary presented the paper setting out arrangements for board evaluation in line with the code of good governance. She noted that it is intended to keep the current questionnaire and revise more fully next session.

8.2 Decision

The Committee **agreed** to proceed using the current (2022) evaluation questionnaire in January 2023, with a view to a new approach being recommended to the Board later in 2023 and in place for January 2024.

9. Annual Review of Comm eff and TOR

Paper Number: NRC1-E

9.1 Discussion

The Board Secretary presented an overview of the paper noting a proposed clarification to the Terms of Reference further to discussions from an earlier committee meeting on overall pay policy.

Members who had been present for previous discussions on this matter wished to refresh their recollection and it was agreed that further clarification should be sought and any amendments taken forward to the Board, as required.

9.2 Decision

The Committee **considered** its performance and further clarification was sought on the proposed change to the Terms of Reference.

10. Annual Report

Paper Number: NRC1-F

10.1 Discussion

The Board Secretary presented the paper asking the Committee to consider their work from the past year and consider its priorities moving forward.

It was suggested that priorities should be updated for the Board to reflect discussions from this meeting, to emphasise the role of GCRB as an employer of staff, and to encourage more collaboration with assigned college boards on development activity.

10.2 Decision

The Committee:

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

Verity Watson left the meeting at this stage.

11. Update on legal and regulatory Requirements

Paper Number: Verbal

11.1 Discussion

The Board Secretary provided a verbal update on legal and regulatory developments including changes to legislation and constitutions with regard to trade union members on boards.

11.2 Decision

The Committee **noted** the verbal report.

12. Long Term Agenda

Paper Number: NRC1-H

12.1 Decision

The Committee **agreed** the long-term agenda noting that Glasgow Kelvin College are anticipated to submit a voluntary scheme in the new year.

13. Disclosable Status

Paper Number: NRC1-I

13.1 Discussion

The Board Secretary noted that item 6 on Voluntary Severance for Glasgow Clyde College is non-disclosable.

14. Next meeting

Paper Number: NRC1-J

14.1 Decision

The date of the next meeting was noted as 9 March 2023. The Chair noted that he is unavailable for the meeting and the Committee members **agreed** that the Board Chair should Chair the meeting in his absence.