

## Board of Management

<b>Date of Meeting</b>	<b>Thursday 14 December 2023</b>
<b>Paper No.</b>	<b>BoM3-J</b>
<b>Agenda Item</b>	<b>5.1</b>
<b>Subject of Paper</b>	<b>Governance Report</b>
<b>FOISA Status</b>	<b>Disclosable</b>
<b>Primary Contact</b>	<b>Drew McGowan College Secretary</b>
<b>Date of production</b>	<b>6 December 2023</b>
<b>Action</b>	<b>For Noting</b>

### 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
- Chair Recruitment
- Trade Union Nominees
- Convener of the Audit & Assurance Committee
- Internal and External Audit Annual Reports
- Board External Effectiveness Review
- Amendments to the Standing Orders
- Conflict Resolution Session
- Strategic Planning Day
- Reappointment of the GCRB Chair
- Annual Reviews
- Standards Commission Advice Note

## **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.

## **6. Appendices**

**Appendix 1:** Governance Report

## **Governance Report: December 2023**

### **Board Membership**

1. In November, D MacKeen was duly elected to the position of teaching staff member of the Board to serve for a term of four years. He will be a member of the Learning, Teaching & Student Experience Committee.
2. Following an unexpected delay, the Glasgow Colleges' Regional Board (GCRB) confirmed the approval of the request to reappoint P Hillard to serve a second term of four years as a non-executive member of the Board.
3. D McGowan has conducted an annual canvas of members regarding their current terms of office and future intentions. The outcome of the canvas, and the updated Skills and Experience Matrix, will inform Board recruitment and succession planning. The Conveners' Committee will consider this at their next meeting in January.

### **Chair Recruitment**

4. A Barron's second term as Chair ends on 31 July 2024. In recent correspondence, J McCusker, the GCRB Chair, has confirmed that the recruitment of a new Chair will begin early in the New Year and they will work closely with the College on this appointment.
5. The panel, chaired by the GCRB Chair, will include a representative of the Board, the Chair of GCRB's Nomination & Remuneration Committee and at least one external independent person. In line with ministerial guidance, the views of staff and student Board members will also be sought. The GCRB Chair anticipates that the process will be completed in time for approval at the GCRB Board meeting on 17 June 2024.

### **Trade Union Nominees**

6. In October, the Code of Good Governance Steering Group issued slightly revised timescales for the Scottish Government amending the Further and Higher Education (Scotland) Acts 1992/2005 and recognised trade unions nominating members onto college boards.
7. According to the revised timeline, recognised support staff and teaching trade unions will now commence the election process in early January 2024 and new trade union members will join the Board from 31 January 2024. D McGowan has since been in touch with the College's EIS-FELA and Unison branches to update them.

### **Convener of the Audit & Assurance Committee**

8. The Audit & Assurance Committee confirmed P Hillard as the Convener at its December meeting. P Hillard had been serving as Acting Convener of the Committee since G Mitchell retired from the Board in June 2023.

### **Internal and External Audit Annual Reports**

9. The College's external auditor, Audit Scotland, shared their annual audit report with the Audit & Assurance Committee at its meeting in December. The auditors concluded that the College's governance arrangements are "appropriate and effective" and that, based on their observations, "committee members deliver effective scrutiny of management reports". The auditors acknowledged that "there is a good range of [Board] information on

the College's website" and recommended the publication of additional reports concerning the College's financial position where appropriate.

10. Henderson Loggie, the College's internal auditors, also presented their annual audit report to the Committee, which stated that "the College has adequate and effective arrangements for risk management, control and governance."

### **Board External Effectiveness Review**

11. The Code of Good Governance requires colleges to undertake an External Effectiveness Review every 3 to 5 years. A Barron has confirmed that he would like the review to be completed before he stands down as Chair in July 2024. The procurement process has now started to allow this work to commence in the New Year.

### **Amendments to the Standing Orders**

12. Amendments to the Standing Orders have been tabled for the Board's approval. The amendments are in line with the recommendations outlined in G Mitchell's report to the Board in June and the Board Development Plan approved in October.

### **Conflict Resolution Session**

13. Working with the College Development Network and Scottish Mediation, a session on conflict resolution will be delivered on 27 February 2024 from 11:00 to 14:30 at City campus. This is a new session that CDN hope to be able to provide to other college boards.

### **Strategic Planning Day**

14. The annual strategic planning day was held on 8 November at Riverside campus. The Board reviewed the College's draft Level 1 Balanced Scorecard and discussed the scenario planning prepared by members of the Executive Leadership Team. Members also had the opportunity to visit the marine simulation facilities.
15. The Board received a presentation from C Carney and J Wilson on how the College is embracing and preparing for artificial intelligence. D McGowan facilitated a session where the Board reviewed the Strategic Risk Register and risk environment before start a process of setting the College's new risk appetite.

### **Reappointment of the GCRB Chair**

16. The Minister for Higher & Further Education has reappointed J McCusker as the Chair of GCRB from January 2024 to serve for up to 2 years.

### **Annual Reviews**

17. All members of the Board will shortly be invited to book their annual review with the Chair. Due to take place early in the New Year, members will have the option of meeting the Chair at City campus or via Teams.

### **Standards Commission Advice Note**

18. The Standards Commission for Scotland has published an advice note for members of college sector boards and strategic bodies. The advice note aims to provide members with an overview of their responsibilities under the ethical standards framework and assist them in recognising and dealing with potential conflicts of interest. A copy has been uploaded to the 'Board Reference Papers' section on Admincontrol – and is also available [here](#).