

Board of Management

Date of Meeting	Wednesday 14 June 2023
Paper No.	BoM7-J
Agenda Item	5.1
Subject of Paper	Governance Report
FOISA Status	Disclosable
Primary Contact	Drew McGowan College Secretary
Date of production	6 June 2023
Action	For Noting

1. Recommendations

To note the contents of the paper.

2. Purpose

To keep members of the Board of Management informed about governance-related matters since its last meeting, and ensure good governance arrangements remain in place for the Board and its committees.

3. Consultation

Various colleagues in the College and across the sector.

4. Key Insights

The governance report contains an update on:

- Board appointments
- Vice Chair and Senior Independent Member
- Annual Board self-evaluation
- Review of committees
- Board and committee schedule for AY 2023-24
- Co-option
- Strategic risk
- Complaint report
- Internal audit report on the Financial Memorandum breach
- Farewell and thanks

5. Impact and Implications

N/A.

Governance Report: June 2023

Board Appointments

1. The Regional Board has approved the appointment of C. Singh, D. Anderson, D. Baillie and R. Gillespie as new non-executive members of the Board to serve four-year terms from 16 June 2023. Requests to extend the terms of A. Sullivan, L. Hamilton and R. Quinn for three years were also approved by the Regional Board.
2. S. McDowall was duly elected to the position of support staff member of the Board. He/she will join the Board on 1 July 2023 and serve a term of four years.
3. As confirmed in the last Governance Report, L. Subido will join as a student member of the Board on 1 August 2023. One of the Students' Association Vice Presidents will join them, but who will take the second position is yet to be confirmed.

Vice Chair and Senior Independent Member

4. The Board will be asked to appoint a new Vice Chair and Senior Independent Member at its final meeting of the academic year, as both roles will become vacant after 31 July 2023. L. Woolfries is happy to speak to members interested in either or both roles before the meeting. The new office bearer(s) will serve from 1 August 2023.

Annual Board Self-Evaluation

5. Members are invited to complete the [Board self-evaluation for AY 2022-23](#). Our annual internal review is a requirement of the Code of Good Governance for Scotland's Colleges. Submissions should be made by 16 June 2023 and will be treated confidentially. The results will be summarised in a self-evaluation report, shared with the Board and the Regional Board, and the findings will inform the new Board Development Plan.

Review of Committees

6. The Board discussed proposed changes to the committees and agreed on a preferred option in principle at the April meeting. Following this, and informed by feedback provided by members, new Terms of Reference have been drafted and tabled for final approval by the Board.
7. The Standing Orders and Scheme of Delegation have also been redrafted into the same format as the new Terms of Reference and are tabled for approval. Minor amendments are proposed to reflect changes to the committees, the Board's schedule and the Code of Good Governance.

Board and Committee Schedule for AY 2023-24

8. The Board and committee schedule for the forthcoming academic year is tabled for approval. The schedule is based on the Board and committee structure as recommended in the separate paper.

Co-option

9. As outlined in the previous Governance Report, feedback from the Governance Professional Steering Group confirmed that the practice across the sector is that members are co-opted to committees for a fixed term which is reviewed on a regular basis. Co-option to boards is not a practice in other colleges. After a discussion with A. Barron and L.

Woolfries, this is the approach that will be taken for the Board from the new academic year. M. Miller will remain a co-opted member of the Learning, Teaching & Student Experience Committee and the People & Culture Committee.

10. At the Performance & Nominations Committee meeting in April, members agreed to invite two candidates to interview for co-opted committee positions. Following these interviews, at the most recent meeting, the Committee agreed to recommend S. Breckenridge to the Board for appointment as a co-opted member of the Development Committee – as outlined in the Terms of Reference.

Strategic Risk

11. The Strategic Risk Register and Management Action Plans (MAPs) will be refreshed over the summer ahead of the new academic year. Ahead of this, and following discussions with the Principal, P. Little, and Convener of the Audit & Assurance Committee, G. Mitchell, it is proposed that a small amendment be made to the risk matrix to make the score of 25 a black 'critical' risk. This is outlined in Strategic Risk Review paper alongside an update on the most recent quarterly review.

Complaint Report

12. D. McGowan received a complaint concerning the Board's meeting on 22 February 2023. G. Mitchell has facilitated the process and has tabled a report outlining the complaint, process and outcomes for the consideration of the Board.

Internal Audit Report on the Financial Memorandum Breach

13. As outlined in the previous Governance Report, the College received notification from the Scottish Funding Council that there had been a breach of the Financial Memorandum through non-competitive procurement action. In addition to reporting this to the Audit & Assurance Committee and Finance & Physical Resources Committee, P. Little asked Henderson Loggie to conduct an internal audit into the circumstances around this breach.
14. The Convener of the Audit & Assurance Committee, G. Mitchell, received this report on behalf of the Board. Due to timescales, the Audit & Assurance Committee considered the report in a private session with the internal auditors and scheduled an additional meeting of the Committee to consider the report with the Executive Leadership Team. This meeting is scheduled to take place on 12 June 2023. G. Mitchell will provide an update at the Board meeting on 14 June 2023.

Farewell and Thanks

15. Several members of the Board will step down shortly after the meeting on 14 June 2023. L. Woolfries and G. Mitchell will retire from the Board after serving for more than 12 years and 8 years respectively. R. Widdowfield and D. Cullen will step down after serving on the Board for 4 years, while M. McClellan steps down after serving on the Board for the past year and committees the previous year. The Board thanks all retiring members for their contribution to the College and wishes them all the best for the future.
16. As the academic session nears to an end, thanks should also be extended to A. Butcher. As PA to the Board, A. Butcher has ably and closely worked with P. Clark, M. Cross and D. McGowan as College Secretary to support and advise the Board, as well as to manage Freedom of Information requests, during a busy year of change and transition.