

Board of Management

Date of Meeting	4 October 2023
Paper No.	BoM1-K
Agenda Item	7.1
Subject of Paper	Governance Report
FOISA Status	Disclosable
Primary Contact	Drew McGowan College Secretary
Date of production	21 September 2023
Action	For Noting

1. Recommendations

- 1.1.** To note the update on governance matters in the last quarter.

2. Purpose

2.1. To keep members of the Board of Management informed of governance-related matters.

3. Consultation

3.1. In progressing the matters outlined in the Governance Report, various colleagues in the College and across the sector have been engaged.

4. Key Insights

4.1. Members are asked to note updates on the following matters:

- Board Membership
- Vice Chair & Senior Independent Member
- Board Self-Evaluation
- Board Development Plan
- Governance Documents
- Annual Committee Reports
- Trade Union Nominees
- Audit & Assurance Committee Convener
- Financial Memorandum Breach
- Strategic Risk
- CDN National Governance Programme 2023-24
- Register of Interests

5. Impact and Implications

5.1. The Governance Report ensures Board members remain informed of key developments and assures them that good governance arrangements remain in place for the Board and its committees.

Appendices:

Appendix 1: Governance Report

Governance Report: September 2023

Board Membership

1. The Board welcomes six new members to their first meeting on 4 October 2023. Ahead of the first Board meeting of the academic year, D McGowan facilitated group induction sessions for D Baillie, D Anderson, C Singh, R Gillespie, J Taylor, L Subido, T Hands and S Mcdowall in August and September. S Breckenridge, the new co-opted member of the Development Committee, also attended.
2. On 14 September, T Hands notified D McGowan that she was immediately stepping down from the Board. An election for a new teaching staff Board member will be held, with a call for nominations being issued on 23 October and polls opening on 30 October. The result will be announced on 7 November.
3. P Hillard's first term of office ends on 27 October. At the most recent meeting of the Conveners' Committee, members considered and approved the submission of an extension request of 4 years to the Glasgow Colleges' Regional Board (GCRB). The request was submitted on 29 August and a decision is expected by mid-October.

Vice Chair & Senior Independent Member

4. The Board, through a decision by correspondence, appointed D Baillie to serve as Vice Chair and Senior Independent Member from 31 July. This decision is tabled for homologation at the Board's meeting on 4 October.

Board Self-Evaluation

5. The Board's self-evaluation for 2022-23, required by the Code of Good Governance, was undertaken in June and 100% of Board members participated. The report is tabled for discussion and approval at the Board's meeting on 4 October. It will thereafter be shared with the GCRB and published on the College website.

Board Development Plan

6. The Board Development Plan for 2023-24 is also tabled for discussion and approval by the Board's meeting on 4 October. The new plan is accompanied by an update on progress against the 2022-23 plan which, due to key personnel changes in the previous academic year, was carried forward from 2021-22. The new Board Development Plan, once approved, will also be shared with the GCRB and published on the College website.

Governance Documents

7. The Board approved a new structure and Terms of Reference for its committees in June to take effect from August. Members also approved minor amendments to the Standing Orders and Scheme of Delegation. All new governance documents have been published on the College's website.
8. All key documents for Board members have been uploaded to the 'Board Reference Papers' section of Admincontrol for ease of access and information.

Annual Committee Reports

9. Each year, annual reports are prepared for each of the Board's committees. Reports for the Audit & Assurance Committee, Finance & Physical Resources Committee, Learning & Teaching Committee and Performance & Nominations/Remuneration Committees have been approved at committee-level and are tabled at the Board for noting.
10. Annual reports for the Students, Staffing & Equalities Committee and the Development Committee will be considered at their next meetings. Please note that these annual reports reflect the Board's committee structure in the previous academic year.

Trade Union Nominees

11. As outlined in the Governance Report in March, the College broadly welcomed the addition of trade union nominees to college boards when responding to the Scottish Government's consultation on its proposals. The Code of Good Governance Steering Group has now confirmed the timescales involved with the Scottish Government amending the Further and Higher Education (Scotland) Acts 1992/2005 and recognised trade unions nominating members onto college boards.
12. In November, the Scottish Parliament is expected to pass the Draft Order and recognised trade unions will begin their election processes. The two new members of the Board, one nominated by EIS-FELA and one nominated by Unison, will be formally appointed on 1 January 2024. New members will begin attending meetings, begin inductions and undertake training from January to March.

Audit & Assurance Committee Convener

13. G Mitchell, Audit & Assurance Committee Convener, stood down from the Board in June. The Committee will appoint a Convener at their next meeting in December. In the meantime, as Vice Convener, P Hillard will serve as Acting Convener.

Financial Memorandum Breach

14. Following the update on the breach of the Financial Memorandum provided by G Mitchell at the Board's meeting in June, P Little wrote to the Scottish Funding Council (SFC) to share the outcome of the internal audit. The SFC responded in August confirming that retrospective approval had been granted.
15. The Audit & Assurance Committee discussed this matter at their meeting in September. After considering a progress report on the implementation of the recommendations from the internal audit from the Vice Principal Corporate Development & Innovation, R Gardner, members considered the matter to be resolved. P Hillard will provide an update to the Board on 4 October.

Strategic Risk

16. During the summer, in preparation for the new academic year, the Strategic Risk Register has been refreshed and the Management Action Plans have been condensed from 104 pages to 13 pages.
17. At the Strategic Planning Day on 8 November, the Board and Executive Leadership Team will review the College's risk appetite.

CDN Governance Development Programme 2023-24

18. The College Development Network has confirmed dates for all of their Governance Development Programme sessions for the 2023-24 academic year – available [here](#). The Code of Good Governance requires the College to maintain a log of all training undertaken by Board members and, therefore, members are asked to confirm any training they complete with D McGowan and A Butcher.

Register of Interests

19. The annual review of the Register of Interests was undertaken in August/September and has now been completed. Members are reminded that the Code of Conduct requires them to update their entry no later than one month after a change in their circumstances. Updates can be made [here](#).