

Board Meeting

Date of Meeting	Tuesday 27 October 2015
Paper Title	Corporate governance support
Agenda Item	3
Paper Number	BM2-A
Responsible Officer	Martin Fairbairn, Interim Chief Officer
Status	Disclosable
Action	For Approval

1. Report Purpose

- 1.1. Confirmation of how GCRB will be provided with corporate governance support.

2. Recommendations

- 2.1. The Board is invited to note that GCRB's corporate governance requirements will be provided by Glasgow Kelvin College.

3. Consideration by the Nominations & Remuneration Committee

- 3.1. This matter was considered by the Nominations & Remuneration Committee at its meeting on Monday 5 October 2015.

4. Background

Previous Board decision

- 4.1. At its meeting on 1 June 2015 the Board of GCRB "agreed that the Interim Chief Officer, in consultation with the Interim Chair and the Chair of the Nominations & Remuneration Committee, is authorised to make the necessary arrangements for the appointment of a Board Secretary through an arrangement with a partner higher education institution, subject to obtaining the necessary financial approvals". This decision was reached following consideration of the following options:

- A shared arrangement with one of the assigned colleges
- A standalone employee
- A contractual arrangement with a professional firm
- A shared arrangement with another partner organisation

5. Definition of requirements and exploration of alternative option

5.1. Following the meeting, a detailed description was drafted of the roles and responsibilities of the Board Secretary. In doing so, we reconsidered the option of a shared arrangement with one of the assigned colleges:

- A shared resource with one of the assigned colleges would enhance the extent to which the secretariat function understands the underlying business, but at the expense of some potential loss of independence
- A partnership arrangement with a local HEI would deliver greater independence, but at the expense of understanding the business.

5.2. Since it should be possible to manage the ‘independence’ aspect through being clear about the respective accountabilities, the option of a shared resource with one of the assigned colleges became more attractive. It was also the case that initial discussions with local HEIs indicated that, for operational reasons, we were unlikely to be able to establish a suitable arrangement.

5.3. This was discussed with the Interim Chair and the former Chair of the Nominations & Remuneration Committee, and both agreed that this alternative option should be explored.

6. Provision of other support

6.1. City of Glasgow College currently provides GCRB with financial, facilities and IT support and Glasgow Clyde College will be providing GCRB with HR services. Glasgow Kelvin College has a well-established corporate governance function therefore, discussions have taken place with Glasgow Kelvin College with a view to it providing GCRB with corporate governance support.

7. Corporate governance support

7.1. It is intended that Glasgow Kelvin College will provide GCRB with Board Secretary support. In addition, Glasgow Kelvin College will provide GCRB with advice in relation to other aspects of corporate governance support, including Freedom of information and Data protection. Since GCRB will not be managing a large volume of such matters, it will be possible for them to be handled within GCRB’s existing administrative resources, with advice, as required, from colleagues in Glasgow Kelvin College.

8. Risk Analysis

8.1. This paper addresses the risk that GCRB does not have access to appropriate corporate governance support.

9. Legal Implications

9.1. There are no specific legal issues associated with this paper.

10. Financial Implications

10.1. The approach proposed in this paper will reduce GCRB’s direct budget requirement for running costs, because the current budget assumes that the services of a Board

Secretary will be a direct expense. Instead, Glasgow Kelvin College's corporate governance support will be provided as part of the 'partnership' arrangements being developed between GCRB and the three assigned colleges.

11. Regional Outcome Agreement Implications

- 11.1.** There are no specific implications for the Regional Outcome Agreement associated with this paper.