

## Draft Minute of the Nominations and Remuneration Committee held on Thursday 4 October 2018

<b>Present</b>	
Jackie Russell (Committee Chair)	Janie McCusker
Karolina Gasiorowska	
<b>In Attendance</b>	
Robin Ashton (Executive Director)	
Penny Davis (Board Secretary)	Wendy Odedina (Executive Assistant)
<b>Apologies</b>	
Michael Cullen	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 Committee for session 2018/19.

### 2. Apologies

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Paper Number: Verbal

#### 2.1 Decision

Apologies were received from Lesley Garrick and Michael Cullen.

### 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 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 Board Secretary declared an interest in item 6 and it was agreed she would leave the meeting for this item.

#### **4. Chair's Business**

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Paper Number: Verbal

##### **4.1 Decision**

The Chair noted that she had attended a meeting with the GCRB Chair and the other Committee Chairs in August 2018. She noted that this group will continue to meet on a regular basis to share information and support the work of the GCRB Chair.

#### **5. Minute of the Committee Meeting held on 31 May 2018**

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Paper Number: NRC1-A

##### **5.1 Decision**

The minute of the meeting on 31 May was agreed as an accurate record.

Under point 6.2 on page 3, the Board Secretary noted that this matter had been progressed via email correspondence with Committee members, and confirmed that the pay award for 2018-19 was now agreed.

#### **6. GCRB Contractors**

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Paper Number: NRC1-B

##### **6.1 Discussion**

The Board Secretary temporarily left the meeting at this point.

The Executive Director provided an overview of the paper explaining the use of external contractors for GCRB operations. He outlined the changing nature of GCRB's engagement with these contractors, explaining that this was now a risk for tax implications.

He proposed to the Committee that these positions are regularised within the GCRB staffing structure, noting that this could be achieved within the current budget, whilst removing the risk of tax penalties. He noted that if approved by the Committee and the Board, he would work with HR from Glasgow Clyde College to support the appointment process.

The Executive Director explained that he and the GCRB Finance and Resources Director were confident of their appraisal of the tax implications however if additional assurance was required by the Committee or Board, this could be sought externally from GCRB's external auditor. It was noted that the Executive had pursued this option however did not wish to commit to this additional expenditure without a specific Board request.

The Committee discussed the nature of these posts noting that both were essential to GCRB's function and continued progress, and there was clear evidence to support this. They noted also that work being undertaken in these areas is contributing to the GCRB risk

management with regards to reputation management and effective governance arrangements.

## 6.2 Decision

The Committee **considered** the tax regulation compliance risks in relation to current contractor arrangements and **agreed** to recommend to the Board that GCRB regularises these positions within the GCRB staffing structure and current budgetary constraints.

The Committee **agreed** to take advice from HR at Glasgow Clyde College re any employment issues arising from this regularisation process

The Board Secretary re-joined the meeting at this point.

## 7. College Voluntary Severance Applications

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Paper Number: NRC1-C

### 7.1 Discussion

The Executive Director provided an overview of the paper reminding the Committee of their role to review compliance with SFC guidance and confirming that the Committee has delegated authority to approve.

The Committee first considered the application from Glasgow Clyde College noting it to be in line with the schemes previously approved by the Committee for City of Glasgow College and Glasgow Kelvin College. Having considered compliance with the SFC criteria, the Committee agreed to approve this application subject to the conditions previously imposed across the region and in particular that any application above £95K come back to the Committee for approval and also that any application for severance by an SMT member be approved by the College Board of Management.

The Committee then considered the application from City of Glasgow College for a severance application which exceeds £95K. The Executive Director noted that this amount is made up of the individual's salary plus employer and pension costs and therefore follows the approved scheme. He noted that he has also received confirmation that this severance application has been approved the College Board of Management.

### 7.2 Decision

The Committee

- **considered** and **approved** the application to GCRB for it to approve a voluntary severance scheme for Glasgow Clyde College; and
- **considered** and **approved** the application to GCRB for it to approve an individual voluntary severance cost which exceeds £95,000 for City of Glasgow College; and
- **requested** that the GCRB Executive Director submits both these applications to SFC for their approval.

## 8. Annual Review of Membership and Tenure

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Paper Number: NRC1-D

### 8.1 Discussion

The Board Secretary provided an overview of the paper outlining current board membership, tenure, areas of professional expertise, gender balance, board and committee attendance and the Board's approach to skills analysis.

The Committee discussed Board and Committee attendance, noting that some supplementary commentary contextualising the percentages would be helpful.

The Committee discussed the possible broadening of the Board's current skills matrix to include skills beyond professional expertise, and asked the Board Secretary and Executive Director to consider this and report back to the next meeting of the Committee.

### 8.2 Decision

The Committee **considered** the report and **requested** a report at the next meeting of the Committee with regard to skills analysis.

## 9. Development Action Plan – Review of Progress

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Paper Number: NRC1-E

### 9.1 Discussion

The Board Secretary presented the paper noting that the Development Plan had been updated to reflect the outcomes of board members' one to one performance evaluations with the Chair of the Board.

She outlined progress being made across the development plan as positive and detailed upcoming activities.

### 9.2 Decision

The Committee

- **reviewed** and **noted** progress against the plan;
- **approved** amendments to the wording of the Development Action Plan to take account of the Chair's feedback from 2018 individual evaluations; and
- **requested** that the Board Secretary liaise more closely with Colleges Development Network with regard to training events for the sector.

## 10. Diversity Succession Plan 2018-19

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Paper Number: NRC1-F

### 10.1 Discussion

The Board Secretary presented the Diversity Succession Plan for 2018-19 outlining proposed actions. She also presented a review of progress against the 2017-18 plan.

The Committee discussed both plans and suggested some additions regarding development opportunities and appointment processes.

### 10.2 Decision

The Committee:

- **considered** the report on progress against the 2017-18 Diversity Succession plan; and
- **agreed** the Diversity Succession Plan for 2018-19.

## 11. Board Evaluation Process 2018-19

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Paper Number: NRC1-G

### 11.1 Discussion

The Board Secretary provided an overview of the paper noting the timings of evaluative activity throughout the year.

### 11.2 Decision

The Committee **agreed** that one to one performance evaluations with the Chair should be moved to December/January moving forward.

In order that there is not an 18 month gap for the first year of this change, it was **agreed** that an interim meeting would take place in June/July 2019.

## 12. Long Term Agenda

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Paper Number: NRC1-G

### 12.1 Decision

The Committee **agreed** the long term agenda with the addition of a skills analysis paper in December 2019 and adjustment to the appraisal timings as agreed throughout the course of the meeting.

### 13. Date of Next Meeting

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#### 13.1 Decision

The date of the next meeting was **agreed** as Thursday 13 December 2018.