

Board of Management

Date of Meeting	26 March 2025
Paper No.	BoM3-J
Agenda Item	4.1
Subject of Paper	Governance Report
FOISA Status	Disclosable
Primary Contact	Drew McGowan Associate Director of Governance and Risk
Date of production	13 March 2025
Action	For Noting

1. Recommendations

1.1. To note the update on governance matters in the last quarter.

2. Consultation

- 2.1.** In progressing the matters outlined in the Governance Report, various colleagues in the College and across the sector have been engaged.

3. Key Insights

- 3.1.** Members are asked to note updates on the following matters:

- Board Membership
- Board Recruitment
- Students' Association Elections
- Financial Memorandum Breach
- Dissolution of GCRB
- Training and Development
- Annual Reviews
- Committee Vice Convener Appointment
- Vice Chair
- Charity Law Changes
- Committee Business

4. Impact and Implications

- 4.1.** 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.

Appendix 1: Governance Report

Governance Report: March 2025

Board Membership

1. In December, UNISON Scotland and the College worked together to undertake a nomination process to fill the trade union Board member vacancy. As a result, M McClellan was nominated and appointed to the Board for a four-year term.
2. C Montgomery stepped down from the Board in January. EIS-FELA nominated D Green as a trade union Board member and will serve a four-year term. The Associate Director of Governance & Risk has facilitated induction sessions for both new Board members.
3. R Quinn and P Hillard have advised the Chair and Associate Director of Governance & Risk of their intention to stand down from the Board at the end of the academic year.
4. N Cameron and E Keep's first terms on the Board come to an end in June. Ahead of this, in January, the Conveners' Committee approved the submission of an extension request to the Glasgow College's Regional Board (GCRB). A decision is expected to be taken at the end of March.

Board Recruitment

5. In January, the Conveners' Committee also approved proposals for the recruitment of two new non-executive Board members and appointed panels, chaired by D Baillie, to oversee the process. C McCarthy, D Mackeen, L Heggie and P Vaker will serve on the shortlisting panel, while D Anderson and M McClellan will sit on the selection panel. C Munro, from the College Development Network, will join both panels as the Independent Panel Member.
6. Applications went live on [the College website](#) on Wednesday 12 March and will close on Wednesday 2 April at midnight. The College will co-host an information session for applicants with Changing the Chemistry on Monday 24 March, with the Principal and M Ahmad speaking about the College and our Board. Interviews are scheduled for Wednesday 7 May.
7. Following the news that P Hillard intends to stand down from the Board at the end of the academic year, the Convener's Committee will be asked at its meeting in April to consider enabling the selection panel to recommend up to three candidates for appointment to the Board.

Students' Association Elections

8. Polls opened for the Students' Association elections on Monday 17 March, with the results to be announced on Friday 21 March. The new Student President and three Vice Presidents will take up their posts in July. The Student President and a Vice President will join the Board of Management as student members.

Financial Memorandum Breach

9. The College received correspondence from the SFC, via the GCRB, regarding a breach of the Financial Memorandum. Upon being informed of this, the Principal requested that the College's internal auditors, Henderson Loggie, conduct an independent review of the matter and report their findings and recommendations to the Audit & Assurance Committee.
10. Henderson Loggie's report outlines that the identified issue arose due to an isolated human error where an incorrect salary figure was inadvertently entered into the master spreadsheet, resulting in an inaccurate payback period calculation being made for a single case. All three recommendations proposed by the internal auditors have been accepted by the Executive Leadership Team and will be implemented by the end of March to prevent a recurrence. The Principal has written to the GCRB to update them and share the report.

Dissolution of GCRB

11. In December, following the conclusion of the statutory consultation, the Minister for Higher and Further Education confirmed that the GCRB will be dissolved by the end of the current academic year.
12. This change, subject to approval by the Scottish Parliament, will result in the three Glasgow colleges being redesignated from 'assigned' to 'regional' colleges reporting directly to the Scottish Funding Council. This decision will also require the Scottish Government to undertake a process for ministerially appointed chairs.

Training and Development

13. The Board Development Day will take place on Wednesday 23 April at our Riverside campus. Sessions will be delivered by staff from our Faculty of Education & Humanities and the College Development Network. Full details will follow shortly.
14. CDN and the Institute of Directors are facilitating a 'Role of the Chair' training session on 1 April. Invites have been extended to committee conveners and vice conveners.

Annual Reviews

15. The Chair has now completed all Board members' annual reviews. The Senior Independent Member, P Hillard, has completed the Chair's annual review.

Committee Vice Convener Appointment

16. C Singh was appointed Vice Convener of the Audit & Assurance Committee at its most recent meeting.

Vice Chair

17. D Baillie has now returned to the Board from his leave of absence.

Charity Law Changes

18. The [Charities \(Regulation and Administration\) \(Scotland\) Act 2023](#) has introduced several measures to improve governance, accountability and transparency in charities while enhancing the powers of the Office of the Scottish Charity Regulator (OSCR). As a registered charity, the College – and our Board members as trustees – are naturally subject to these updates to charity law.
19. Starting in the summer of 2025, OSCR will require the College to submit the full name, home address, email address, telephone number and date of birth of all Board members. These details will be kept securely by OSCR, with the first and last name of each trustee being published on the Scottish Charity Register from the end of 2025. Board members will be able to apply for their name not to be published, but only where this might put safety or security in jeopardy.
20. The new legislation also expands the automatic disqualification criteria for trustees and senior managers. In addition to existing disqualifications, individuals are now automatically disqualified if they have been convicted of specific offences, including bribery, proceeds of crime, perverting the course of justice, terrorism or association with a proscribed group and sexual offences requiring notification. Disqualification also applies to those found guilty of misconduct or negligence as a public official or disobedience of a court order.

Committee Business

21. The Board receives regular updates from all its committees, with draft minutes being tabled for noting at each quarterly meeting. Below is a summary of key business from the recent committee cycle for the Board to be aware of.

Audit & Assurance Committee: Members received the report on the independent review of the Financial Memorandum breach, held a deep-dive on counter fraud and started a review of the Assurance Framework.

Conveners' Committee: The Committee approved plans for non-executive member recruitment and the submission of extension requests for two existing members. Members also received an update on Depute Principal recruitment.

Development Committee: Members reviewed and approved the updated Social Media Policy and discussed future options for international partnership working.

Finance Committee: The Committee approved capital expenditure for the next academic year and discussed the evolution of the funding formula for colleges, which early indications look positive for the College.

Learning, Teaching & Student Experience Committee: Members welcomed that overall student satisfaction had increased by 10 percentage points to 92% this year.

People & Culture Committee: The Committee discussed the Staff Wellbeing and Engagement Survey and Fair Work – both of which will be discussed at the Board meeting on Wednesday 26 March.