Board of Management

Date of Meeting	**Wednesday 24 March 2021**
Paper No.	**BoM5-F**
Agenda Item	**5.3**
Subject of Paper	**Board External Effectiveness Review Report 2021**
FOISA Status	**Disclosable**
Primary Contact	**Paul Clark, College Secretary/Planning**
Date of production	**16 March 2021**
Action	**For Discussion/ Decision**

1. Recommendations

1. To review and endorse the External Effectiveness Review, conducted by John Downie from November 2020 to February 2021.

2. Purpose of report

2.1 The purpose of this report is to enable a final review of the External Effectiveness Review, prior to publication.

3. Context

3.1 The Code of Good Governance for Scotland's Colleges (2016) requires all College boards to undertake an External Effectiveness Review every three years. For the most recent cycle of reviews, this was extended to April 2021 in the light of pressures upon the sector due to the Covid pandemic.

3.2 An external reviewer was appointed via the College Development Network, following a tender process guided by the College's Procurement Team, overseen by the Chair, Vice Chair, and College Secretary.

3.3 Board participation in the Review consisted of a desk review of Board governance documentation, a survey of Board members views, individual interviews with Board members, a full Board meeting observation, and a Board workshop (conducted online).

3.4 Board members have been provided with advance sight of the draft, and an opportunity to feed back any further comments.

3.5 This is a very positive report, acknowledging our Board as a "High calibre...professional and high performing Board that is passionately committed to the College and its students". Nevertheless there are several very useful recommendations for improvement, most of which emerged from members' inputs.

4. Impact and implications

4.1 This report is a key record of the Board's performance, and provides assurance of good governance practice both to the Board itself, and to its stakeholders.

4.2 This is a public document, to be published on the College website, and forwarded to the Scottish Funding Council, and therefore has broad potential impact on how the College is perceived in terms of good governance.

4.3 This report reports positively on compliance with the Code of Good Governance.

Appendix: External Effectiveness Review 2021 Final Draft.

City of Glasgow College

Externally Facilitated Effectiveness Review

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1 INTRODUCTION

The Code of Good Governance for Scotland's Colleges (the Code) sets out the principles of good governance for colleges in Scotland. This review is against the 2016 Edition of the Code.

All colleges that receive funding from the Scottish Funding Council or a regional strategic body must comply with the Code as a condition of grant. Each board must state its adoption of the Code in its corporate governance statement contained within its annual financial statement.

The five principles set out in the Code provide a framework within which colleges are expected to develop their own policies and procedures.

The Code states that the college board must have in place a robust self-evaluation process. Para D. 23 states

'*The Board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years'.*

'The Guide for Board Members in the College Sector' and the 'Board Development Framework' provide additional guidance for college board members and college board secretaries.

Methodology

This external effectiveness review included several stages aimed at building up an overview of the board's effectiveness. The components of the review process were:

- Initial meeting with the Chair, Principal and Board Secretary to agree the scope of the review and the overall project plan – **18th November 2020**.
- Desk review of core governance documentation, including agendas and reports and minutes **– Week of 9th of November 2020.**
- Board survey to seek Members' views of governing processes – **25th November to 6th December 2020.**
- Interviews with **12 of the 18 Board Members – 8th, 9th & 10th of December 2020 and 5th & 12th of January 2021**
- Observation[1] of Board meeting – **16th December 2020.**
- On-line Board Workshop to test review conclusions and recommendations – **5th February 2021.**

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[1] It should be noted that at the time of Covid-19 pandemic, governing board and committee meetings were taking place 'on-line'. Thus, reference to the observation of meetings should be understood as observation of on-line college governance meetings. Such meetings are obviously different from the dynamic of face-to-face governing meetings. However, given the circumstances, it is the effectiveness of on-line governing which is being commented on in this review.

2   EXECUTIVE SUMMARY

A high level, high calibre Board with breadth of different backgrounds that takes its duties seriously and with rigour. It has a diversity of expertise, experience and thought with people on it who have a genuine and real commitment to the College.

A very professional and high performing Board that is passionately committed to the College and its students, with a desire to take the College forward. There is a willingness to do more, on the right things, particularly as the College faces the challenges of a post Covid-19 world.

There is a high level of scrutiny and a healthy level of challenge by the Board, particularly at Committees level, with the Board acting in a '*critical friend*' role to Principal and Executive Team.

The Board is very explicit, and passionate in its desire, in ensuring that the College's students get the best learning experience. It is '*student centred*' in its approach and the student experience is '*front and centre*' of Board discussions. This is evident from its discussions and in its strategic decision making.

Overall, Board members were very satisfied with the performance and effectiveness of the Board and there was a consensus that while no major issues or changes were required, members recognised and highlighted areas where '*improvements*' could be made.

There was a high level of consensus across the evidence gathered, with broad agreement on the key issues and areas for '*improvement*'.

To improve on its effectiveness, the Board is in marginal gain territory and the consensus was clear, that the small incremental improvements (suggested by members) when added together, will they believe make a significant improvement to the effectiveness of the Board.

Board members want to:

- Have more opportunities to critically think through, test and challenge strategic context and direction of College
- Better and fully utilise the skills, experience, and expertise of the Board
- Further develop the Board as a team
- Work smarter and be more data '*savvy*'
- Have more understanding, visibility, and involvement on key issues i.e., succession planning and stakeholder engagement

There is a desire and willingness by members to give more time and energy to promoting the College (for example, in an Ambassador role) and have a greater practical involvement to support the delivery of the new Stakeholder Engagement Strategy

3 EFFECTIVENESS REVIEW AGAINST THE CODE FOR GOOD GOVERNANCE IN SCOTLAND'S COLLEGES

3.1 Leadership and Strategy

The Board determines the vision, direction, and values for the College and members feel that they are effectively contributing to these areas.

The Chair, and Principal have a very effective and respectful working relationship and provide strong leadership for the Board and College.

The Chair is clear about his role, has an inclusive approach, seeking contributions from all members, and works to reach consensus. Members feel that the chair is accessible and open to feedback.

The founding Principal provides strong and visionary leadership for College and is highly respected within the education sector as a highly successful Principal and CEO, a published academic and co-author of the Cumberford-Little report. He is also very engaged with, and highly respected by stakeholders in private, third and public sectors in City of Glasgow, Scotland, the UK and Internationally

To prepare for a post Covid world a new stakeholder engagement is in development. The Principal and the Board recognise that this is an area where there has been a lack of clarity and that needs greater focus. It is an area that will provide an opportunity for further strategic leadership contributions from the Board and the utilisation of their extensive networks.

Overall, Board members recognise, and act on the basis, that their role is strategic and not operational.

Strategy
Board members are satisfied that the Board contribute to strategic planning but overall, the general view is that strategy (its context and key challenges) needs to more fully discussed.

While the strategic direction of the College frames Board decisions, some recent Members struggle to see to see how they arrived at the strategic direction and the link from strategy to decisions taken by Board.

A factor in this and potentially limiting wider discussion is the Board's on-going iterations of longstanding and successful strategies over the past 10 years, and its current Blue Ocean 2017-2025 Strategic Plan that some members may not have been involved in the development of.

Another factor may be the question of how much strategic freedom the Board actually has, since its reclassification when it was assigned to the Glasgow Regional Board, and more closely aligned to the direction from the Scottish Funding Council and the legislative and public policy requirements from the Scottish Government.

Board members are clear that they want to have more opportunities to critically think through, test and challenge the strategic context, issues, and direction of College,

particularly given the hybrid nature of this Super College and the challenges of a post Covid-19 world.

Succession planning
There is a view that succession planning is an area that lacks visibility at both the Board and Committees. While informal discussions take place, there was overall agreement that it is important for good governance and risk management, that succession planning has more visibility and thinking, and more formal discussions at Board and Committees.

This is perhaps surprising, given that there has been longstanding thinking on succession and talent management, by the Principal and Executive team, shared with the Board via Board papers, with plans in place. One possible factor in the current perception of some Board members, is that succession planning is an issue that long-serving Board members feel is in hand and has only now come into the radar of more recent members who have not so far participated in such discussions.

This is an area where the Board need to ensure that the balance and boundaries of their role is strategic and not operational.

In the medium term to longer term, the critical issue for the Board is thinking through and planning for the seamless succession of senior Board members, the Chair, the Principal and senior staff.

3.2 Quality of the Student Experience

The Board is very focussed on being '*student centred*' and the student experience is '*front and centre*' of Board discussions and every decision puts students first.

This is evident from its discussions and its strategic decision making, with the Board very explicit and passionate in its desire to ensure that students get the best learning experience.

The Board Student members are active participants at the Board sit on a range of subcommittees.

The College's challenges in the provision of blended/remote learning for and in communicating with students during Covid-19 has been a key issue and there have been significant improvements in the provision these areas from Lockdown 1 to Lockdown 2.

The challenges of dealing with Covid-19 and its impact on the College, particularly on the learning experience and mental health of students were clearly a priority concern of the Principal and staff, who were very well informed on the issues and reported back to Board on key areas of concern. The Principal was very alert to digital poverty and ensured that all students who needed to borrow a laptop, got one.

3.3 Board Accountability

Challenge

There is a high level of scrutiny by the Board at both Sub-Committee and Board level, and overall, there is a healthy level of challenge by the Board and detailed challenge when necessary on key issues.

However, the consensus is that the Board is more likely to be more supportive of the Executive rather than actively re-directing or challenging.

This is due to several factors, including: a strong and proven Executive team, the discussions and level of challenge that happens at Sub-Committees, the quality of papers/proposals from the Executive, and the expertise/experience and questioning from Board.

There is a high level of expectation from the Board that if they are not '*content*', the Executive will come back with the right information/evidence/answers.

The Board is acting in the role of '*critical friend*' to Principal and Executive Team.

Risk

Risk is '*front and centre*' of the Boards discussions and there are comprehensive and robust systems and process in place within the Board and Committee structure.

The Board and Committee structure is very well aligned on risk and each Committee looks at the risks within its remit – risk is a regular standing item on Committee agendas, giving strong visibility of risk and who is responsible for its management and mitigation.

The Committees clearly dig deep into issues and play an effective role in challenging, guiding, monitoring, and supporting both the overall Board and Executive Team.

The impact of Covid-19 on the College and students has been a priority issue, with an active process of monitoring and response from the Executive Team, with the Board and Committees assessing and responding to the changing environment though the Risk Register.

Committees

The Board Sub-Committees are working effectively. The Committees' remits are clear and there is a clear devolution of responsibilities and decision-making that has created a highly effective Committee structure. There is a high level of trust in the work undertaken by the Committees.

The Committees dig deep into issues and overall play an effective role in challenging, guiding, monitoring, and supporting both the Board and Executive Team.

Committees regularly meet and are effectively supported by staff from across the College.

3.4 Board Effectiveness

A high level, high calibre Board with breadth of different backgrounds that takes its duties seriously and with rigour. It has a diversity of expertise, experience and thoughtful people on it who have a genuine and real commitment to good governance and the College.

An extremely high performing professional Board who are passionately committed to the College and its students, with a strong desire to take College forward as a pioneering hybrid institution. There is a willingness to do more, on the right things, particularly as the College faces the challenges of a post Covid-19 world including TDAP and digital transformation.

Strengths:
- The culture is open, inclusive, and transparent and one of teamwork. It is a serious and professional Board with a productive, positive, and supportive culture.
- It is a very involved Board and works well as a team - there is an impressive collegiate approach and a genuine desire to build on and improve the teamwork which is strong.
- The College has in the overall view of the Board a strong Principal and Executive Team, which they have confidence in.
- The relationship with Principal and the Executive Team is good – there is a high level of respect for and high level of expectation of the Executive team.
- The structure of the Board and its approach to its Sub-Committees is working well.
- The Committees' remits are clear and there is a clear devolution of responsibilities and decision-making that has created a highly effective Committee structure.
- The well organised and effective support from the Board Secretary is one of Board's key underlying strengths

Information
Board members are given and do access (through a real time KPI Dashboard) a huge amount of relevant information, the quality of Board papers is exceptionally good and there is a high level of transparency.

However, some members feel that there is perhaps information overload and there is still too much detail reaching the Board.

The reports to the Board, while of excellent quality are often too long and need to be more concise and have an Executive analysis that draws out key issues/performance factors to help the Board members make better decisions.

There is a strong sense that the Board want to be more data '*savvy*' and that to make better decisions and for more impactful scrutiny.

Training/Development
There is a Board Development Plan, which draws on Board and Committee self-evaluations for planned development topics.

Board members undertake core training and are informed of opportunities for training and development, but it is currently '*ad hoc*' and reactive and the decision is left up to Board members individually on what training/development to take up.

Overall, there was a consensus that Members want more formal approach to training and development. With a programme tailored to both the collective needs of the Board and individual members in their different roles and responsibilities i.e., Committee Convener, Committee Member, Ambassador, etc.

The recommendations from this report will inform a revision of the Development Plan.

3.5 Relationships and Collaboration

This is a very involved Board which works well as a team but one that recognises the need to ensure they fully utilise the skills, experience, and extensive expertise of all Members and further develop and improve the Board as a team

There is a strong view amongst Members that more informal opportunities to meet as team – to build better relationships, to get to know people and understand where people are coming from, will improve teamwork and Board effectiveness.

Members also see the need to be more engaged with and spend more time building relationship with Executive and wider teams across the College, with the aim of ensuring that the skills, experience, and expertise of Board are fully utilised in support of the College's ambitious plans.

Stakeholder Engagement
Stakeholder engagement is led by the Principal, but there is a lack of visibility and clarity within the Board on current activity and is an area where as well as contributing to the development of a refreshed strategy, more members want to offer and utilise their networks on behalf of the College.

A new stakeholder engagement strategy is in development for a post Covid-19 world this is a critical area where the Board's strategic role and members contribution at a practical level combine.

As well as utilising their sector contacts and relationships, Members can contribute practical ideas, on how they can support the Executive team and College Faculties to deliver on the new strategy.

The strategy should define roles for Board members and have clarity on what they can contribute and do and how they could work with Faculties and Directorates that are aligned with key industry sectors.

While the Board's sub-committees will have the more detailed discussions on the scope and content of this new strategy, including developing linkages with the role of Board members as Ambassadors, the Board needs to maintain strong strategic oversight.

Ambassador Role
This is an area that as part of the Stakeholder engagement can be further built on and developed to make better use of Board Members.

While not everyone sees themselves as an Ambassador or has the confidence, it is clear this is an area where Board members believe they can as part of the stakeholder engagement strategy contribute even more.

Further discussion is needed by the Board to define this Ambassador role – to clarify and structure the role and the levels of its requirements and identify training needs.

To understand role and parameters and how it would support and align with the Principal and Executive team and SMT in representing the College and engaging stakeholders.

Diversity
The last round of recruitment for new Board members was a positive process that enhanced the mix of skills, experience, and expertise on the Board. Using a skills matrix based on the needs of the Board, there was a transparent and robust selection process that Board members put a lot of time and effort into.

However, there was a genuine but unsuccessful effort to reach out to BAME communities to overcome the lack of ethnic diversity on the Board. It is an issue the Board are very aware of and will undoubtedly be an issue they will be looking to address in the next round of recruitment.

4   RECOMMENDATIONS

1	**Strategy** Ensure the Board has more time and opportunities to critically think through, test and challenge the strategic context, issues, and direction of College, particularly with the challenges of a post Covid-19 world. • More involvement and use of the knowledge and expertise of Board members in the development of the papers that inform strategic discussions • Change the format of strategy day to enhance discussion and improve teamwork and use an external facilitator
2	**Succession Planning** Succession Planning must be more visible and there is a need for better understanding of succession planning in a strategic and operational context The Board should: • Have more formal discussions within the Board and Committee structure. • Be thinking through and planning for the succession of both Board members and senior staff.
3	**Training and Development** Develop a Training and Development programme tailored to collective needs of the Board and individual members in their different Board roles i.e., Committee Convener, Committee Member, Ambassador, etc. The development programme should have a strong link to the Board and Committees thinking on succession planning, stakeholder engagement and the Ambassador role to ensure future opportunities and development are clear and fit best for the Board and individual Members.

4	**Stakeholder Engagement Strategy** More involvement of the Board in the development of the new stakeholder engagement strategy, recognising that their role is strategic and not operational but can be practical. To fully utilise the knowledge and contacts of the Board, discussions are needed with the Executive Team to define: • The scope of the new strategy. • The role of members, to ensure clarity on what and how they can practically contribute their skills, knowledge, contacts, and ideas. • How members would support the Executive team and Faculties to deliver on the strategy. • Its linkage to the role of Board members as Ambassadors.
5	**Ambassador Role** A discussion to develop and define the role of Board Members as Ambassador's for the College. Discussion at Board and Committees to: • Clarify and structure the role, its purpose and parameters, and the levels of its requirements and identify training needs. • Clarify how it would work with Executive team and College Faculties in representing the College as part of the new Stakeholder Engagement Strategy. • Maximise the expertise and time of members e.g., by freeing specific members from Committee responsibilities to use in an Ambassador role within the stakeholder engagement strategy.
6	**Board Effectiveness** The Board and its Committees should consider and agree on a series of measures to help the Board work smarter and be more data '*savvy*'. This should include measures on: • Streamlined and smarter Board papers • How the Board gain a better understanding of the data it needs and uses, for more informed scrutiny and decisions • How the Board, with a high level of Committee scrutiny and assurance, better inform the information/papers that need to go to the Board and Board meeting agendas
6 A	The specifics of the improvements in **Recommendation 6**, suggested by members in 1-to-1 interviews and the workshop group, for the Board to discussion and consider are: Streamlined and smarter Board papers: • All Board papers to have a covering paper – 1 side A4, highlighting, professional analysis - not description of paper – covering purpose, status, and key issues/data to help Board members decisions. • The Board should consider the use of one comprehensive performance report, where the relevant sections have been considered by the appropriate committees with only an executive summary being submitted to the Board.

Data:
- The Board need to gain a better understanding on data – what data they want to see, and to better understand that data's meaning and its impact.
- Board and Committee papers and reports should have a consistent approach in how data is presented.

Board:
- The Board should consider the role of the Performance and Nominations Committee, an all-Convenor forum that includes the Board Chair, in contributing to the development of upcoming Board meetings agendas.
- Committees have the responsibility to undertake scrutiny and provide assurance to the Board, with detailed discussion of papers at the Board being the exception.

Induction Process
The Board induction process is good but to ensure a smarter process would benefit from more detailed '*briefing pack*' in Admin Control, including:
- '*Legacy*' documents with key background: on where College came from – history, how reached this point - its strategic and operational development, and its success.
- Full biographies of Board members, Executive Team and key wider staff members covering skills, experience, and expertise.
- New Board members would also benefit from '*getting to know you*' sessions with Board colleagues and in particular, the Executive Team and key staff to ensure they can fully utilised.
- New Board members would also benefit from a combination of a discussion with the Chair and Principal pre and post their first Board meeting

| 7 | In planning for Board meeting in a post Covid-19 world and for governance development for members, it is worth the Board considering the following recent CDN papers:

 https://www.cdn.ac.uk/wp-content/uploads/2020/12/Virtual-Governance-Report.pdf

 https://professionallearning.collegedevelopmentnetwork.ac.uk/course/index.php?categoryid=29 |

5 ANNEX 1

Document Review

College
- City of Glasgow College Strategic Plan 2017-2025.
- Annual Report and Accounts 2018-19.
- Assurance Framework – November 2020
- Annual Review 2017 - 2018.
- Glasgow College Regional Board Financial Memorandum.
- Papers in the Policy, Plans and Reports section on College website
- Equality, Diversity, and Inclusion – Policies and Practice Documentation

Board
- Management and Board Committee papers
- Board Development Plan 2019 – 2020
- Member profiles
- Committee Remits, Memberships, & Member Tenures
- Board Meeting Schedule
- Board Application Pack
- Board Terms of Appointment
- Board of Management 2017 Paper: Succession Management
- Board of Management 2015 Paper: Talent Management (for SMT) – Inspiration, Excellence, Innovation

Board Evaluation
- External Review of Governance Report 2017.
- Self-Evaluation 2019 Report
- Committees & Conveners Self-Evaluation Report 2019-20
- Training Events – CPD Log
- Skills Matrix – February 2020

Governance Information available to Board Members
- Governance Portal – includes links to relevant to Role/Governance i.e., OSCR
- Code of Conduct 2014
- Code of Good Governance
- Regional Constitution Guide.
- Guide for College Board Members
- Scheme of Delegation & Standing Orders
- Legislation & Regulation: Informal Summary
- College Governance – Guide to Legislation

Footnote

The reviewer would like to thank the Chair, Board Members, Principal, Board Secretary, and the PA to the Board for their assistance and insight with this external effectiveness review.