

Draft Minute of the Nominations and Remuneration Committee held on Thursday 17 March 2022

Present	
Jackie Russell (Committee Chair)	Janie McCusker
Clare Ireland	Des McNulty (item 7 onwards)
Lauren McLaren	
In Attendance	
Martin Boyle (Executive Director)	Jim Godfrey (Finance and Resources Director)
Marianne Philp (Board Secretary)	Wendy Odedina (Executive Assistant)
Apologies	
Michael Cullen	

1. Introduction and Welcome

Paper Number: Verbal

1.1 Discussion

The Chair welcomed members to the meeting, particularly Marianne Philp who has recently been engaged as Board Secretary on a temporary basis.

She noted that Marianne is attending in an observer status for this meeting and that Jim Godfrey will act as Board Secretary for the meeting.

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.

It was noted that the Executive Director and Finance and Resources Director would leave the meeting for item 6.

It was agreed that the item 12 would be taken at the end of the meeting and that Clare Ireland would leave the meeting for this item.

4. Chair's Business

Paper Number: Verbal

4.1 Decision

The Chair noted that she had attended the following meetings in her capacity as Committee Chair:

- Board meeting;
- Committee Chairs and Board Chair meetings;
- 1-1 evaluation meeting with Board Chair.

5. Minute of the Committee Meeting held on 9 December 2021

Paper Number: NRC3-A

5.1 Decision

The minute of the meeting on 9 December 2021 was **agreed** as an accurate record.

6. Executive Director Annual Performance Review

Paper Number: NRC3-B

6.1 Discussion

The Chair advised that she met with the Executive Director on 3 April to conduct his annual performance review at which they considered achievement of objectives set for the previous year and discussed forward looking objectives for the next academic session.

6.2 Decision

The Committee:

- **discussed** the annual performance review of the GCRB Executive Director for 2021/22 undertaken by the GCRB Chair; and
- **agreed** the performance objectives for the GCRB Executive Director for 2022/23.

7. Board Development Action Plan 2021-22 - Progress Report

Paper Number: NRC3-C

7.1 Discussion

The Finance and Resources Director provided an overview of the report noting progress against actions within the board development action plan for 2021-22.

He noted good progress overall with some items that will continue into the new board development plan for 22-23.

The Committee commended the work being undertaken, particularly with remote working still being in place, and in the absence of the Board Secretary.

7.2 Decision

The Committee **noted** progress.

8. Board Development Plan 2022-23

Paper Number: NRC3-D

8.1 Discussion

The Finance and Resources Director noted that the Board Development Plan 22-23 will be developed over the coming months by the interim board secretary. It is expected that a draft will be presented to the next meeting of the Committee for agreement by the Board in June 2022. He confirmed that this is in line with SFC deadlines and the Code of Good Governance requirements.

8.2 Decision

The Committee **noted** the report.

9. Extension of Appointment of Assigned College Chair - Glasgow Kelvin College

Paper Number: NRC3-E

9.1 Discussion

The Executive Director introduced the report noting that the process set out is the same as that used previously when considering the extension of the Chair of City of Glasgow and Glasgow Clyde Colleges.

The Committee discussed the proposed timescale and panel membership for this process.

They discussed the evidence that they would expect the panel to be provided with when considering this matter.

9.2 Decision

The Committee **agreed to recommend** to the Board the process and timeframe for the extension of the appointment of the Chair of Glasgow Kelvin College, including:

- the proposed timescale for the process;
- that the panel to consider this process should be the Board Chair, Chair of the Nominations and Remuneration Committee, Des McNulty from the Nominations

and Remuneration Committee and the Senior Independent Member from Glasgow Kelvin College.

- to seek delegated authority for the panel, chaired by GCRB Chair, to make the extension decision; authority also sought to undertake recruitment exercise and bring a recommendation to the June Board in the event of an extension not being approved or a candidate deciding to stand down.

10. GCRB Non-Executive Members – Extension of Appointments

Paper Number: NRC3-F

10.1 Discussion

The Executive Director introduced the paper noting it is for onward recommendation to the Board and Ministers for final approval.

The Committee considered the following information in their consideration of the extension requests: Ministerial Guidance on appointments and extensions; overall board membership, tenure and areas of expertise; overall board skills matrix; Board Diversity Succession plan; gender balance; known changes to board membership in forthcoming recruitment round; biographies, attendance records, performance evaluations and individual skills self-assessment for the members concerned.

10.2 Decision

The Committee agreed to **recommend** to the Board to **approve** the extended appointment of the following members for a second term of 4 years each, from 1 May 2022:

- Moira Connolly
- Ed McGrachan

It was **agreed** to seek this decision via correspondence in order that Ministerial approval can be sought before the end of the first terms of the members concerned.

11. GCRB Non-Executive Members – Open Recruitment Process

Paper Number: NRC3-G

11.1 Discussion

The Executive Director introduced the item noting the process to seek to appoint two new non-executive members to the GCRB Board.

The Committee discussed the timescale and panel membership. They suggested that recruitment material should include information on the current review process for transparency.

The Board Chair noted that there may be three vacancies to advertise and she would hope to be in a position to confirm this by the 25 April board meeting.

11.2 Decision

The Committee **agreed** to **recommend** to the Board the proposed timescale for this process and for the panel membership to be the Board Chair, Nominations and Remuneration Committee Chair, Student Member of the Nominations and Remuneration Committee and an independent member to be identified by the Board Chair.

12. Support Staff Board Member Election Process

Paper Number: NRC3-H

12.1 Discussion

The Executive Director introduced the item noting it is the same process as used in 2020 to elect a teaching staff member to the board.

12.2 Decision

The Committee **considered** the arrangements set out in the report including the appointment of Civica Election Services to run the election and **agreed** to make a recommendation to the Board at its meeting on 25 April 2022.

13. Glasgow Kelvin College – Non-Executive Member Extension Request

Paper Number: NRC3-I

13.1 Discussion

The Executive Director introduced the report confirming that the process has been run in line with guidance and details gender balance, performance evaluation and skills analysis.

13.1 Decision

The Committee agreed to recommend to the GCRB Board at its next meeting that Dr Marion Allison is appointed to the Board of Glasgow Kelvin College for a second term of four years commencing 1 August 2022.

14. Long Term Agenda

Paper Number: NRC3-J

14.1 Decision

The Committee **agreed** the long term agenda.

15. Review of Disclosable Status

15.1 Decision

The Finance and Resources Director confirmed the status of the non-disclosable papers.

16. Date of Next Meeting

16.1 Decision

The date of the next meeting was agreed at 26 May 2022.