

**Draft Minute of the Nominations and Remuneration Committee held on Tuesday 22 August 2017**

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

**1. Introduction and Welcome**

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Paper Number: Verbal

**1.1 Discussion**

The Committee Chair welcomed members to the first meeting of the new session and the new Interim Chair to his first meeting of the Committee in this capacity.

**2. Apologies**

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Paper Number: Verbal

**2.1 Decision**

Apologies were noted for Lesley Garrick.

The Chair noted that a process is being undertaken to appoint students members to the Board in advance of the first full board meeting on 4 September. It was requested that the Board Secretary inform the Committee of the outcome of this process in order that the Committee can advise the Board accordingly.

**3. Declarations of Interest**

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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 Executive Director declared an interest in item 6.

#### 4. Chair's Business

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Paper Number: Verbal

##### 4.1 Decision

The Chair noted that she has written to the Interim Chair of the Board outlining the terms and conditions of his appointment and that he has accepted these.

#### 5. Minute of the Committee Meeting held on 02 May 2017

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Paper Number: NRC1-A

##### 5.1 Decision

The minute of the meeting on 02 May 2017 was **agreed** as an accurate record.

The Committee also **noted** the decision by correspondence taken in relation to board appointment recommendations on 13 July 2017.

The Executive Director informed the Committee that work was underway to establish GCRB an employer and it was **agreed** that the action plan outlining GCRB's responsibilities should be reviewed at the next meeting of the Committee.

#### 6. GCRB Staff Remuneration

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Paper Number: NRC1-B

Robin Ashton declared interest in this meeting and temporarily left meeting.

The following paragraphs are withheld from publication on the GCRB website under the Freedom of Information (Scotland) Act 2002:

##### 6.1 Discussion

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

**6.2 Decision**

[Redacted]

[Redacted]

**7. GCRB Responsibilities in relation to Assigned College Principals Terms and Conditions**

Paper Number: NRC1-C

Robin Ashton re-joined the meeting at this point.

**7.1 Discussion**

The Board Secretary provided an overview of the paper which detailed GCRB’s responsibilities in the approval of terms and conditions of assigned college Principals.

She outlined the legislative background to this responsibility and the legal advice that GCRB has received in this regard.

The Interim Chair noted that he had met with the Assigned College Chairs and discussed this matter highlighting the proposed light-touch approach, the importance of transparency, and the need for GCRB to fulfil its statutory responsibilities.

**7.2 Decision**

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

- the proposed changes to its terms of reference in relation to the appointment of Assigned College Principals; and

- that a separate panel is appointed to oversee changes to Assigned College Principals' terms and conditions.

## 8. GCRB Responsibilities in relation to Assigned College Severance Arrangements

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Paper Number: NRC1-D

### 8.1 Discussion

The Board Secretary detailed GCRB's responsibilities in relation to the severance arrangements for the assigned college. She explained that the paper sets out the process for how GCRB will handle severance requests noting that it is proposed that authority to approve college severance applications is delegated to this Committee with decisions being noted to the Board.

She noted that GCRB has sought the views of the SFC with regard to the process set out in the paper and that they have confirmed that they are content with the proposed approach.

### 8.2 Decision

The Committee **agreed** to recommend to the Board the proposed changes to its terms of reference.

## 9. Ethical Standards/Scottish Government Research into Board Diversity

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Paper Number: NRC1-E

### 9.1 Discussion

The Board Secretary noted the research being undertaken by the Scottish Government and the Commissioner for Ethical Standards in relation to diversity on boards.

She requested that members send any feedback on the survey to her directly and she will formulate a response on behalf of the Chair of the Board.

### 9.2 Decision

The Committee **noted** the report and **agreed** to send any comments to the Board Secretary.

## 10. Committee Membership

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Paper Number: NRC1-F

### 10.1 Discussion

The Committee reviewed overall committee membership in light of the Interim GCRB Chair appointment and noted that the Interim GCRB Chair will require to step down from the Audit Committee as a member.

### 10.2 Decision

The Committee **agreed** that the recently appointed board member, Alastair Milloy, will become a member of the Performance and Resources Committee.

The Committee **agreed** that no further changes to committee membership are required at this stage (other than the appointment of new student members) and that the matter should be reviewed once a permanent Chair is in post.

## **11. Long Term Agenda 2017-18**

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Paper Number: NRC1-G

### **12.1 Decision**

It was agreed to add the following to the long term agenda:

- GCRB employer status action plan; and
- Board member training.

## **12. Date of Next Meeting**

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Paper Number: Verbal

### **12.1 Decision**

The date of the next meeting was agreed as Thursday 5 October 2017.