

## Board of Management

<b>Date of Meeting</b>	<b>18 June 2025</b>
<b>Paper No.</b>	<b>BoM4-E</b>
<b>Agenda Item</b>	<b>2.7</b>
<b>Subject of Paper</b>	<b>City of Glasgow International Ltd Director Nominations</b>
<b>FOISA Status</b>	<b>Disclosable</b>
<b>Primary Contact</b>	<b>Roy Gardener Depute Principal &amp; Chief Operating Officer</b>
<b>Date of production</b>	<b>5 June 2025</b>
<b>Action</b>	<b>For Decision</b>

### 1. Recommendations

- 1.1. To approve the extension to the appointments of D Baillie, D Anderson, D Rae and S Breckenridge as directors of the City of Glasgow International (CGI) Ltd, until 31 July 2026.
- 1.2. To approve the appointment of R Gillespie as a director of CGI Ltd, until 31 July 2026.
- 1.3. To agree to review and confirm the Board of Management's nominated directors of CGI Ltd at the final meeting of the academic year, ahead of the proposed terms expiring on 31 July 2026.

## **2. Consultation**

- 2.1.** The Chair of the Board and the Development Committee have continued to discuss CGI and its governance arrangements.

## **3. Key Insights**

- 3.1.** The Board of Management and CGI have a Memorandum of Understanding in place to define the relationship between the College and the subsidiary company. Section 3.1 of the MOU outlines that the CGI Board of Directors will include a minimum of two non-executive directors who are members of the Board of Management.
- 3.2.** Board of Management members will make up no less than 50% of the CGI Board at any time. Section 7.1 of the MOU confirms that the Board of Management must provide written approval for the appointment of any directors.
- 3.3.** The Board of Management has previously appointed D Anderson, D Baillie, D Rae and S Breckenridge to serve on the CGI Board of Directors. The Board of Management are asked to continue these appointments for the year ahead.
- 3.4.** D Anderson informed the Development Committee recently that R Gillespie had expressed an interest in joining the CGI Board of Directors to support its work and provide oversight. Given his education, commercial and international experience, members of the Committee agreed to make this recommendation to the Board of Management for approval.
- 3.5.** The Board of Management is recommended to review and confirm the nominated directors of CGI regularly and may wish to consider this matter at the final Board of Management meeting of the academic year.
- 3.6.** The Depute Principal, from his previous role as Vice Principal, is also a director of CGI. Once the recruitment process for the permanent Vice Principal Corporate Development & Innovation is complete, he will resign and be replaced by the new incumbent.

## **4. Impact and Implications**

- 4.1.** The purpose of CGI is to offer commercial services – including in education, training, retail, research and consultancy – across various local, national and international sectors and markets where the College's presence is limited or infeasible.
- 4.2.** In doing so, CGI Ltd will generate a financial benefit that can be reinvested in the College. This will support the College's efforts to secure a diversity of income and maintain our long-term financial sustainability.
- 4.3.** The appointment of directors, in addition to the Vice Principal Corporate Development & Innovation's regular reporting of CGI matters to the Development Committee, is necessary for establishing good governance arrangements for and oversight of CGI.