Board of Management

Date of Meeting	**18 June 2025**
Paper No.	**BoM4-C**
Agenda Item	**2.3**
Subject of Paper	**Amendments to Committee Terms of Reference**
FOISA Status	**Disclosable**
Primary Contact	**Drew McGowan** **Associate Director of Governance and Risk**
Date of production	**5 June 2025**
Action	**For Decision**

1. Recommendations

1.1. To approve amendments to the Terms of Reference of the Board's committees, effective from 1 August 2025.

1.2. To agree that the Board will consider additional amendments to membership of committees by correspondence before the next scheduled Board meeting.

2. Consultation

2.1. All of the Board's committees have been consulted during the annual review of their Terms of Reference.

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. As a result of these reviews, the following changes are recommended to the Board for approval:

- **Audit & Assurance Committee:** Adds a section about ensuring that at least one member has recent and relevant financial experience, as outlined in the Scottish Public Finance Manual. Removes P Hillard as a member.

- **Conveners' Committee:** Replaces the Glasgow Colleges' Regional Board (GCRB) with the Minister ahead of its dissolution. Adds responsibility to review nominations for Fellowships and CGI.

- **Development Committee:** Adds oversight of intellectual property to existing responsibility for innovation and research. Removes C Montgomery as a member and adds D Green.

- **Finance Committee:** Removes R Quinn and P Vaker. Adds a section about ensuring that at least one member has recent and relevant financial experience.

- **Learning, Teaching & Student Experience Committee:** Removes C McCarthy as a member and V Ramos as a co-opted member.

- **People & Culture Committee:** Removes C McCarthy as a member and S Hawes as a co-opted member.

3.2. Committee memberships have been updated to reflect recent and upcoming changes in Board and committee composition. As we await confirmation of new non-executive and student members, pending GCRB's appointment process and the Students' Association induction, the Board is asked to consider further changes to committee membership by correspondence during the summer. This will allow new members to participate fully in the first committee cycle of the academic year.

3.3. 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 committees; 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
Audit & Assurance Committee of the Board of Management

1. **Purpose**

1.1. The Audit & Assurance Committee, referred to hereafter as "the Committee", will review the effectiveness of the College's governance arrangements, financial systems, internal controls and risk management practices. The Committee will provide assurance to the Board of Management that the College continues to meet the legislative and regulatory requirements applicable to the college sector.

2. **Remit**

2.1. Review the processes for ensuring the effectiveness of the financial, and other internal control and governance systems of the College and College Group.

2.2. 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.

2.3. 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.

2.4. 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.

2.5. 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.

2.6. Agree the scope of the external auditor's work and determine any non-audit services to be provided.

2.7. 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.

2.8. Review the external auditor's Management Letter and management's response, and have direct access to the external auditor, including an annual closed meeting.

2.9. Review relevant reports from the Scottish Government, Auditor General for Scotland, Scottish Funding Council and other organisations.

2.10. Monitor the performance and effectiveness of external and internal audits.

2.11. Monitor and review the College's Strategic Risk Register and Management Action Plans as appropriate to ensure that the College's approach to risk management is appropriate and adequate.

2.12. Maintain oversight of whistleblowing, anti-fraud, anti-money-laundering, and anti-bribery policies.

2.13. Maintain oversight of the management of Data Protection (including GDPR).

2.14. Ensure that all significant losses, including those in excess of the delegated limits set out in the 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.

2.15. Ensure the committee operates in compliance with the terms of the Scottish Public Finance Manual and the Glasgow Colleges' Regional Board Financial Memorandum.

2.16. Advise the Board and Accountable Officer on the strategic processes for risk, control and governance and the governance statement; the adequacy of management response to issues identified by audit activity; the effectiveness of the internal control environment; and assurances relating to the corporate governance requirements for the organisation.

2.17. Review an Assurance Framework for the College, following Scottish Government and HM Treasury guidance.

2.18. Report annually to the full Board of Management.

2.19. Undertake a self-evaluation exercise annually to ensure that the Committee and the College complies with best practice in relation to governance and that the internal and external audit service is satisfactory.

2.20. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

3.1. At least three Board members will be represented on the Committee, all of whom being non-executive members. The current composition of the Committee is as follows:

- **Non-Executive Members:** A Paterson; C Singh; and M Ahmad, and P Hillard.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Members:** J Green.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

3.4. The Board and the Committee should ensure that at least one member has recent and relevant financial experience.

4. Meetings and Quoracy

4.1. The Committee shall meet at least four 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.

4.3. The Committee may sit privately without any non-members present for all or part of a meeting if they so decide.

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: 189 June 20254

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[i]. 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: 189 June 20254

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[i] 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.

Terms of Reference
Development Committee of the Board of Management

1.   Purpose

1.1.   The Development Committee, referred to hereafter as "the Committee", will have oversight of the College's corporate development, including commercial/international activities and partnerships, as well as its brand and reputation. The Committee will also have responsibility for new developments to the College's campuses and property.

2.   Remit

2.1.   Review of the College's commercial and international activities ensuring alignment with the College's Strategic Plan.

2.2.   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.

2.3.   Consider significant investment and development opportunities, and the anticipated benefits and risks to the College, and advise the Board of Management accordingly.

2.4.   Monitor, review and report on the College company, City of Glasgow International.

2.5.   Provide strategic oversight of College innovation, intellectual property and research-related matters, referring to the Learning, Teaching & Student Experience Committee as appropriate.

2.6.   Receive reports on and consider the implications of relevant sectoral and non-sectoral, regional and national policy changes and developments, actively engaging to ensure that the College's strategic direction is informed, up-to-date, proactive and responsive to external priorities.

2.7.   Monitor the College's activities and the external environment it operates in and assess the implications for its brand and reputation.

2.8.   Review new campus and property development proposals and plans and ensure they are aligned with the College's strategy, long-term vision and sustainability goals.[i]

2.9.   Provide coordination 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 of Management, and instigate review and consideration of policy change.

2.10.   Oversee the development and implementation of significant policy or strategic changes, if so requested by the Board of Management, and thereafter report to the Board of Management on such matters.

2.11.   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.

2.12.   Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3.   Membership

3.1.   At least three Board members will be represented on the Committee. More than one-half of the Committee's membership will comprise of non-executive Board members. The remaining

members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:

- **Non-Executive Members:** A Paterson; D Anderson; D Baillie; and N Cameron.

- **Principal, Staff, Student & Trade Union Members:** P Little; and D Green~~C Montgomery~~.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Members:** S Breckenridge.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

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 paragraph 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

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: 1~~8~~9 June 202~~5~~4

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[i] The Committee's remit will include oversight of the proposals and plans for new developments to the College's campuses and property. Matters concerning the College's existing, business-as-usual estates, facilities and IT infrastructure and functions will be considered by the People & Culture Committee.

Terms of Reference
Finance Committee of the Board of Management

1. Purpose

1.1. The Finance Committee, referred to hereafter as "the Committee", will have oversight of the College's finance and procurement functions. The Committee will provide the Board of Management with assurance that the College has appropriate budgets, controls, plans and strategies in place to ensure the financial stability and sustainability of the organisation.

2. Remit

2.1. Carry out the oversight duties assigned to the Committee in the College Group's Financial Regulations ensuring, on an annual basis, that these are fully compliant with the Financial Memorandum.

2.2. Provide advice to the Board of Management on all significant matters related to the College Group's finances.

2.3. Review, approve and monitor the implementation of the College's financial strategies and associated plans, and submit appropriate reports and recommendations to the Board of Management on these strategies and plans

2.4. Receive and approve the annual budget and final accounts for recommendation to the Board of Management.

2.5. Receive and approve funding applications to the College and Sector Foundations.

2.6. Receive and discuss College procurement reports.

2.7. 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.

2.8. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee's membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:

- **Non-Executive Members:** D Baillie; and L Heggie; and R Quinn.
- **Principal, Staff, Student & Trade Union Members:** P Little; P Vaker.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The Committee does not currently have any co-opted members.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

3.4.   The Board and the Committee should ensure that at least one member has recent and relevant financial experience.

4.   Meetings and Quoracy

4.1.   The Committee shall meet at least four 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. At least one-half of those attending must be non-executive members to complete a quorum.

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: 18 June 2025 23 August 2024

Terms of Reference
Learning, Teaching & Student Experience Committee of the Board of Management

1. Purpose

1.1. The Learning, Teaching & Student Experience Committee, referred to hereafter as "the Committee", will have oversight of the curriculum, learning, teaching, quality and student experience across the College. The Committee will provide assurance to the Board of Management that the College continues to be an inspirational place of learning that enables individuals to excel and realise their full potential.

2. Remit

2.1. Provide reports, advice and recommendations to the Board of Management on the Student Academic Experience Strategy and policies on matters relating to the curriculum, teaching, learning, support for learning, the student experience and graduate success.

2.2. Undertake high-level reviews of:

- Key aspects of academic performance, including student retention, progression, attainment and achievement.
- Internal academic reporting mechanisms.
- Performance on admissions, access, inclusion, induction and support.
- Arrangements for articulation and partnership.

2.3. Reflect on trends in education, and encourage and monitor innovation and curriculum development to ensure that the College is successfully serving the needs of learners and other internal and external stakeholders, and is preparing effectively to meet future needs.

2.4. 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.

2.5. Monitor matters concerning student discipline, the academic appeals process and the volume and themes of student complaints, their handling and outcomes.

2.6. Receive and consider regular reports from the Students' Association and address any issues raised as appropriate.

2.7. 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.

2.8. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee's membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:

- **Non-Executive Members:** A Sullivan; C Singh; E Keep; L Heggie and R Gillespie.
- **Principal, Staff, Student & Trade Union Members:** P Little; C McCarthy; and D MacKeen.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Members:** M Miller~~; and V Ramos~~.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

4.1. The Committee shall meet at least four 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. At least one-half of those attending must be non-executive members to complete a quorum.

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: 18 June 2025~~23 August 2024~~

Terms of Reference
People & Culture Committee of the Board of Management

1. Purpose

1.1. The People & Culture Committee, referred to hereafter as "the Committee", will have oversight of the College's human resources, organisational development, estates, facilities and IT functions. The Committee will provide assurance to the Board of Management that the College safeguards the health, safety and well-being of staff and students, promotes a positive, inclusive culture and meets all relevant ethical and legal requirements as an employer and educator.

2. Remit

2.1. Review regular reports and performance information in relation to all matters relating to human resources, organisational development, health and safety, staff welfare and well-being, and equalities. Periodically review, instigate review and approve the College's policies and strategies concerning such matters.

2.2. Maintain an overview of the College's organisational structure.

2.3. Approve the parameters under which the Executive Leadership Team is authorised to negotiate pay and conditions of service. Members will receive reports and may provide advice on pay negotiations and agreements, including national bargaining.

2.4. Monitor and review the effectiveness of the College's employee relations, arrangements for negotiation and consultation, processes for dealing with discipline and grievance and Recognition and Procedure Agreements.

2.5. Review and approve the College's equality statement and its equality and diversity policies, 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 form an integral part of decision-making in the College.

2.6. Monitor the implementation of the College's policies on equality and diversity, and to review regularly its performance on key indicators in relation to protected characteristics.

2.7. Receive updates on the Continuous Professional Development for support and teaching staff.

2.8. Review regular reports and performance information concerning the business-as-usual management of the College's existing estates, facilities and IT functions and infrastructure.[i]

2.9. 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.

2.10. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee's membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:

- **Non-Executive Members:** A Sullivan; M Ahmad; P Hillard; and R Gillespie.

- **Principal, Staff, Student & Trade Union Members:** P Little; and S McDowall, and C McCarthy.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Members:** M Miller.; and S Hawes

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

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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. At least one-half of those attending must be non-executive members to complete a quorum.

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.

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[i] The Committee's remit will include oversight of the College's existing, business-as-usual estate, facilities and IT infrastructure and functions. Proposals and plans for new developments to the College's campuses and property will be considered by the Development Committee. Decisions on of the expenditure for the College's capital plan will be tabled for the consideration of the Finance Committee.