

Board of Management

Date of Meeting	Wednesday 14 June 2023
Paper No.	BoM7-D
Agenda Item	3.5
Subject of Paper	Board of Management Standing Orders, Scheme of Delegation and Committee Terms of Reference
FOISA Status	Disclosable
Primary Contact	Drew McGowan, College Secretary
Date of production	6 June 2023
Action	For Approval

1. Recommendations

- 1.1. To approve minor amendments to the Standing Orders, effective immediately.
- 1.2. To approve minor amendments to the Scheme of Delegation, effective immediately.
- 1.3. To approve Terms of Reference for the Board's committees, effective from 1 August 2023, which will replace all previous Terms of Reference.
- 1.4. To approve the removal of the Art Foundation from the Board's committee structure, effective from 1 August 2023.

2. Purpose

- 2.1. To seek the Board of Management's approval for minor amendments to the Standing Orders and Scheme of Delegation, and the new Terms of Reference for the committees.

3. Consultation

- 3.1. The Chair, Principal, the Board of Management and the conveners of its committees have been consulted on the contents of this paper through the review of the committees.

4. Key Insights

- 4.1. With the appointment of a new College Secretary, and changes in the College's environment and the Board's membership, it was agreed that a review of the committees would be undertaken. The aim of this review is to ensure the Board's committees continue to have balanced business and membership, ensuring proper deliberation and scrutiny as well as the best use of Board members' time.
- 4.2. Options were tabled and discussed at the Board's meeting in April for feedback and indicative approval. The Board agreed to reduce the number of committees from eight to six and to make changes to committee remits, as summarised below:
 - **Audit & Assurance Committee:** No substantive changes.
 - **Conveners' Committee:** The existing Performance & Nominations Committee and the Remuneration Committee will be merged.
 - **Development Committee:** New campus/property development will be added to the remit.
 - **Finance Committee:** Retains finance and procurement but "physical resources" and health and safety are removed.
 - **Learning, Teaching & Student Experience Committee:** Retitled to add "student experience" and to add student funding/admissions from the existing Students, Staffing & Equalities Committee.
 - **People & Culture Committee:** Replaces the existing Students, Staffing & Equalities Committee and adds the business-as-usual management of the existing estates, facilities and IT to the remit. Health and safety will be also within its remit.
- 4.3. Acknowledging that Art Foundation has not met since 2019 and the College's financial and funding situation has altered since then, the Board are recommended to remove this from the committee structure. The Chair, A. Barron, is keen to find an alternative, long-term solution for the Art Foundation that is both effective in promoting arts and crafts and cost-efficient. In the meantime, it is proposed that the College's Faculty of Creative Industries, under the direction of Dean A. Bell, manage and maintain the collection on behalf of the Board.
- 4.4. The Board are recommended to approve new Terms of Reference for each committee, to take effect in the new academic year, which outlines a committee's purpose, remit, membership, meetings, quoracy and annual review. The changes, if approved, will take effect from 1 August 2023 and replace all existing Terms of Reference.
- 4.5. The College Secretary will be engaging with Senior Management Team and Executive Leadership Team members to discuss and agree papers to be included in the schedule of business of each committee ahead of the new academic year commencing. Schedules of business will be tabled for consideration and approval at the first meeting of each committee.
- 4.6. The Standing Orders and Scheme of Delegation have been redrafted into a similar format to the new Terms of Reference. Minor amendments are proposed to both governing documents to reflect changes to the committees, the Board's schedule and the Code of Good Governance. The changes can be summarised as follows:

- **Standing Orders:** Section 1.4 has been amended to change the minimum number of Board meetings per year from five to four, in line with the new Board and committee schedule tabled for approval. Section 9 has been added to include the role of the Senior Independent Member.
- **Scheme of Delegation:** Reference to the Code of Good Governance in section 1.9 amended to reflect the revised Code (D.13 to D.14). Terminology regarding College/Board Secretary in section 7 amended for consistency.

5. Impact and Implications

- 5.1. Reviewing the structure of the Board's governance documents and committees is an opportunity to make necessary changes and ensure governance arrangements are continuously reviewed and improved.

Appendix 1: Board of Management Standing Orders

Appendix 2: Board of Management Scheme of Delegation

Appendix 3: Board of Management Committee Terms of Reference

Standing Orders

Board of Management

Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 "Schedule 2", a Board may regulate its own proceedings and those of any Committee appointed by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management ("the Board") and of Committees of the Board ("Committees"). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

The Standing Orders were adopted by the Board on 31 August 2016 and came into effect on 1 September 2016. The Board approved a revision [insert date]. These Standing Orders replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

1. Meetings of the Board and Committees

- 1.1. The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions, and at such times, places and frequency (including by videoconference) as the Board determines annually in a calendar of Board and Committee meetings, including a schedule of required approvals.
- 1.2. The Board Secretary (or College Secretary performing this function) shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3. Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 1.4. Board and Committee meetings shall be called giving no less than five working days' notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days' notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than 2 working days' notice. There shall be a minimum of four Board meetings, and a minimum of three meetings of each Committee, per academic year.

2. Quorum and Voting Rights

- 2.1. The quorum for a meeting of the Board or Committee shall be no less than one-half of the members entitled to vote at such a meeting. At least one-half of those attending must be non-executive Board members to complete a quorum.
- 2.2. If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.3. If the Chair of the Board or Committee (i.e. Committee Convener) is not present at any meeting, the Vice Chair or Vice Convener (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst the non-executive members present a Board member who is entitled to vote as the Chair of that meeting. In the case of the Convener's Committee, if the Convener is not present, a substitute Convener may be appointed from among the members present for the duration of the meeting.
- 2.4. A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.

- 2.5. Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 2.6. In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical or videoconference meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:
 - the Board Secretary shall email all Board Members outlining the decision required, together with relevant briefing information
 - a quorum, as defined in 2.1 of these Standing Orders, must have replied to the email
 - the Board Secretary shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe
 - any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.
- 2.7. Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 2.8. No one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.
- 2.9. No proposal nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding six months unless:
 - it is moved by the Chair
 - in addition to being formally approved by the mover, it is approved by at least one-third of the total members of the Board.

3. Attendance at Board and Committee Meetings

- 3.1. The Board Secretary shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.
- 3.2. It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote or contribute to any decision being taken.
- 3.3. The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Secretary to the Board shall be present at the meeting unless requested by the Chair to leave. Where the Secretary to the Board is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

4. Agenda

- 4.1. The Board Secretary in consultation with the Chair shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Secretary to the Board no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Secretary shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 4.2. All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.
- 4.3. The order of business shall be:
 - Apologies for absence
 - Declarations of any potential Conflicts of Interest in relation to any agenda items
 - Approval of the minutes of the previous meeting
 - Matters arising
 - All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
 - Date of the next meeting(s)
- 4.4. All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.
- 4.5. The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

5. Board and Committee Papers

- 5.1. Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Secretary to the Board.
- 5.2. The Board Secretary shall ensure the circulation of papers to Board or Committee members at least 5 working days prior to the meeting. Where this timescale is not possible, the Board Secretary shall advise members of this and advise of the reason for the delay and when papers might be expected.

6. Minutes of Board and Committee Meetings

- 6.1. In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.
- 6.2. Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled "draft".
- 6.3. Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled "draft circulated".
- 6.4. The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute which shall be labelled "approved".
- 6.5. The Board Secretary shall be responsible for ensuring that a final "approved" version of the minutes is securely retained.

- 6.6. The Board Secretary shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.
- 6.7. In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.
- 6.8. Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft usually within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting and labelled as “approved”.
- 6.9. All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, draft circulated or approved.

7. Establishment of Committees and Sub-Committees

- 7.1. As provided for in Schedule 2, the Board may establish Committees and a Committee may establish sub-committees. References in these Standing Orders include sub-committees.
- 7.2. A Committee shall consist of at least three Board members appointed by the Board. One of the non-executive Members shall be elected as Chair of the Committee (“Convener”). The Board may also wish to elect a Vice Chair (“Vice Convener”) of each Committee.
- 7.3. Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

8. Appointment of Vice Chair

- 8.1. A Vice Chair shall be appointed by the Board from amongst its members.
- 8.2. In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

9. Appointment of Senior Independent Member

- 9.1. A Senior Independent Member shall be appointed by the Board from amongst its members.
- 9.2. The Senior Independent Member shall undertake the role as detailed within The Guide for Board Members in the College Sector.

10. Suspension of Standing Orders

- 10.1. These Standing Orders may be suspended when at least two-thirds of the members present entitled to vote agree to such a motion.

Approved by the Board of Management: 31 August 2016

Amended by the Board of Management: [Insert Date]

Scheme of Delegation Board of Management

In accordance with paragraph 12(4) of the Further and Higher Education (Scotland) Act 1992 a Board may delegate the performance of any of their functions to their Chair, to any Committee appointed by them, or to any member of their staff.

In accordance with paragraph C.8 of the Code of Good Governance for Scotland's Colleges ("the Code"), delegation of responsibilities from, and matters reserved to, the Board and its Committees, must be clarified through a Scheme of Delegation including the functions delegated by the Board to the Chair, Committees, the Principal, and the Board Secretary.

This Scheme of Delegation must be approved by the Board before it comes into effect, and any subsequent amendments must also be approved by the Board.

1. Authority Reserved to the Board

Whilst initial discussion or consideration may take place by Committees or individuals, the Board may not delegate decisions relating to the undernoted matters:

- 1.1. Determining the objectives of the Board.
- 1.2. Final approval of the College's Strategic Plan and Regional Outcome Agreement.
- 1.3. Approval of the year-end annual report and accounts.
- 1.4. Approval of the annual budget.
- 1.5. Final consideration of the Annual Audit Report.
- 1.6. Approval of the Strategic Risk Register.
- 1.7. Acquisition and disposal of heritable property, subject to approval of the Glasgow College's Regional Board (GCRB) and the Scottish Funding Council (SFC) as appropriate.
- 1.8. Appointment and removal of the Principal.
- 1.9. Appointment and removal of the Board Secretary (in accordance with paragraph D.14 of the Code of Good Governance for Scotland's Colleges).
- 1.10. Approval of the Students' Association constitution and the election regulations for student officers.
- 1.11. Delegation of functions of the Board including remits of Committees and this Scheme of Delegation.
- 1.12. The making, amendment and revocation of the Standing Orders of the Board.
- 1.13. In accordance with the College Sector Board Appointments: 2014 Guidance the appointment of assigned College Board members is the responsibility of the Regional Strategic Body, although recommendations may be made by the assigned College Board either directly, or via a delegated Nominations Committee.

2. Delegation to Committees

- 2.1. In accordance with paragraph 13 of the Further and Higher Education (Scotland) Act 1992, the Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.
- 2.2. In accordance with paragraph C.8 of the Code of Good Governance for Scotland's Colleges, the minimum Committees required are Audit, Remuneration, Finance, and Nominations/ Appointments.
- 2.3. Each Committee and Sub Committee shall have a clearly defined remit which shall clearly set out the duties and responsibilities delegated. The remit must be approved by the Board. The Committee may suggest amendments to the remit, but any amendments must be approved by the Board before they are implemented.
- 2.4. The Board may delegate functions to a specific Committee, and this shall be clearly detailed within the minutes of the appropriate meeting.
- 2.5. The Board reserves the right to review the Committees required, and the authority delegated to them as and when it deems it appropriate to do so.
- 2.6. The minutes of each Committee meeting will be submitted to the Board for information at its next meeting. In addition, the Committee Chair (Convener) shall give an update to the Board on key issues where requested to do so.

3. Delegation to Chair of the Board

The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority. The Chair has delegated authority to:

- 3.1. Exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:
 - An extraordinary Board meeting is called in the case of material decisions.
 - A proposal is circulated by email (in accordance with the Standing Orders) and the decision is homologated at the next Board meeting.
 - To make the required decision, subject to homologation at the next Board meeting.
 - To refer the decision to a meeting of the Board Committee comprising Board Committee Conveners, as set out in that Committee's Terms of Reference.
- 3.2. On behalf of the Board, sign and date the College's Annual Report and Accounts, after Board approval, and other documents as may be required.
- 3.3. Represent the Board within the College and externally.
- 3.4. Monitor, review and record the Principal's performance at least annually against performance measures agreed by the Board.
- 3.5. Monitor, review and record the Board Secretary's performance at least annually against performance measures agreed by the Board.
- 3.6. Ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair.

- 3.7. Initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Board Secretary.
- 3.8. Initiate action further to a decision of the Board to appoint a new Principal or Board Secretary

4. Delegation to the Principal

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic and policy direction by the Board and the terms of any specific authority reserved to the Board.

In exercising any delegated function the Principal shall take into account:

- a) The legislation and any further provisions set out in the Standing Orders and Scheme of Delegation of the Board.
- b) Guidance issued by the Scottish Ministers and the Scottish Funding Council.
- c) Any potential conflict of interest as outlined in the Code of Conduct
- d) The provisions of the Ethical Standards in Public Life etc (Scotland) Act 2000, the Code of Good Governance for Scotland's Colleges, and any such legislation and guidance as may be in force at any time.

The Principal has delegated authority to:

General Management

- 4.1. Take such measures as may be required in emergencies subject to advising the Chair where possible and reporting to the appropriate Committee or to the Board as soon as possible thereafter on any items for which approval of the Committee or the Board would normally be necessary.
- 4.2. Facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan and Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board.
- 4.3. Consult on behalf of the Board with representatives from key organisations, local and national, about the priorities contained within the College's Strategic Plan and Regional Outcome Agreement prior to final approval by the Board.
- 4.4. Respond on behalf of the Board to consultative documents that may be sent to the College by the Scottish Government, the Scottish Funding Council, the Regional Strategic Body, or other external agencies.
- 4.5. Incur expenditure in making visits and the provision of reasonable hospitality to representatives of other Colleges, organisations and companies, taking into account the principles of the Bribery Act.
- 4.6. Give a direction in special circumstances that any member of staff shall not exercise a delegated function.
- 4.7. Take out membership of and attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of the College to do so.
- 4.8. Authorise the issue of press releases for publication and broadcasting on behalf of the College.
- 4.9. Authorise the publication of any document on behalf of the College.

- 4.10. Engage the services of outside persons, firms or organisations and enter into contracts and sign all deeds and other documents binding the Board for all purposes except those where the power to engage such services is delegated to a Committee or is reserved to the Board.
- 4.11. Raise funds for and supply them to any of the activities which the Board has power to undertake.
- 4.12. Provide courses as required by outside agencies and negotiate appropriate charges for these.
- 4.13. Determine the dates of the College holidays and other details of the College's academic calendar.
- 4.14. Appoint a senior member of staff to deputise for the Principal during periods of planned absence.

Staff Management

- 4.15. Determine an appropriate staff structure for the College consistent with the conditions of employment that currently apply after consultation and (where appropriate) negotiation with representatives of recognised trade unions and professional institutions.
- 4.16. Consult and negotiate with representatives of recognised trade unions and professional associations on behalf of the Board.
- 4.17. Establish procedures for the appointment of College staff in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board.
- 4.18. Supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.
- 4.19. Establish procedures for taking disciplinary action against College staff up to and including dismissal subject to complying with the policies laid down by the Board.
- 4.20. Grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.
- 4.21. Represent the Board in negotiating and implementing conditions of service in relation to relevant College staff.
- 4.22. Approve the secondment of College staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.
- 4.23. In exceptional circumstances, agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council and functions delegated to the Board or a Committee.
- 4.24. Establish any other procedures required for the orderly management of College staff.

Student Management

- 4.25. Arrange for the provision of appropriate curriculum and support services for students and clients.
- 4.26. Administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council or the Board the disbursement of monies to students attending the College.
- 4.27. Administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.

- 4.28. Set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.
- 4.29. Authorise students, and to make grants to students, to enable them to attend courses and conferences and to undertake educational visits and excursions within the UK or abroad, within approved budgets and policies of the Board.
- 4.30. Take appropriate disciplinary action, including exclusion, against students in accordance with any policies of the Board.
- 4.31. Provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

Property Management

- 4.32. Grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances.
- 4.33. Allocate accommodation within the College in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to College property.
- 4.34. Apply to the appropriate authority for any necessary statutory consents.
- 4.35. Grant any way leave or servitude over property of the College on such terms as may be appropriate.

Financial Management

- 4.36. Take personal responsibility for ensuring the proper and effective operation of financial, planning and management controls, and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure.
- 4.37. Act at all times in compliance with the Financial Memorandum, conditions of grant, Scottish Public Finance Manual, and to follow the College's Financial Regulations taking particular account of the delegated financial limits.
- 4.38. Enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the College or to authorise another to enter into such contracts up to a value of the relevant EU Procurement threshold or Board approved budgetary limits and all in accordance with the College's financial regulations.
- 4.39. Terminate contracts, when it is in the best interests of the College to do so.
- 4.40. Check the financial standing of potential contractors.
- 4.41. Dispose of assets up to the value of the delegated financial limit as set out in the Finance Regulations and in line with the requirements of the Scottish Public Finance Manual.
- 4.42. Administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.
- 4.43. Take out any necessary insurances to protect the interests of the College.
- 4.44. Settle any claims whether or not such claims are insured or whether or not a court action has been raised.
- 4.45. spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.

- 4.46. Arrange for the presentation to the Board for approval an annual budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.
- 4.47. Arrange for the preparation, audit and presentation to the Board of accounts following the end of each financial year in compliance with the requirements of the Accounts Direction and encompassing Audit Scotland and the Scottish Funding Council instruction.
- 4.48. Report to the Scottish Funding Council should the Board adopt a policy or commission an action which is incompatible with the terms of the Financial Memorandum or the Scottish Public Finance Manual, or which would infringe on the requirements of propriety or regularity, and report to the Board in writing on such matters being considered, and advise the Board that, should it wish to choose to continue with the policy or action, then as accounting officer he or she must report the Board's intentions to the Scottish Funding Council in writing.

5. Absence of the Principal

- 5.1. In the absence of the Principal, the Executive Team shall ensure that the essential functions of the Principal are carried out with due regard to any relevant provisions of the Financial Memorandum with Fundable Bodies in the College Sector.
- 5.2. After a period of four weeks' unplanned continuous absence of the Principal, the Board shall delegate a Vice Principal as the accountable officer for the duration of the Principal's absence, ensuring that the Scottish Funding Council is advised of such absence at the earliest opportunity.

6. Delegation to the College Secretary (Secretary to the Board)

The College Secretary has the delegated authority to:

- 6.1. Administer, retain and publish as appropriate the records of all Board and Committee business.
- 6.2. Undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code of Good Governance and the Standing Orders.
- 6.3. Administer staff elections to the Board and act as Returning Officer.
- 6.4. Act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).
- 6.5. Report any unresolved concerns about the governance of the body to the relevant funding body (i.e. the SFC or the Regional Strategic Body) in accordance with the Code of Good Governance (2016).

7. Absence of the College Secretary (Secretary to the Board)

- 7.1. In the absence of the College Secretary, the Board shall agree temporary arrangements that can be put in place either by appointing a staff member to fulfil the functions, or by making such other arrangements as may be required.

8. Previous Schemes

- 8.1. This Scheme of Delegation replaces any previous versions as may have been approved by the Board.

Approved by the Board of Management: 26 August 2020

Amended by the Board of Management: [Insert Date]

Terms of Reference

Audit & Assurance Committee of the Board of Management

1. Purpose

- 1.1. The Audit & Assurance Committee, referred to hereafter as “the Committee”, will review the effectiveness of the College’s governance arrangements, financial systems, internal controls and risk management practices. The Committee will provide assurance to the Board of Management that the College continues to meet the legislative and regulatory requirements applicable to the college sector.

2. Remit

- 2.1. Review the processes for ensuring the effectiveness of the financial, and other internal control and governance systems of the College and College Group.
- 2.2. Advise the Board on the criteria for the selection and appointment of the internal auditor, and to select and recommend the appointment of the provider of an internal audit service.
- 2.3. Review the scope and effectiveness of internal audit’s work including planning and operation of the work and the internal audit annual report, and to hold an annual closed meeting.
- 2.4. Ensure that the College has systems and procedures to promote economy, efficiency and effectiveness, including where appropriate the identification of specific value-for-money studies.
- 2.5. Advise the Board of the process for the appointment of the external auditor, who is currently appointed by the Auditor General for Scotland, for his/her remuneration.
- 2.6. Agree the scope of the external auditor’s work and determine any non-audit services to be provided.
- 2.7. Consider the College’s annual financial statements after review by the Finance Committee and prior to submission to the Board focusing in particular on any changes in accounting policy, major judgemental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Scottish Funding Council’s Financial Memorandum.
- 2.8. Review the external auditor’s Management Letter and management’s response, and have direct access to the external auditor, including an annual closed meeting.
- 2.9. Review relevant reports from the Scottish Government, Auditor General for Scotland, Scottish Funding Council and other organisations.
- 2.10. Monitor the performance and effectiveness of external and internal audits.
- 2.11. Monitor and review the College’s Strategic Risk Register and Management Action Plans as appropriate to ensure that the College’s approach to risk management is appropriate and adequate.
- 2.12. Maintain oversight of whistleblowing, anti-fraud, anti-money-laundering, and anti-bribery policies.
- 2.13. Maintain oversight of the management of Data Protection (including GDPR).
- 2.14. Ensure that all significant losses, including those in excess of the delegated limits set out in the Financial Memorandum, have been properly investigated, and that the internal and external auditors and the Scottish Funding Council have been fully informed of all such losses.

- 2.15. Ensure the committee operates in compliance with the terms of the Scottish Public Finance Manual and the Glasgow Colleges' Regional Board Financial Memorandum.
- 2.16. Advise the Board and Accountable Officer on the strategic processes for risk, control and governance and the governance statement; the adequacy of management response to issues identified by audit activity; the effectiveness of the internal control environment; and assurances relating to the corporate governance requirements for the organisation.
- 2.17. Review an Assurance Framework for the College, following Scottish Government and HM Treasury guidance.
- 2.18. Report annually to the full Board of Management.
- 2.19. Undertake a self-evaluation exercise annually to ensure that the Committee complies with best practice in relation to governance and that the internal and external audit service is satisfactory.
- 2.20. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee, all of whom being non-executive members. The current composition of the Committee is as follows:
 - **Non-Executive Members:** C. Singh; D. Anderson; L. Hamilton; and P. Hillard.
- 3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. There are currently no co-opted members on the Committee.
- 3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

- 4.1. The Committee shall meet at least four times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.
- 4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote.
- 4.3. The Committee may sit privately without any non-members present for all or part of a meeting if they so decide.

5. Review

- 5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: [Insert Date]

Terms of Reference

Conveners' Committee of the Board of Management

1. Purpose

- 1.1. The Conveners' Committee, referred to hereafter as "the Committee", will ensure the governance structure and arrangements of the Board of Management remain fit for purpose. The Committee will have responsibility for the recruitment and selection of members for the Board of Management and the remuneration of the Principal and senior staff'. In times of crisis, emergency or high urgency, members will support the College and may take decisions on the Board's behalf.

2. Remit

- 2.1. Ensure the Board of Management's governance structure and arrangement remain fit for purpose, continue to satisfy the Code of Good Governance principles for Scotland's Colleges, and advise the Board as appropriate.
- 2.2. Manage the process by which non-executive members of the Board of Management are recruited, selected, and recommended for appointment. This should be done within the context of the College's Scheme of Delegation and Standing Orders, and any applicable legislation and guidance. Recommendations for appointment will be made to the Glasgow Colleges' Regional Board.
- 2.3. Monitor and evaluate the composition, skills and experience base and representational balance of the Board of Management, taking into account where relevant the terms of office of members, and issues of diversity and equality.
- 2.4. Consider applications for co-opted committee positions and make any recommendations to the Board of Management.
- 2.5. Receive and review evaluation reports on the performance and development of the Board of Management.
- 2.6. Assist in identifying, selecting and recommending candidates for appointment to senior staff positions in the College, and to senior positions in College subsidiaries or any other body to which the College is entitled to make appointments.
- 2.7. Review at least annually the performance, remuneration, and terms and conditions of the Principal and, in turn, other senior staff, adopting a process consistent with the Code of Good Governance for Scotland's Colleges.
- 2.8. Consider proposed staff severance arrangements for senior staff, and make recommendations as appropriate to the Board of Management.
- 2.9. Determine the appropriate guidance for Board member expenses.
- 2.10. Support, maintain, and enhance the College's resilience over a prolonged period of crisis as necessary to maintain business continuity, and to minimise risk to the wellbeing of stakeholders and the College's effective operations.
- 2.11. Take decisions on behalf of the Board of Management in instances of emergency or high urgency where it is not feasible to convene a full Board meeting, and inform all Board members without delay of any decisions taken under this delegated authority.
- 2.12. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee's remit and recommend any changes to the Board of Management for final approval.

2.13. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

3.1. Conveners of the Board of Management's committees, with the exception outlined in section 3.2, the Chair and the Vice Chair will be members of the Committee. The Vice Chair of the Board of Management will be the Convener of the Committee.

3.2. The Convener of the Audit & Assurance Committee will not be a member of the Committee; however, where appropriate, they may attend meetings and contribute to the business of the Committee.

4. Meetings and Quoracy

4.1. The Committee shall meet at least three times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.

4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote.

5. Review

5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: [Insert Date]

ⁱ Senior staff includes the Principal, Depute Principal, Vice Principals and all staff at Executive Director or Director-level or equivalent.

Terms of Reference

Development Committee of the Board of Management

1. Purpose

- 1.1. The Development Committee, referred to hereafter as “the Committee”, will have oversight of the College’s corporate development, including commercial/international activities and partnerships, as well as its brand and reputation. The Committee will also have responsibility for new developments to the College’s campuses and property.

2. Remit

- 2.1. Review of the College’s commercial and international activities ensuring alignment with the College’s Strategic Plan.
- 2.2. Review reports on the College’s commercial and international activities, to consider, assess, and manage associated risks, and new opportunities, and to oversee the implementation of new business, international and commercial activities.
- 2.3. Consider significant investment and development opportunities, and the anticipated benefits and risks to College, and advise the Board of Management accordingly.
- 2.4. Monitor, review and report on the College company, City of Glasgow International.
- 2.5. Provide strategic oversight of College innovation and research-related matters, referring to the Learning, Teaching & Student Experience Committee as appropriate.
- 2.6. Receive reports on and consider the implications of relevant sectoral and non-sectoral, regional and national policy changes and developments, actively engaging to ensure that the College’s strategic direction is informed, up-to-date, proactive and responsive to external priorities.
- 2.7. Monitor the College’s activities and the external environment it operates in and assess the implications for its brand and reputation.
- 2.8. Review new campus and property development proposals and plans and ensure they are aligned with the College’s strategy, long-term vision and sustainability goals.ⁱ
- 2.9. Provide coordination in respect of development-related policies and decisions of relevance to more than one Committee of the Board or policies and decisions of particular significance, if deemed appropriate by the Board of Management, and instigate review and consideration of policy change.
- 2.10. Oversee the development and implementation of significant policy or strategic changes, if so requested by the Board of Management, and thereafter report to the Board of Management on such matters.
- 2.11. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee’s remit and recommend any changes to the Board of Management for final approval.
- 2.12. Recommend to the Board of Management any matters of significance that fall within the Committee’s remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee’s membership will comprise of non-executive Board members. The remaining

members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:

- **Non-Executive Members:** D. Anderson; D. Baillie; L. Hamilton; and N. Cameron.
- **Principal, Staff & Student Member(s):** P. Little.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Member(s):** S. Breckenridge

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

4.1. The Committee shall meet at least three times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.

4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in paragraph 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

5. Review

5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: [Insert Date]

ⁱ The Committee's remit will include oversight of the proposals and plans for new developments to the College's campuses and property. Matters concerning the College's existing, business-as-usual estates, facilities and IT infrastructure and functions will be considered by the People & Culture Committee.

Terms of Reference

Finance Committee of the Board of Management

1. Purpose

- 1.1. The Finance Committee, referred to hereafter as “the Committee”, will have oversight of the College’s finance and procurement functions. The Committee will provide the Board of Management with assurance that the College has appropriate budgets, controls, plans and strategies in place to ensure the financial stability and sustainability of the organisation.

2. Remit

- 2.1. Carry out the oversight duties assigned to the Committee in the College Group’s Financial Regulations ensuring, on an annual basis, that these are fully compliant with the Financial Memorandum.
- 2.2. Provide advice to the Board of Management on all significant matters related to the College Group’s finances.
- 2.3. Review, approve and monitor the implementation of the College’s financial strategies and associated plans, and submit appropriate reports and recommendations to the Board of Management on these strategies and plans
- 2.4. Receive and approve the annual budget and final accounts for recommendation to the Board of Management.
- 2.5. Receive and approve funding applications to the College and Sector Foundations.
- 2.6. Receive and discuss College procurement reports.
- 2.7. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee’s remit and recommend any changes to the Board of Management for final approval.
- 2.8. Recommend to the Board of Management any matters of significance that fall within the Committee’s remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee’s membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:
 - **Non-Executive Members:** D. Baillie; R. Quinn; and S. Patrick.
 - **Principal, Staff & Student Member(s):** P. Little.
- 3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The Committee does not currently have any co-opted members.
- 3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

- 4.1. The Committee shall meet at least X times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.
- 4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

5. Review

- 5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: [Insert Date]

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Terms of Reference

Learning, Teaching & Student Experience Committee of the Board of Management

1. Purpose

- 1.1. The Learning, Teaching & Student Experience Committee, referred to hereafter as “the Committee”, will have oversight of the curriculum, learning, teaching and student experience across the College. The Committee will provide assurance to the Board of Management that the College continues to be an inspirational place of learning that enables individuals to excel and realise their full potential.

2. Remit

- 2.1. Provide reports, advice and recommendations to the Board of Management on the Student Academic Experience Strategy and policies on matters relating to the curriculum, teaching, learning, support for learning, the student experience and graduate success.
- 2.2. Undertake high-level reviews of:
 - Key aspects of academic performance, including student retention, progression, attainment and achievement.
 - Internal academic reporting mechanisms.
 - Performance on admissions, access, inclusion, induction and support.
 - Arrangements for articulation and partnership.
- 2.3. Reflect on trends in education, and encourage and monitor innovation and curriculum development to ensure that the College is successfully serving the needs of learners and other internal and external stakeholders, and is preparing effectively to meet future needs.
- 2.4. Maintain an overview of academic quality assurance and improvement standards and outcomes by reviewing reports from the Academic Board and other relevant sources, both internal and external, including feedback and evaluation from student and stakeholder surveys.
- 2.5. Monitor matters concerning student discipline, the academic appeals process and the volume and themes of student complaints, their handling and outcomes.
- 2.6. Receive and consider regular reports from the Students' Association and address any issues raised as appropriate.
- 2.7. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee's remit and recommend any changes to the Board of Management for final approval.
- 2.8. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee's membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:
 - **Non-Executive Members:** A. Sullivan; C. Singh; E. Keep; and R. Gillespie.
 - **Principal, Staff & Student Member(s):** P. Little; L. Subido; and T. Hands.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Member(s):** M. Miller.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

4.1. The Committee shall meet at least four times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.

4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

5. Review

5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: [Insert Date]

Terms of Reference

People & Culture Committee of the Board of Management

1. Purpose

- 1.1. The People & Culture Committee, referred to hereafter as “the Committee”, will have oversight of the College’s human resources, organisational development, estates, facilities and IT functions. The Committee will provide assurance to the Board of Management that the College safeguards the health, safety and well-being of staff and students, promotes a positive, inclusive culture and meets all relevant ethical and legal requirements as an employer and educator.

2. Remit

- 2.1. Review regular reports and performance information in relation to all matters relating to human resources, organisational development, health and safety, staff welfare and well-being, and equalities. Periodically review, instigate review and approve the College’s policies and strategies concerning such matters.
- 2.2. Maintain an overview of the College’s organisational structure.
- 2.3. Approve the parameters under which the Executive Leadership Team is authorised to negotiate pay and conditions of service. Members will receive reports and may provide advice on pay negotiations and agreements, including national bargaining.
- 2.4. Monitor and review the effectiveness of the College’s employee relations, arrangements for negotiation and consultation, processes for dealing with discipline and grievance and Recognition and Procedure Agreements.
- 2.5. Review and approve the College’s equality statement and its equality and diversity policies, to ensure that they comply fully with statutory requirements and are reflected in the College’s strategic and operational plans so that equality and diversity form an integral part of decision-making in the College.
- 2.6. Monitor the implementation of the College’s policies on equality and diversity, and to review regularly its performance on key indicators in relation to protected characteristics.
- 2.7. Receive updates on the Continuous Professional Development for support and teaching staff.
- 2.8. Review regular reports and performance information concerning the business-as-usual management of the College’s existing estates, facilities and IT functions and infrastructure.ⁱ
- 2.9. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee’s remit and recommend any changes to the Board of Management for final approval.
- 2.10. Recommend to the Board of Management any matters of significance that fall within the Committee’s remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee’s membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:
 - **Non-Executive Members:** A. Barron; A. Sullivan; P. Hillard; and R. Gillespie.
 - **Principal, Staff & Student Member(s):** P. Little; S. McDowall.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Member(s):** M. Miller.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

4.1. The Committee shall meet at least three times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.

4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

5. Review

5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: [Insert Date]

ⁱ The Committee's remit will include oversight of the College's existing, business-as-usual estate, facilities and IT infrastructure and functions. Proposals and plans for new developments to the College's campuses and property will be considered by the Development Committee. Decisions on of the expenditure for the College's capital plan will be tabled for the consideration of the Finance Committee.