

## Board of Management

Date of Meeting	18 June 2025
Paper No.	BoM4-N
Agenda Item	5.1
Subject of Paper	Governance Report
FOISA Status	Disclosable
Primary Contact	Drew McGowan Associate Director of Governance and Risk
Date of production	11 June 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 Self-Evaluations
- Board Development Plan Progress
- Board Development Day
- Review of Committee Terms of Reference
- Vice Chair and Senior Independent Member
- Annual Report & Accounts 2023-24
- Compliance with Charity Law Changes
- Review of Assurance Framework
- Convener of the Finance Committee
- Committee Business
- Associate Director of Governance & Risk

## **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: June 2025

### Board Membership

1. The College received 34 applications for our non-executive Board member vacancies in the most recent round of recruitment. A paper recommending the appointment of three candidates has been submitted to the Glasgow Colleges' Regional Board (GCRB) for decision as planned; however, given their planned dissolution, the GCRB have advised the College that they are engaging with the Scottish Government to confirm how to proceed. We await an update from the GCRB.
2. Full information on the recruitment process and the candidates recommended for appointment can be found in paper BoM4-O. A verbal update will be provided to the Board at the meeting, if available by then, or otherwise by correspondence.
3. R Quinn and P Hillard will stand down as non-executive Board members on 31 July 2025, with vacancies being filled by recent Board recruitment. M McClellan has also advised the Associate Director of Governance & Risk that she will stand down as a trade union Board member on 31 July 2025, which will require the College to work with UNISON to commence a process to fill this vacant position.
4. C McCarthy and P Vaker's terms as student Board members come to an end this month, ahead of the new Students' Association Presidential Team taking up their posts in July. F Hill has been elected Student President and M McWilliams, R Ivers and S Campbell have been elected Vice Presidents. The President and VP, collectively chosen by the new Presidential Team, will join the Board in the new academic year.
5. D McGowan, the Associate Director of Governance & Risk, will facilitate integration sessions for all new Board members ahead of the Board and committee meetings commencing in the new academic year.
6. The GCRB approved the request made by the Conveners' Committee to extend the terms of N Cameron and E Keep. They will both serve until June 2029.

### Board Self-Evaluations

7. Members are invited to complete the [Board's annual self-evaluation for 2024-25](#). Our annual internal review is a requirement of the Code of Good Governance for Scotland's Colleges. Submissions should be made by 25 June 2025 and will be treated confidentially. The results will be summarised in a report shared with the Board at our first meeting in the academic year, and the findings and feedback will inform the new Board Development Plan.
8. The Audit & Assurance Committee has completed a self-evaluation, based on the Scottish Government's Audit & Assurance Committee Handbook, assessing the effectiveness of the Committee and the College's internal controls, financial reporting and internal/external audit arrangements. During a discussion at the most recent meeting, the Committee noted the high levels of assurance and agreed actions to be progressed in the new academic year.

## **Board Development Plan Progress**

9. A progress report on the delivery of the Board Development Plan 2024-25 is tabled for review by the Board at the final scheduled meeting of the academic year. Feedback from members during this item and in the Board self-evaluation will inform the new Board Development Plan for 2025-26.

## **Board Development Day**

10. Our Board Development Day was held on 22 April 2025 at the Riverside campus. CDN joined us and facilitated sessions on trauma-informed colleges, constructive challenge, enquiry and teamwork at Board-level, and understanding the new Tertiary Quality and Enhancement Framework (TQEF). Dr Molly Taylor and Laura Main, from our Faculty of Education and Humanities, also joined us to deliver a session on neurodiversity awareness.

## **Review of Committee Terms of Reference**

11. All committees have undertaken an annual review of their Terms of Reference. Minor amendments have been tabled for the final approval of the Board. As new non-executive and student Board members have yet to be confirmed, it is proposed that a decision for additional amendments to committee membership be taken by correspondence during the summer to allow members to participate fully in the new academic year.

## **Vice Chair and Senior Independent Member**

12. D Baillie has stepped down as Vice Chair and P Hillard, currently Senior Independent Member, will leave the Board at the end of the academic year. The Board will be asked to appoint non-executive members to these positions at the Board meeting on 18 June 2025. To submit a nomination, or to find out more, contact the Associate Director of Governance & Risk.

## **Annual Report & Accounts 2023-24**

13. Following approval by the Board in December, the Scottish Funding Council has recently confirmed that the College's Financial Statements for 2023-24 have been laid before the Scottish Parliament. Under the terms of the Public Finance & Accountability (Scotland) Act 2000, we are now able to publish them. The College's [Annual Report & Accounts for 2023-24](#) are now available on our website.

## **Compliance with Charity Law Changes**

14. Further to the update on the [Charities \(Administration & Regulation\) \(Scotland\) Act 2023](#) provided in the previous Governance Report (BoM3-J), the College has collated all Board member details that are required to be submitted to the Office of the Scottish Charity Regulator (OSCR). An automatic disqualification criteria self-declaration form will be introduced for new members during their induction, with an annual review for all members conducted alongside the Register of Interests.

## Review of Assurance Framework

15. The Audit & Assurance Committee, on behalf of the Board, has completed a review of the Assurance Framework. The new Sources of Assurance table, aligned with the Strategic Plan and Risk Register, documents information and controls through the Three Lines of Defence Model.
16. The Committee's assessment was supported by the Associate Director of Governance & Risk and our internal auditors, Henderson Loggie, through a tailored diagnostic tool. The Committee agreed with a recommendation to extend assessment in the next academic year to the full Board of Management.

## Convener of the Finance Committee

17. Ahead of R Quinn standing down from the Board at the end of the academic year, the Finance Committee has appointed L Heggie as Convener effective from 1 August 2025.

## Committee Business

18. 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:** In addition to the completion of the review of the Assurance Framework and annual self-evaluation, the Committee held a deep dive into the new Global Internal Audit Standards for the UK Public Sector with Henderson Loggie.

**Conveners' Committee:** The Committee reviewed the Principal's performance and remuneration and discussed the progress in delivering the Board Development Plan.

**Development Committee:** Members received a presentation on the development of the Riverside Innovation Centre and Accommodation business case and continued discussions on the future use of the Charles Oakley Building.

**Finance Committee:** The Committee reviewed the College's draft budget for 2025-26 and agreed to recommend it to the Board for final approval. Members also welcomed the positive progress made in the current academic year.

**Learning, Teaching & Student Experience Committee:** Members reviewed progress in delivering the Student Academic Experience Strategy (SAES) and welcomed the increased student satisfaction rate of 93%.

**People & Culture Committee:** The Committee asked the Executive Leadership Team to refresh the succession and talent management plan and bring it back to a future meeting, and welcomed the progress achieved by the Equality, Diversity and Inclusion team this year.

## **Associate Director of Governance & Risk**

19. As shared by correspondence with the Board, I will leave my post as the College's Associate Director of Governance & Risk at the end of August to take up a new role in the NHS. This will, therefore, be my final Governance Report and Board meeting. While I normally write papers in the third person, I'd like to make an exception to record my thanks.
20. Working with the Board over the past couple of years has been a real privilege. I've greatly appreciated the support, advice and constructive challenge offered by the Chair, Principal and Board members – past and present – throughout my time here. I have learned a great deal and have been proud to support good governance and play a small part in the extraordinary work of the College.
21. I've also had the pleasure of working alongside many exceptional colleagues across the College – in the Executive Leadership Team and Senior Management Team, within the Executive Office and across our faculties and directorates.
22. A particular word of thanks is due to A Butcher, Corporate Governance Officer, who has worked alongside me and all my predecessors to support the Board since the College was established in 2010. It has been a pleasure to work with A Butcher – her experience, insight and work are first-class, second to none and have been invaluable throughout my time in post.
23. Over the coming months, I'll be focused on ensuring the Board and the College are well supported during the remainder of the academic year, and on delivering a comprehensive handover to ensure continuity into the new academic year. I understand the Chair and the Principal will update the Board on plans at the final meeting of the academic year.
24. Thank you once again for the opportunity to work with you all. I wish you – and all of the College – every success for the future.