

## Board of Management

<b>Date of Meeting</b>	<b>Wednesday 6 June 2018</b>
<b>Paper No.</b>	<b>BoM6-C</b>
<b>Agenda Item</b>	<b>7</b>
<b>Subject of Paper</b>	<b>Committee Terms of Reference Review</b>
<b>FOISA Status</b>	<b>Disclosable</b>
<b>Primary Contact</b>	<b>Paul Clark, College Secretary/Planning</b>
<b>Date of production</b>	<b>24 May 2018</b>
<b>Action</b>	<b>For Approval</b>

### 1. Recommendations

1. To approve the amended Committee Terms of Reference of Board Committees, subject to any agreed changes.

## **2. Purpose of report**

2.1 It is good practice for the Board of Management to review their Committee Terms of Reference (remits) on a regular basis. The Board is invited to approve the attached Terms of Reference.

## **3. Context**

3.1 Each of the Board Committees has reviewed their Terms of Reference in 2017-18, and amended as agreed by each Committee in turn where appropriate. All such revisions are subject to full Board approval. All Committee Terms of Reference are reviewed annually.

3.2 This review includes the Terms of Reference of the College Art Foundation, which in governance terms, acts as a Committee of the Board of Management.

3.3 The Performance Remuneration Committee has agreed to separate into the Performance and Nominations Committee, and the Remuneration Committee, with separate Terms of Reference and meetings times.

3.4 The Board is asked to note the changes highlighted in yellow. Where no such changes are highlighted the Terms of Reference remain unchanged from June 2016.

## **4. Impact and implications**

4.1 The review of Committee Terms of Reference gives a clear indication of the Board's recognition of the importance of the work of the Committees. The formal review provides an audit trail of Board and Committee focus upon the changing strategic environment within which the Board operates, and the College's strategic positioning.

## **Appendix:**

### **Appendix 1: Committee Terms of Reference as revised (2017-18)**

**CITY OF GLASGOW COLLEGE ART FOUNDATION  
A Committee of the Board of Management**

**Terms of Reference**

**Object of the Foundation**

The object of the Art Foundation is to advance the charitable purpose of the City of Glasgow College to include the advancement of education in the arts by making grants and providing support for educational projects activities and initiatives being carried out by and supported by City of Glasgow College.

To this end, the Foundation has the following delegated authority:

1. To encourage and sponsor creativity in Art and Crafts in the students and staff of the City of Glasgow College.
2. To encourage art in Scotland through acquisition, education, exhibition, and exposure of the work of Scottish artists.
3. To focus art related funding, fundraising and grant aid as a provider of education bursaries in Art, Design, Digital Design, Craft and Manufacturing; providing personal and professional development opportunities for the Faculty of Creative Industries and the student body.
4. To provide education and understanding of art and design, through programmes of guest lectures, seminars, educational insight and workshop programmes in the visual and design arts and manufacture. To act as potential sponsor for an Artist in Residence and programmes of research in Art and Art Education at City of Glasgow College.
5. To promote and provide exhibitor opportunity, exhibitions and exhibition spaces for Scottish artists of all ages.
6. To collect works of art and design, which complement and enhance the public space and learning and teaching environment of the City of Glasgow College and surrounding Civic Landscape.
7. To receive, safely maintain, and curate art works provided on loan, or donated.
8. To approve expenditure, through grants to third party organisations or direct funding, in pursuance of the objectives of the foundation and within the financial limits approved by the Board of Management.

14. To ensure that all significant losses, including those in excess of the delegated limits set out in Financial Memorandum, have been properly investigated, and that the internal and external auditors and the Scottish Funding Council have been fully informed of all such losses.
15. To ensure the committee operates in compliance with the terms of the Scottish Public Finance Manual and the **Glasgow Colleges' Regional Board** Financial Memorandum.
16. The Committee will report annually to the full Board of Management.
17. Undertake a self-evaluation exercise annually to ensure that the Audit Committee complies with best practice in relation to governance and that the internal and external audit service is satisfactory.

## **AUDIT COMMITTEE**

### **TERMS OF REFERENCE<sup>1</sup>**

1. To review the processes for ensuring the effectiveness of the financial, and other internal control and governance systems of the College.
2. To advise the Board on the criteria for the selection and appointment of the internal auditor, and to select and recommend the appointment of the provider of an internal audit service.
3. To review the scope and effectiveness of internal audit's work including planning and operation of the work and the internal audit annual report, and to hold an annual closed meeting.
4. To ensure that the College has systems and procedures to promote economy, efficiency and effectiveness, including where appropriate the identification of specific value for money studies.
5. To advise the Board of the process for the appointment of the external auditor, who is currently appointed by the Auditor General for Scotland, for his/her remuneration.
6. To agree the scope of the external auditor's work and determine any non-audit services to be provided.
7. To consider the College's annual financial statements after review by the Finance Committee and prior to submission to the Board focusing in particular on any changes in accounting policy, major judgemental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Scottish Funding Council's Financial Memorandum.
8. To review the external auditor's Management Letter and management's response, and having direct access to the external auditor, including an annual closed meeting.
9. The committee may sit privately without any non-members present for all or part of a meeting if they so decide.
10. To review relevant reports from the Scottish Government, Auditor General for Scotland, Scottish Funding Council and other organisations.
11. To monitor the performance and effectiveness of external and internal audit.
12. To monitor and review the College's Strategic Risks and Risk Management Strategy, and review Risk Management Action Plans as appropriate, to ensure that the College's approach to managing the risks is appropriate and adequate.
13. To maintain oversight of whistleblowing, anti-fraud, anti-money-laundering, and anti-bribery policies

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<sup>1</sup> Revision agreed: Audit Committee Feb 2018

14. To maintain oversight of the management of Data Protection.(PC - June 2018)
15. To ensure that all significant losses, including those in excess of the delegated limits set out in Financial Memorandum, have been properly investigated, and that the internal and external auditors and the Scottish Funding Council have been fully informed of all such losses.
16. To ensure the committee operates in compliance with the terms of the Scottish Public Finance Manual and the Glasgow Colleges' Regional Board Financial Memorandum.
17. The Committee will report annually to the full Board of Management.
18. Undertake a self-evaluation exercise annually to ensure that the Audit Committee complies with best practice in relation to governance and that the internal and external audit service is satisfactory.

## **CITY OF GLASGOW COLLEGE**

### **Development Committee of the Board of Management<sup>1</sup>**

#### **Terms of Reference**

1. To conduct an ongoing strategic review of the College's commercial and international activities ensuring alignment with the College's Strategic Plan.
2. To receive and review reports on the College's commercial and international activities, to consider, assess, and manage associated risks, and new opportunities, and to oversee the implementation of new business, international and commercial activities.
3. To review and report on any significant investment opportunities, development opportunities, and associated benefits and risks to the Board of Management.
4. To provide co-ordination in respect of development related policies and decisions of relevance to more than one Committee of the Board or policies and decisions of particular significance, if deemed appropriate by the Board, and to instigate review and consideration of policy change.
5. To oversee the development and implementation of significant policy or strategic changes, if so requested by the Board of Management, and thereafter to report to the Board of Management on such matters.
6. To provide strategic oversight of College research related matters, referring to the Learning and Teaching Committee as appropriate.
7. To receive reports on and to consider the implications of relevant sectoral and non-sectoral, regional and national policy change and development to ensure that the College's Strategic direction is informed, up to date, proactive and responsive to external priorities.
8. To consider and make recommendations to the Board of Management on any development related matters of unusual or special interest not within the remit of another Board Committee.

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<sup>1</sup> Reviewed Devt Committee January 2018

## **CITY OF GLASGOW COLLEGE**

### **Finance & Physical Resources Committee of the Board of Management**

#### **Terms of Reference**

1. To carry out the Board of Management's constitutional delegation in financial matters, and in all matters relating to the College's estate, property and facilities, including ensuring the discharge of the Board's responsibilities for land and assets transferred to and vested in it.
2. To carry out the oversight duties assigned to the Committee in the Financial Regulations ensuring, on an annual basis, that these are fully compliant with the Financial Memorandum.
3. To provide advice to the Board of Management on all significant matters related to the College's finances, estate, property and facilities.
4. To review, approve and monitor the implementation of the College's financial and estates strategies and associated plans, and to submit appropriate reports and recommendations to the Board on these strategies and plans.
5. To receive and approve the annual budget and final accounts for recommendation to the Board.
6. To receive and approve applications to the College and Sector Foundations.
7. To receive and consider advice from advisory committees on major items of capital expenditure.
8. To receive and discuss health and safety reports of the College's operation where these relate to the estate and facilities, and to report on these to the Board of Management.
9. To receive and discuss College procurement reports
10. To consider as necessary any relevant matters requiring attention which are not included in the terms of reference of other Committees of the Board.



**CITY OF GLASGOW COLLEGE**  
**Learning and Teaching Committee of the Board of Management**

**Terms of Reference**

1. To provide reports, advice and recommendations to the Board of Management on academic policies and procedures, on matters relating to the curriculum, quality and learning, teaching and support, and on the role and composition of the Academic Board.
2. To undertake high level review of:
  - key aspects of academic performance, including student retention, progression, attainment and achievement;
  - performance on admissions, access and inclusion;
  - arrangements for articulation and partnership
  - approaches to learning and teaching, including the use of IT resources
  - the volume and themes of student complaints, and their handling and outcomes.
3. To reflect on trends in education and encourage innovation and curriculum development to ensure that the College is successfully serving the needs of its internal and external stakeholders and is preparing effectively to meet future needs.
- 4.. To maintain an overview of academic quality assurance and improvement standards and outcomes by reviewing reports from the Academic Board and other relevant sources, both internal and external, including feedback and evaluation from student and stakeholder surveys.
5. To review student induction and support mechanisms.
6. To consider matters concerning student discipline.
7. To monitor the conduct of the academic appeals process.

## **CITY OF GLASGOW COLLEGE**

### **Performance & Nominations Committee of the Board of Management**

#### **Terms of Reference**

##### **Note**

In these terms of reference the words “senior staff” include the Principal, Depute, Vice and Assistant Principals, and all staff at Executive Director or Director level or equivalent.

##### **Performance**

1. To keep the College’s Balanced Scorecard under review, to monitor its alignment with the College’s Strategic Plan, and to review progress and outcomes.
2. To monitor overall College performance with reference to the College Strategic Plan and relevant quality indicators.
3. To evaluate the preparedness of the College to meet the challenge of achieving the aims and objectives of the Strategic Plan.
4. To review senior staff performance regularly against agreed targets.
5. To consider the strategic viability, effectiveness and efficiency of any area of College activity, and to make recommendations to the Board of Management as appropriate.

##### **Nominations**

6. Within the context of applicable legislation and associated government guidance, the College Scheme of Delegation and Standing Orders, and relevant guidelines on standards in public life, to manage the process by which Members of the Board of Management are recruited, selected, and recommended for appointment.
7. To consider objectively, transparently and fairly candidates for Board Membership, and to make recommendations for appointment to the Glasgow Colleges’ Regional Board.
8. To monitor and evaluate the composition, skills and experience base and representational balance of the Board of Management, taking account where relevant of the terms of office of Members, and of issues of diversity and equalities.
9. To receive and review evaluation reports on Board performance, and on the development of Members.
10. Where the Board of Management so determines, to provide assistance in identifying, selecting and recommending candidates for appointment to senior staff positions in the College, and to senior positions in College subsidiaries or any other body to which the College is entitled to make appointments.

##### **General**

11. To take decisions on behalf of the Board of Management in instances of emergency or high urgency where it is not feasible to convene a full Board meeting, and to inform all Board Members without delay of any decisions taken under this delegated authority.

**CITY OF GLASGOW COLLEGE**  
**Remuneration Committee of the Board of Management**

**Terms of Reference**

**Note**

In these terms of reference the words “senior staff” include the Principal, any Depute, Vice and Assistant Principals, and all staff at Executive Director or Director level or equivalent.

**Remuneration**

1. To review at least annually the performance, remuneration, and terms and conditions of the Principal and, in turn, other senior staff, adopting a process consistent with the Code of Good Governance for Scotland’s Colleges.
2. To consider proposed staff severance arrangements for senior staff, and to make recommendations as appropriate to the Board of Management.
3. To determine the appropriate guidance for Board member expenses.
4. To demonstrate efficient and effective use of public funds in the committee’s decisions, so that they reflect the performance of the organisation and the requirement for its ongoing financial sustainability.

## **CITY OF GLASGOW COLLEGE**

### **Students, Staffing and Equalities Committee of the Board of Management**

#### **Terms of Reference**

1. To regularly consider and request reports and performance information in relation to all matters relating to staffing, students and equalities, including employee relations, organisational culture, staff welfare and health and safety, student funding and admissions, which are not directly relevant to the work of other Committees and, where necessary, to periodically review, instigate review and to approve the College's policies and strategies in relation to such matters.
2. To make recommendations to the Board on any matters of significance which fall within the remit of this Committee.
3. To regularly consider and approve the College's staffing strategy and to maintain an overview of its organisational structure.
4. To receive regular performance reports on all relevant matters including health and safety, the staff resource, turnover, sickness and absence.
5. To consider and approve the College's staff development policy and to receive reports in order to monitor performance.
6. To approve the parameters under which the Executive Leadership Team is authorised to negotiate pay and conditions of service and to receive reports and provide advice on pay negotiations and agreements, including National Bargaining.
7. To monitor and review the effectiveness of the College's employee relations, of its arrangements for negotiation and consultation, of its processes for dealing with discipline and grievance, of its Recognition and Procedure Agreements, and of other aspects of employee relations.
8. To consider and review the College's HR Policies.
9. To receive reports in order to monitor and review the Learning Agreement with the recognised trades unions and the work of the College's Union learning representatives;
10. To regularly consider reports from and related to the Student Association and address any issues raised by the Association.
11. To regularly consider reports relating to student engagement, and to monitor and review performance
12. To consider and approve the College's equality statement and its equality and diversity policies relating to both staff and students, to ensure that they comply fully with statutory requirements and are reflected in the College's strategic and operational plans so that equality and diversity forms an integral part of decision-making in the College.
13. To monitor the implementation of the College's policies on equality and diversity, and to review regularly its performance on key indicators in relation to age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.