

Board of Management

Date of Meeting	19 June 2024
Paper No.	BoM5-L
Agenda Item	5.1
Subject of Paper	Governance Report
FOISA Status	Disclosable
Primary Contact	Drew McGowan Associate Director of Governance and Risk
Date of production	11 June 2024
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
- Chair of the Board
- Board External Effectiveness Review
- Board Annual Self-Evaluation
- Audit & Assurance Committee Self-Evaluation
- Review of Committee Terms of Reference
- Committee Co-option
- Convenerships
- Board Development Day
- Board Development Plan 2023-24
- Annual Report and Accounts 2022-23
- CDN Board Member Guide
- Consultation on Dissolution of the Glasgow Colleges' Regional Board
- Code of Conduct Guidance from the Standards Commission
- Gender Representation
- Leave of Absence
- Governance Professional & Good Governance Steering Groups

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: June 2024

Board Membership

1. The College received 41 applications for our non-executive Board member vacancies in the recent recruitment round. Following of the process, the Glasgow Colleges' Regional Board (GCRB) approved the request to appoint L Heggie, M Ahmad and A Paterson to the Board to each serve 4-year terms from 1 August 2024. Full information on the process and the new non-executive members can be found in paper BoM5-L.
2. After serving on the Board for 8 years, S Patrick will retire from the Board on 31 July 2024.
3. As reported in March, UNISON has confirmed that they have been unable to nominate a trade union member due to no local members putting themselves forward as candidates. The Associate Director of Governance & Risk has since contacted UNISON to request that they re-run their process and has offered the College's support – including a new nominee information pack and internal communication channel access.
4. C McCarthy has been elected Student President and V Ramos, S Hawes and P Vaker have been elected Vice Presidents. The new Presidential Team will take up their posts in July. The President and a VP, collectively chosen by the new Presidential Team, will join the Board in the new academic year.
5. The Associate Director of Governance & Risk will facilitate integration sessions for all new Board members ahead of the Board and committee meetings commencing in the new academic year.

Chair of the Board

6. A Barron will retire from the Board on 31 July 2024 after nearly 20 years of service, including 8 years as Chair, to the Board of the College and one of our legacy colleges.
7. The GCRB has now concluded their recruitment process for our new Chair and confirmed that D Anderson, currently a non-executive member of the Board, will be our new Chair from 1 August 2024.

Board External Effectiveness Review

8. The Board's External Effectiveness Review (EER), undertaken by the College Development Network (CDN), has now concluded and the final report (BoM5-C) is tabled for the Board's review and approval. The EER report recognises "the high level of good governance demonstrated by the City of Glasgow College Board of Management" and outlines several recommendations that are "relatively minor but... have the potential to have a positive impact."

Board Annual Self-Evaluation

9. Members are invited to complete [the Board's annual self-evaluation for 2023-24](#). Our annual internal review is a requirement of the Code of Good Governance for Scotland's Colleges. Submissions should be made by 24 June 2024 and will be treated confidentially. The results will be summarised in a report shared with the Board at our first meeting in the academic year and the findings will inform the new Board Development Plan.

Audit & Assurance Committee Self-Evaluation

10. The Audit & Assurance Committee has completed a self-evaluation of the effectiveness of the Committee and the College's internal controls, financial reporting and internal/external audit arrangements. Members discussed the results at the most recent meeting of the Committee and agreed on actions to be progressed in the new academic year. Based on the model questionnaire provided in the Scottish Government's Audit & Assurance Committee Handbook, the self-evaluation will now be undertaken annually.

Review of Committee Terms of Reference

11. All committees have undertaken an annual review of their Terms of Reference. Minor amendments to the Terms of Reference are tabled for the final approval of the Board (BoM5-D). Discussions with incoming student Board members are still to take place and it is therefore proposed that a decision for additional amendments be taken by correspondence to allow student members to participate fully in the new academic year.

Committee Co-option

12. P Hillard, Convener of the Audit & Assurance Committee, and R Quinn, Convener of the Finance Committee, recently interviewed a candidate for a co-opted committee member position. The Board are recommended to approve the co-option of J Green, a senior auditor and chartered accountant, to the Audit & Assurance Committee.

Convenerships

13. Following a vacancy arising with L Hamilton stepping down from the Board, the Development Committee appointed D Anderson to the role of Convener at its most recent meeting.
14. The position of People & Culture Committee Convener will become vacant when A Barron stands down from the Board. The Committee will be asked to appoint a new Convener at its first meeting in the new academic year.

Board Development Day

15. Our Board Development Day was held on Wednesday 17 April at Riverside campus. Who Cares? Scotland and the Students' Association facilitated sessions on corporate parenting and the student experience before C Munro delivered a workshop as part of the EER. With the support of the Faculty of Nautical & STEM, the Board also participated in an in-house team-building exercise using the marine simulation facilities.

Board Development Plan 2023-24

16. A progress report on the delivery of the Board Development Plan 2023-24 is tabled for review by the Board (BoM5-X). Feedback provided during this item, and in the Board self-evaluation, will inform the new Board Development Plan for 2024-25.

Annual Report and Accounts 2022-23

17. Following approval by the Board in December, the Scottish Funding Council has recently confirmed that the College's Financial Statements for 2022-23 have been laid before the Scottish Parliament. Under the terms of the Public Finance & Accountability (Scotland) Act 2000, we are now able to publish them. The College's [Annual Report and Accounts for 2022-23](#) are now available on our website.

CDN Board Member Guide

18. CDN have updated their Guide for Board Members in the College Sector. A copy has been uploaded to the 'Board Reference Document' section in Admincontrol.

Consultation on Dissolution of the Glasgow Colleges' Regional Board

19. Graeme Dey MSP, the Minister for Further and Higher Education, has confirmed to the [Scottish Parliament](#) that the Scottish Government will consult on the future of the GCRB and Lanarkshire Board. The Minister has stated that his "preferred option [is] to dissolve both boards" and, in a [letter](#) to the Education, Children and Young People Committee, "to establish different regional collaboration mechanisms". He confirmed to MSPs that the reforms will require legislative change and said he hopes to complete the consultation within 6 to 9 months, in time for the next academic year.

Code of Conduct Guidance from the Standards Commission

20. The Standards Commission for Scotland (SCS) has published [revised guidance](#) on the Code of Conduct. The update, also available on Admincontrol, covers the:

- Composition of boards and complaint routes for different board members
- Requirement for members to act in the public body's best interests, not the interests of their appointing, nominating or electing constituency
- Circumstances when the Code applies and the factors the SCS considers
- Fact that the Code allows members to make points and scrutinise their public body's performance respectfully
- Ability for anyone to file a complaint with the Ethical Standards Commissioner and the principle that employees should not be pressured into doing so
- Examples of registrable houses, land, buildings and non-financial interests

21. Compliance with the Code is a personal responsibility for members. However, the Associate Director of Governance & Risk, who serves as the College's Standards Officer, can provide members with advice and assistance.

Gender Representation

22. The Gender Representation (Scotland) Act 2018 sets an objective for the boards of public bodies to have at least 50% of women non-executive members. The Board was gender balanced 3 years ahead of the gender objective implementation date but unfortunately lapsed last year.

23. Currently, the Board has 80% men and 20% women; however, positive progress has been made through recent recruitment. From August, the Board will be gender balanced again. The GCRB "commended the College on activities undertaken to attract more applications from women" in the most recent recruitment round.

Leave of Absence

24. D Baillie is currently taking a leave of absence from the Board and will return in the new academic year.

Governance Professional & Good Governance Steering Groups

25. D McGowan, Associate Director of Governance & Risk, has been appointed Chair of the CDN Governance Professional Steering Group (GPSG). As Chair of the GPSG, he will also be joining the Good Governance Steering Group.