

Board of Management

Date of Meeting	4 April 2023
Paper No.	BoM5-F
Agenda Item	4.4
Subject of Paper	Review of Committees
FOISA Status	Disclosable
Primary Contact	Drew McGowan College Secretary
Date of production	27 March 2023
Action	For Discussion and Decision

1. Recommendations

- 1.1 To discuss the current and proposed Board committee structures.
- 1.2 To decide on a preferred approach and agree that terms of reference, confirming remit and membership, of the committees will be tabled for approval at the Board's meeting in June.

2. Purpose

2.1 To consult the Board on changes to the committees ahead of final terms of reference, confirming remit and membership, being tabled for approval in June for implementation in the new academic year.

3. Consultations

3.1 The Board's current and potential committee structures have recently been discussed with the Chair, Vice Chair and Principal. Those discussions have informed this paper.

4. Key Insights

4.1 With the appointment of a new College Secretary, and changes in the College's environment and the Board's membership, it was agreed that the committee structure would be reviewed. The aim of this review is to ensure the Board's committees continue to have balanced business and membership, ensuring proper deliberation and scrutiny as well as the best use of Board members' time.

4.2 The Board currently has eight committees. The committees have mixed levels of membership and are scheduled to meet three or four times per year. Both options for a new committee structure propose a reduction in the number of committees from eight to six, with membership taking the quoracy rule of at least half of present members being non-executives and members ordinarily serving on two committees into account.

4.3 Under both proposals, it is suggested that the Performance and Nominations Committee and the Remuneration Committee are merged to become the Conveners' Committee. The current committees share the same membership, with the exception of the Principal in Remuneration, and were once one committee. The performance oversight would be shared by the Board and all committees.

4.4 Acknowledging that Art Foundation has not met since 2019 and the College's financial and funding situation has altered since then, it is recommended in both options that it is removed from the Board's committee structure at this time. The Chair is keen to find an alternative solution for the Art Foundation that is both effective in promoting arts and crafts and cost-efficient.

4.5 Oversight of student funding and admissions, currently with the Students, Staffing & Equalities Committee, would move under the retitled Learning, Teaching & Student Experience Committee under both proposals. The Students, Staffing & Equalities Committee would be retitled as the People & Culture Committee.

4.6 The two options tabled for consideration propose that estates, facilities and property be moved from Finance & Physical Resources, which would become the Finance Committee. Option one suggests estates and facilities be transferred to the retitled Development and Estates Committee. Option two, on the other hand, suggests a transfer to the retitled People, Culture & Estates Committee.

5. Impact and Implications

5.1 Reviewing the structure of the Board's committees is an opportunity to make necessary changes and ensure governance arrangements are continuously reviewed and improved.

Current Board Committee Structure

Committee	Remit	Membership	†	Frequency
Art Foundation	Encourage and sponsor arts/crafts Curate loaned and donated art	1 Non-executive members 1 Principal 6 Co-opted members	2	3 scheduled meetings per year; however, no meetings have taken place since 2019.
Audit & Assurance Committee	Internal and external audit Risk management and assurance Data protection	3 Non-executive members	3	4 scheduled meetings per year.
Development Committee	Commercial/international activity College company Innovation, research and policy	4 Non-executive members 1 Principal 1 Co-opted member	5	3 scheduled meetings per year.
Finance & Physical Resources Committee	Finance Procurement Health and safety Estates, property and facilities	2 Non-executive members 1 Principal 1 Student member	4	4 scheduled meetings per year.
Learning & Teaching Committee	Learning, teaching and support Student experience Disciplinary, appeal and complaints	3 Non-executive members 1 Principal 1 Student member 1 Staff member 1 Co-opted member	6	4 scheduled meetings per year.
Performance & Nominations Committee	Performance Recruitment and selection Development/succession planning Emergency decision-making	6 Non-executive members 1 Principal	7	4 scheduled meetings per year.
Remuneration Committee	Remuneration/terms and conditions Severance of senior staff	6 Non-executive members	6	4 scheduled meetings per year.
Students, Staffing & Equalities Committee	Human resources Organisational development Equality, diversity and inclusion Student funding and admissions	3 Non-executive members 1 Principal 1 Student member 1 Staff member 1 Co-opted member	6	3 scheduled meetings per year.

† - Total number of members with voting rights.

New Board Committee Structure: Option 1

Committee	Remit	Membership	†	Frequency
Audit & Assurance Committee	Internal and external audit Risk management and assurance Data protection	4 Non-executive members	4	4 scheduled meetings per year.
Conveners' Committee	Recruitment and selection Development/succession planning Remuneration, severance and T&Cs Emergency decision-making	6 Non-executive members	6	3 scheduled meetings per year.
Development & Estates Committee	Commercial/international activity College company Innovation, research and policy Estates, property and facilities	4 Non-executive members 1 Principal 1 Student member 1 Staff member	7	3 scheduled meetings per year.
Finance Committee	Finance Procurement	4 Non-executive members 1 Principal 1 Student member 1 Staff member	7	4 scheduled meetings per year.
Learning, Teaching & Student Experience Committee	Learning, teaching and support Student experience Disciplinary, appeal and complaints Student funding and admissions	4 Non-executive members 1 Principal 1 Student member 1 Staff member 2 Co-opted members	7	4 scheduled meetings per year.
People & Culture Committee	Human resources Organisational development Equality, diversity and inclusion	4 Non-executive members 1 Principal 1 Student member 1 Staff member 2 Co-opted members	7	3 scheduled meetings per year.

† - Total number of members with voting rights.

New Board Committee Structure: Option 2

Committee	Remit	Membership	†	Frequency
Audit & Assurance Committee	Internal and external audit Risk management and assurance Data protection	4 Non-executive members	4	4 scheduled meetings per year.
Conveners' Committee	Recruitment and selection Development/succession planning Remuneration, severance and T&Cs Emergency decision-making	6 Non-executive members	6	3 scheduled meetings per year.
Development Committee	Commercial/international activity College company Innovation, research and policy	4 Non-executive members 1 Principal 1 Student member 1 Staff member	7	3 scheduled meetings per year.
Finance Committee	Finance Procurement	4 Non-executive members 1 Principal 1 Student member 1 Staff member	7	4 scheduled meetings per year.
Learning, Teaching & Student Experience Committee	Learning, teaching and support Student experience Disciplinary, appeal and complaints Student funding and admissions	4 Non-executive members 1 Principal 1 Student member 1 Staff member 2 Co-opted members	7	4 scheduled meetings per year.
People, Culture & Estates Committee	Human resources Organisational development Equality, diversity and inclusion Estates, property and facilities	4 Non-executive members 1 Principal 1 Student member 1 Staff member 2 Co-opted members	7	3 scheduled meetings per year.

† - Total number of members with voting rights.