# Board of Management

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| Date of Meeting | Wednesday 17 June 2026 |
| Paper No. | BoM4-K |
| Agenda Item | 4.1 |
| Subject of Paper | Governance Report |
| FOISA Status | Disclosable |
| Primary Contact | Marcus Walker<br>Associate Director of Governance & Risk (ADGR) |
| Date of production | 08 June 2026 |
| Action | For Noting |

**1. Recommendations**

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

**2. Purpose**

2.1. To provide the Board of Management with an overview of recent governance activity across the Board and its committees.

**3. Consultation**

3.1. In progressing the matter outlined in the Governance Report various colleagues in the College and across the sector have been engaged.

**4. Key Insights**

4.1. Members are asked to note updates on the following matters: Board membership and Non-Executive Recruitment, progress against the Board Development Plan, and Board development and evaluation activities.

**5. Impact and Implications**

5.1. The Governance Report ensures that Board members remain informed of key developments and assures them that good governance arrangements remain in place for the Board and its committees.

**Appendices:**

**Appendix 1:** Governance Report: June 2026
**Appendix 2:** 2025/26 Board Development Plan Progress Update

## **Governance Report:** June 2026

### Membership and Non-Executive Recruitment

1. A recruitment round for non-executive Board members was undertaken between December 2025 and April 2026. The process was designed to strengthen the Board's collective capability, with a particular focus on expertise in people and organisational development, digital/ICT, and environmental, social and governance (ESG).

2. A robust and transparent approach was adopted, including the establishment of a balanced selection panel and a comprehensive outreach campaign. Vacancies were advertised widely across sector platforms, professional networks, and targeted diversity organisations. This was complemented by an online engagement event, delivered in partnership with Changing the Chemistry, to enhance awareness of and accessibility to Board roles.

3. A total of 27 applications were received. Shortlisting was anonymised to mitigate unconscious bias, resulting in eight candidates being invited to interview.

4. In accordance with the 2014 ministerial guidance on college sector board appointments, Scottish Ministers approved the appointment of two candidates for an initial four-year term:

   i. Fred Dinning, a former Energy and Environment Director at Scottish Power, brings significant non-executive experience, having previously served on the boards of SRUC (Scotland's Rural College), the Scottish Environment Protection Agency (SEPA), and the Court of the University of the West of Scotland

   ii. Emma Muirhead brings extensive experience in human resources and organisational transformation. She began her career in management consultancy with PA Consulting and Deloitte and has since held senior international HR leadership roles across a range of organisations, including the United Nations, BAE Systems, and the Department for International Development.

5. These appointments bring Board membership to 19 (of a possible 20) and achieve gender parity among non-executive members. One vacancy remains for a Trade Union nominee, and engagement continues with UNISON Scotland to progress this appointment.

6. Analysis of equalities monitoring data indicates a broadly balanced gender split among applicants, alongside some representation across other protected characteristics, broadly aligned with the College's equality mainstreaming objectives. The majority of applicants identified LinkedIn as the primary source of vacancy information, providing useful insight to inform future recruitment activity.

### Board Development Plan Progress

7. The Code of Good Governance for Scotland's Colleges requires the Board to continuously evaluate and enhance its effectiveness. Ongoing development

planning ensures the Board remains compliant, capable of providing strategic leadership, and supported by members with the appropriate skills.

8. The Board Development Plan 2025-26 continues to be delivered effectively, with overall progress positive and the majority of actions on track or completed. The Conveners' Committee, on behalf of the Board, is actively monitoring delivery, and a final out-turn report will be presented to the next meeting of the Board.

9. Progress during the year has focused on strengthening governance effectiveness, including improvements to agenda planning, committee reporting, and member development. There has also been a strong emphasis on student outcomes and engagement, alongside continued work to enhance the Board's strategic focus and use of insight-led reporting, with a small number of areas still being progressed to completion.

10. Looking ahead, the next phase of development will build on the strong governance foundations already in place, with a clearer emphasis on strategic oversight, performance reporting, and alignment with the College's 2040 Strategy. Proposed priorities for 2026-27 will be presented to the next meeting of the Board for consideration.

11. The 2025/26 Board Development Plan is provided at Appendix 2 and includes updated progress against each aim and action.

**Board Development Activity**

12. A Board Development Event was held on 22 April 2026, bringing together Board members and the Executive to explore key strategic themes informing the College's next phase of planning. The session covered operational planning, curriculum development and future learning, and financial sustainability, with facilitated discussion enabling members to consider emerging risks, opportunities and priorities in the context of the forthcoming Strategy 2040.

13. In addition, a Board Governance session was delivered by the College Development Network on 4 June 2026. This session focused on core governance responsibilities, the Code of Good Governance, and the principles of effective board operation, including collective responsibility, conflict of interest, and the Board's strategic and generative role. This reinforced good governance practice and supports Board members in discharging their roles effectively.

**Board Effectiveness & Evaluation**

14. Members are invited to complete the Board's annual self-evaluation for 2025-26. Our annual internal review is a requirement of the Code of Good Governance for Scotland's Colleges. Submissions should be made by 30 June 2026 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.

15. The Audit & Assurance Committee is currently undertaking 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. The outcome of this process will be reported to the next meeting of the Board.

### Review of Assurance Framework

16. 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 Model.

### Publications & Sector Context

17. Following approval by the Board in December, the Scottish Funding Council has recently confirmed that the College's Financial Statements for 2024-25 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 2024-25 are now available on our website.

### Committee Updates

18. To support Board members' understanding of activity undertaken by its committees, a cover paper has been introduced alongside each set of committee minutes. This paper highlights key actions taken, summarises strategic matters discussed, and draws out key points relating to governance and assurance. It is proposed that this approach be adopted for all Board meetings going forward.

Board Development Plan 2025-26 (June 2026 Update)

Key
- New action
- Recurrent action

**RAG Status**
**G** = On track
**R**= Undelivered
**A**= Partially delivered

This Plan sets out the Board's strategic development priorities for 2025-26 which aim to support effective governance. To prioritise the aims and actions within the Plan, the following categorisations have been used:

**P1 = Strategic Development** (Transformational / High impact)

**P2 = Strategic Maintenance** (Targeted 'Business as Usual' / Medium impact)

**P3 = Routine Governance** (Core 'Business as Usual' / Low strategic impact)

| No. | Priority | Aims and Actions | Lead(s) | Timescale | Progress | RAG Status |
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| **1. Leadership & Strategy** | | | | | | |
| **1.1** (Recurrent action) | **P1** | **Strategic Planning and Priorities:** Deliver the annual Strategic Planning Day to review the strategic environment, organisational priorities, risks, and opportunities. Strengthen the strategic focus of Board discussion through thematic agenda planning and higher-level insight reporting. | Board of Management<br>Executive Leadership Team<br>Associate Director of G&R<br>Director of Excellence | November – December 2025 | • Strategic Planning Day held on 5 November 2026.<br>• Update provided to Board of Management on 25 March 2026 on timeframe for delivery of a new Strategic Plan and alignment with Board cycle.<br>• Further Board-level discussion required before strategic focus can lead to thematic agenda planning and insight reporting. | **Amber** |
| **2. Student Experience** | | | | | | |
| **2.1** (New action) | **P1** | **Student Retention and Attainment:** Strengthen the Board's oversight of retention and attainment through improved data insight, trend analysis, and committee-level scrutiny. | Board of Management<br>LTSE Committee<br>Executive Leadership Team | August 2025 – July 2026 | • Recruitment and retention reported to LTSE Committee on a quarterly basis.<br>• Strategic Risk Register descriptor updated to specifically reference retention and attainment outcomes.<br>• Mid-Year Performance Review presented to the Board of Management on 25 March 2026. | **Green** |
| **2.2** (Recurrent action) | **P2** | **Student Experience:** Ensure student experience remains a central lens in all strategic decision-making. Committees should explicitly reference student impact in assurance and performance discussions. | Board of Management | August 2025 – July 2026 | • Student Board Members sit on both the LTSE Committee and the People & Culture Committee.<br>• Student Members asked to outline specific areas where the Board of Management can support their strategic priorities directly.<br>• Review of paper template to be undertaken following annual evaluation process, with a view to strengthen reference to student impact across all reporting. | **Green** |
| **2.3** (Recurrent action) | **P2** | **Students' Association Engagement:** Maintain quarterly updates from the Students' Association and strengthen opportunities for diverse student voices to be heard at Board level. | Board of Management<br>LTSE Committee<br>Student Board Members | August 2025 – July 2026 | • Quarterly Students' Association Report on agenda for all LTSE and Board meetings.<br>• CitySA tour held prior to 10 December 2026 Board meeting.<br>• ADGR and CitySA in discussion around how best to facilitate 'reverse-shadowing' opportunities for Board members to engage directly with students in AY 2026/27. | **Green** |

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| 2.4 | P2 | **Student Board Members:** Provide structured, ongoing support for student Board members, including enhanced pre-meeting briefings and tailored development. | Chair of the Board<br>Associate Director of G&R Student Board Members | August 2025 – July 2026 | • Induction activities undertaken with Student Board Members.<br>• Catch-up meetings with the Chair have been held between Board meetings.<br>• ADGR working directly with CitySA Coordinator to ensure that Student Board Members are appropriately briefed before Board and committee meetings. | Green |
| **No.** | **Priority** | **Aims and Actions** | **Lead(s)** | **Timescale** | **Progress** | **RAG Status** |
| **3. Accountability** | | | | | | |
| 3.1 | P2 | **Governance Responsibilities & Ethical Standards:** Deliver development on Code of Conduct, charity trustee duties, ethical standards, and the Nine Principles of Public Life through a single integrated session or programme." | Associate Director of G&R | August 2025 – July 2026 | • A governance session delivered by the College Development Network on 4 June 2026 focused on core responsibilities, the Code of Good Governance, and effective board practice. It reinforced key principles and supported members in discharging their roles effectively.<br>• New ADGR in post. Governance Report includes updates from the Standards Commission. | Green |
| **4. Effectiveness** | | | | | | |
| 4.1 | P1 | **Board Induction & Development Programme:** Strengthen induction for all new and existing members, with a structured programme focused on relational leadership, strategic behaviours, role clarity, and externally delivered development sessions | Board of Management<br>Associate Director of G&R | August 2025 – July 2026 | • The Chair of the Board has held meetings with members to discuss how they can be valued, heard, and supported.<br>• The development of a buddy system is being explored to support board member interactions, along with the potential for shadowing between Board members and senior staff.<br>• A Board Development Event was held on 22 April 2026 to explore key strategic themes shaping the College's next phase of planning. Discussion focused on operational planning, curriculum and future learning, and financial sustainability, including emerging risks, opportunities and priorities for Strategy 2040.<br>• Governance focussed development session delivered on 4 June 2026 by the College Development Network. | Amber |
| 4.2 | P2 | **Board Business and Agenda Planning:** Continue embedding quality paper templates, and advance toward thematic, strategic agenda planning to support deeper scrutiny. | Chair of the Board<br>Principal & CEO<br>Associate Director of G&R | August 2025 – July 2026 | • Agenda planning meetings for the Board and all committees implemented in Quarters 3 and 4. Meetings attending by Convenor, Exec Lead, and ADGR.<br>• Inclusion of Programme of Work item to support collaborative agenda planning.<br>• Paper template and guidance will be reviewed at the end of the academic year following feedback from the annual evaluation process. | Green |
| 4.3 | P2 | **Governance Communications:** Deliver a quarterly Board Briefing to improve staff understanding of governance. | Associate Director of G&R<br>Director of Comms | December 2025 | • ADGR in discussion with Associate Director of Communication to incorporate Board/governance matters into staff comms (e.g. Chair's Update).<br>• Chair's message to staff, on behalf of the Board, to be circulated before end of academic year. | Amber |

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| 4.4 | P2 | **Annual Review of Members:** Conduct one-to-one annual reviews with the Chair and Board members and a 360 review with the Chair and Vice Chair. | Chair and Board Members Associate Director of G&R Governance Officer | April 2026 - July 2026 | • Annual Review of Members to take place before the end of the academic year. Chair and ADGR to consider and agree approach. | **Green** |
| 4.5 | P2 | **Individual Training and Development:** Respond to development needs identified through evaluations and role requirements. | Chair and Board Members Associate Director of G&R | August 2025 – July 2026 | • Initial discussion has taken placed between Board members and the Chair.<br>• CDN Development Programme available to all members.<br>• Development needs be assessed again through self-evaluation process. | **Green** |
| **No.** | **Priority** | **Aims and Actions** | **Lead(s)** | **Timescale** | **Progress** | **RAG Status** |
| 4.6 | P2 | **Member Development Planning:** Identify individual and collective development needs through evaluation and meet these via the CDN programme and other targeted opportunities. | Board of Management Associate Director of G&R | August 2025 – July 2026 | • CDN Development Programme 2025/26 launched to the Board on 10 December 2025.<br>• Development opportunities continue to be promoted by the ADGR.<br>• Board effectiveness and evaluation process commenced in June 2026. | **Green** |
| 4.7 | P3 | **Trade Union Nominee:** Complete nomination of a UNISON nominated Board member. | Associate Director of G&R | August 2025 – January 2026 | • UNISON HQ contacted by the ADGR in November 2025 and both February and June 2026.<br>• Currently no nomination has been put forward. *[N.B. It is the responsibility of UNISON to put forward a nominee, not the College]* | **Amber** |
| 4.8 | P3 | **Board and Development Plan:** Review progress against this plan and prepare the next plan informed by Board feedback. | Board of Management Associate Director of G&R | June – October 2026 | • Chair of the Board has held in-year 1:1 meeting with members to discuss feedback and opportunities for enhancement.<br>• Discussion around next iteration of the Development Plan took place at the Convenors' Committee on 27 April 2026.<br>• Board effectiveness and evaluation process commenced in June 2026. | **Green** |
| 4.9 | P3 | **Board / Committee Meetings:** Ensure inclusive, well-managed meetings that encourage constructive challenge and diverse perspectives. | Chair/Committee Conveners Board Members | August 2025 – July 2026 | • Agenda planning meetings for the Board and all committees implemented in Quarters 3 and 4. Meetings attending by Convenor, Exec Lead, and ADGR.<br>• Inclusion of Programme of Work item to support collaborative agenda planning.<br>• Meeting Review item included on all agendas. Feedback invited and considered by Convenor and ADGR. | **Green** |
| **5. Relationships & Collaboration** | | | | | | |

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| **5.1** | **P1** | **External Engagement & Ambassadorial Framework:** Define strategic expectations for Board ambassadorial activity and introduce structured reporting to ensure alignment, visibility and impact." | Board of Management<br>Executive Leadership Team<br>Senior Management Team<br>Associate Director of G&R | August 2025 – July 2026 | • Potential for the development of a Board engagement plan, to provide structure to ambassador and advocacy role of members.<br>• Exercise mapping members' expertise to curriculum, industry sectors or priority themes to be undertaken.<br>• Development of success measures (e.g., number, quality, strategic alignment of engagements) to be considered.<br>• Both the Principal's and the Chair's Reports to the Board have been developed to provide greater external oversight.<br>• Work underway to develop horizon scanning and business intelligence activities. This potentially includes the introduction of horizon scanning items on committee agenda. | **Green** |

**ACTIONS MARKED COMPLETE:**

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| **3. Accountability** | | | | | | |
| **3.2** | **P3** | **Charity Law Changes:** Meet new OSCR obligations under the Charities (Regulation and Administration) (Scotland) Act 2023. | Associate Director of G&R | August – September 2025 | • ADGR updated OSCR in September 2025.<br>• Changes continue to be reported. | **Complete** |
| **3.3** | **P3** | **Committee Annual Reports:** Provide high-level committee summaries to enhance visibility and oversight. | Associate Director of G&R | October – December 2025 | • High-level committee summaries incorporated into the Chair's Report (see 'Committee Insights').<br>• Option for committee minutes to be raised 'for discussion' onto the Board agenda. | **Complete** |
| **4. Effectiveness** | | | | | | |
| **4.11** | **P3** | **Skills, Experience and Succession Planning:** Refresh the skills matrix and plan member recruitment/term extensions based on strategic needs. | Board of Management<br>Associate Director of G&R | November 2025 – February 2026 | • Skills matrix updated in November 2025, prior to a recruitment round commencing in December 2025.<br>• Board capacity considered by the Convenors' Committee in January 2026.<br>• Non-Executive Recruitment round remains ongoing. Update to be provided to the Board of Management on 25 March 2026. | **Complete** |