

## Board of Management

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| <b>Date of Meeting</b>    | <b>Thursday 14 December 2023</b>  |
| <b>Paper No.</b>          | <b>BoM3-L</b>   |
| <b>Agenda Item</b>        | <b>6.1.1</b>  |
| <b>Subject of Paper</b>   | <b>City of Glasgow International (CGI) Ltd Non-Executive Director Nominations</b> |
| <b>FOISA Status</b>       | <b>Disclosable</b>  |
| <b>Primary Contact</b>    | <b>Lorna Hamilton<br/>Convener of the Development Committee</b>                   |
| <b>Date of production</b> | <b>6 December 2023</b>  |
| <b>Action</b>             | <b>For Approval</b>   |

### 1. Recommendations

- 1.1. To approve the appointment of D. Baillie and D. Anderson as non-executive directors of City of Glasgow International (CGI) Ltd with immediate effect, until 31 July 2024.
- 1.2. To review and confirm the Board of Management's nominated non-executive directors of CGI at its meeting on 19 June 2024, ahead of the initial terms expiring on 31 July 2024.

## **2. Purpose**

- 2.1. To seek the Board of Management's approval for the appointment of directors to CGI.

## **3. Consultation**

- 3.1. The Development Committee discussed governance of CGI at its most recent meeting.

## **4. Key Insights**

- 4.1. The Board of Management and CGI have a Memorandum of Understanding in place to define the relationship between the College and the subsidiary company. Section 3.1 of the MOU outlines that the CGI Board of Directors will include a minimum of two non-executive directors who are members of the Board of Management. Section 7.1 of the MOU confirms that the Board of Management must provide written approval of for the appointment of directors.
- 4.2. The Board of Management is recommended to approve the appointment of D. Baillie and D. Anderson as non-executive directors of CGI to serve an initial term until 31 July 2024. Both nominees are members of the Development Committee and have the necessary skills and experience to oversee CGI in its early stages.
- 4.3. The Board of Management is recommended to review and confirm the nominated non-executive directors of CGI at its meeting on 19 June 2024, ahead of the initial terms expiring on 31 July 2024.
- 4.4. At the Development Committee's meeting on 9 November 2023, members discussed the governance arrangements of CGI and the nomination of non-executive directors. It was acknowledged that efforts should be made to ensure that the membership of the CGI Board of Directors should be diverse. In the intervening period, consideration will be given to this matter with the aim of progressing diversity on the CGI Board of Directors.

## **5. Impact and Implications**

- 5.1. The purpose of CGI is to offer commercial services – including in education, training, retail, research and consultancy – across various local, national and international sectors and markets where the College's presence is limited or infeasible. In doing so, CGI Ltd will generate a financial benefit that can be reinvested in the College. This will support the College's efforts to secure a diversity of income and maintain our long-term financial sustainability.
- 5.2. The appointment of non-executive directors, in addition to Vice Principal Corporate Development & Innovation's regular reporting of CGI matters to the Development Committee, is necessary to establishing good governance arrangements for and oversight of CGI.