

**Draft Minute of the Nominations and Remuneration Committee held on Tuesday 11 April 2017**

<b>Present</b>	
Jackie Russell (Chair)	Clare Ireland
Lesley Garrick (via telephone)	Grahame Smith
<b>In Attendance</b>	
Robin Ashton (Executive Director)	David Newall (Chair Glasgow Clyde College)
Margaret Cook (GCRB Chair)	Wendy Odedina (Executive Assistant)
Penny Davis (Board Secretary)	
<b>Apologies</b>	
Ian Gilmour	

**1. Introduction and Welcome**

Paper Number: Verbal

**1.1 Discussion**

The Chair welcomed Margaret Cook, GCRB Chair, and David Newall, Glasgow Clyde College Chair as observers.

**2. Apologies**

Paper Number: Verbal

**2.1 Decision**

Apologies were noted for Ian Gilmour.

**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.

Clare Ireland declared an interest in agenda item 7.

#### 4. Chair's Business

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Paper Number: Verbal

##### 4.1 Decision

The Chair had no business to report.

#### 5. Minute of the Committee Meeting held on 06 February 2017

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Paper Number: NRC6-A

##### 5.1 Decision

The minute of the meeting on 14 March 2017 was **agreed** as an accurate record.

#### 6. Committee Terms of Reference and Compliance with the Code

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Paper Number: NRC6-B

##### 6.1 Discussion

The Board Secretary provided an overview of the paper which presented two matters for discussion: the powers of the GCRB in relation to Principals' terms and conditions; and the membership of the Nominations and Remuneration Committee in relation to the Code of Good Governance for Scotland's Colleges.

In relation to the role of the GCRB in Principals' terms and conditions, the Board Secretary noted that it was clear that GCRB has a responsibility to approve the terms and conditions of appointment for Principals however the ongoing role of GCRB in relation to changes to terms and conditions was less clear and legal advice had been sought from GCRB lawyers in this regard.

On the second matter of the membership of the Nominations and Remuneration and Committee, and as per the request from the last meeting of the Committee, she informed the Committee that GCRB's external auditors have indicated that they would not be likely to qualify GCRB's accounts on the basis of student and staff members remaining on the remuneration committee.

##### 6.2 Decision

In relation to the role of GCRB in terms and conditions of Principals, the Committee **agreed**:

- that it would be appropriate for the GCRB Board to set out its expectations regarding remuneration of Principals;
- that dialogue should take place with the assigned college chairs regarding the process used by their boards to review remuneration and terms and conditions of Principals; and
- that a paper should be prepared reporting on this for a future meeting of the Committee.

In relation to the N&R Committee membership and compliance with the Code of Good Governance for Scotland's Colleges, the Committee **agreed**:

- that the terms of reference should be amended to state that a quorum of non-executive members is required for remuneration decisions;
- a statement should be included within GCRB's annual report explaining non-compliance with the Code on this issue;
- to make the GCRB Audit Committee aware of this non-compliance issue and of the external auditors view that it was unlikely that the accounts would be qualified.

## 7. Recruitment of Glasgow Clyde College Principal

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Paper Number: NRC6-C

### 7.1 Discussion

Clare Ireland declared an interest in this item as a member of staff at Glasgow Clyde College. It was agreed that she could take part in the discussion on this matter but not the decision, in the interests of transparency which GCRB seeks to foster.

The Chair of the Board of Management of Glasgow Clyde College outlined the proposed terms and conditions of appointment for the post of Principal of Glasgow Clyde College which had been agreed by the Clyde Board and which had taken into account the public sector pay policy commitment to reduce the remuneration of newly appointed chief executives by 10%.

The Committee suggested some small additions for clarity to the job description which the Chair of the Board of Glasgow Clyde College agreed to accept.

### 7.2 Decision

The Committee **agreed** the terms and conditions of appointment for the post of Principal of Glasgow Clyde College and **agreed** to delegate authority to the Chair of the Board to approve the final offer of employment for the post.

## 8. Date of Next Meeting

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Paper Number: Verbal

### 8.1 Decision

The next meeting of the Committee thereafter was agreed as **Tuesday 2 May**.