

## Conveners' Committee

Date of Meeting	28 April 2025
Paper No.	CC3-G
Agenda Item	4.1
Subject of Paper	Review of Committee Terms of Reference
FOISA Status	Disclosable
Primary Contact	Drew McGowan Associate Director of Governance and Risk
Date of production	3 April 2025
Action	For Discussion

### 1. Recommendations

- 1.1. To review the Committee's Terms of Reference and recommend any agreed amendments to the Board of Management for final approval.

## **2. Consultation**

- 2.1.** Members of the Committee are consulted annually on the Terms of Reference and have the opportunity to recommend any changes. Any agreed changes are tabled for the Board of Management's final approval.

## **3. Key Insights**

- 3.1.** Terms of Reference outline the purpose, remit, membership, meeting frequency and quoracy rules for the Board's committees. To support good governance, all committees review their Terms of Reference on at least an annual basis.
- 3.2.** In this review, the Associate Director of Governance and Risk has recommended changes for the Committee to consider on nominations for Fellowships and to the City of Glasgow International Ltd Board of Directors. These decisions are currently tabled at the Board of Management. However, delegating it to the Committee would allow for additional space and time for the Board to consider other matters. Members shared this feedback with the Chair during the recent annual review cycle.
- 3.3.** As the Glasgow Colleges' Regional Board will be dissolved on 31 July 2025, the Committee are also asked to replace a reference to the GCRB with the Minister.
- 3.4.** As outlined in the Standing Orders (Section 7.3) and the Scheme of Delegation (Section 2.3), amendments to the Terms of Reference can be agreed by the Committee; however, all changes must be recommended to the Board for final approval before they may take effect.

## **4. Impact and Implications**

- 4.1.** Reviewing the Board's governance documents, including the Terms of Reference for committees, is an opportunity to make necessary changes and ensure governance arrangements are continuously reviewed and remain effective.

## **Appendix 1: Committee Terms of Reference**

## Terms of Reference

### Conveners' Committee of the Board of Management

#### 1. Purpose

- 1.1. The Conveners' Committee, referred to hereafter as "the Committee", will ensure the governance structure and arrangements of the Board of Management remain fit for purpose. The Committee will have responsibility for the recruitment and selection of members for the Board of Management and the remuneration of the Principal and senior staff. In times of crisis, emergency or high urgency, members will support the College and may take decisions on the Board's behalf.

#### 2. Remit

- 2.1. Ensure the Board of Management's governance structure and arrangement remain fit for purpose, continue to satisfy the Code of Good Governance principles for Scotland's Colleges, and advise the Board as appropriate.
- 2.2. Manage the process by which non-executive members of the Board of Management are recruited, selected, and recommended for appointment. This should be done within the context of the College's Scheme of Delegation and Standing Orders, and any applicable legislation and guidance. Recommendations for appointment will be made to the ~~Minister-Glasgow Colleges' Regional Board~~.
- 2.3. Monitor and evaluate the composition, skills and experience base and representational balance of the Board of Management, taking into account where relevant the terms of office of members, and issues of diversity and equality.
- 2.4. Consider applications for co-opted committee positions and make any recommendations to the Board of Management.
- 2.5. Review nominations, on behalf of the Board of Management, for Fellowships of the College and City of Glasgow International Ltd Board of Directors.
- 2.6. Receive and review evaluation reports on the performance and development of the Board of Management.
- 2.7. Assist 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.
- 2.8. Review and set, 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.
- 2.9. Consider proposed staff severance arrangements for senior staff, and make recommendations as appropriate to the Board of Management.
- 2.10. Determine the appropriate guidance for Board member expenses.
- 2.11. Support, maintain, and enhance the College's resilience over a prolonged period of crisis as necessary to maintain business continuity, and to minimise risk to the wellbeing of stakeholders and the College's effective operations.
- 2.12. 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 inform all Board members without delay of any decisions taken under this delegated authority.

- 2.13. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee's remit and recommend any changes to the Board of Management for final approval.
- 2.14. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

### **3. Membership**

- 3.1. Conveners of the Board of Management's committees, with the exception outlined in section 3.2, the Chair and the Vice Chair will be members of the Committee. The Vice Chair of the Board of Management will be the Convener of the Committee.
- 3.2. The Convener of the Audit & Assurance Committee will not be a member of the Committee; however, where appropriate, they may attend meetings and contribute to the business of the Committee.

### **4. Meetings and Quoracy**

- 4.1. The Committee shall meet at least three times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.
- 4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote.

### **5. Review**

- 5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

*Approved by the Board of Management: 14 June 2023*

*Amended by the Board of Management: 19 June 2024*

---

<sup>i</sup> Senior staff includes the Principal, Depute Principal, Vice Principals and all staff at Executive Director or Director-level or those not covered by the National Recognition and Procedure Agreement.