

Board Meeting

Date of Meeting	Monday 30 January 2023
Paper Title	Committee Annual Reports
Agenda Item	18
Paper Number	BM3-S
Responsible Officer	Committee Chairs
Status	Disclosable
Action	For Noting

1. Executive Summary

- 1.1 Committees review their activity annually and agree an annual report for submission to the Board.
- 1.2 Annual reports include a summary of any membership changes, meetings and attendance, and business conducted during the past year.
- 1.3 Consideration is also given in the reports to the committees' priorities for the year ahead.
- 1.4 The Audit and Assurance Committee (as recorded in the Committee's draft minutes) agreed to have further discussion around its priorities at its next meeting, therefore, Members should note that while the remainder of the report is approved, priorities (item 7) may develop or change.

2. Recommendations

- 2.1 The Board is invited to **note** the annual reports for the Nominations & Remuneration, and Performance & Resources Committees.

3. Risk & Compliance Analysis

- 3.1.** This report contributes to the mitigation of *GCRB Risk 012: the capacity and capability of the Board is inadequate and standards of governance fall below the required level* and *Risk 0013: There is a breach of legislation/ guidance/code of practice and this results in a failure of governance.*

4. Financial & Resource Implications

- 4.1.** There are no specific financial or other resource implications arising from this report.

5. Equalities Implications

- 5.1.** The evaluation process includes consideration of gender balance at Committee level.

6. Learner Implications

- 6.1.** There are no direct implications for the learner arising from this report.

Nominations & Remuneration Committee

Annual Report 2022

1. Meetings and Membership

1.1. During the period from December 2021 to November 2022 the committee met on four occasions, in line with its Terms of Reference. All meetings were quorate.

1.2. To provide some narrative on the data in the table below:

- Des McNulty replaced Jackie Russell as Committee Chair on 1 August 2022.
- Sunita McKenna replaced Student Member Lauren McLaren on 1 August 2022.
- Clare Ireland was re-appointed as Board Support Staff Member on 1 August 2022 and continues in her Committee role.
- Verity Watson and Chris Bones have joined the Committee as Non-Executive Members.
- Michael Cullen, who had earlier stepped back from Board and Committee duties, left the Board on 25 April 2022.
- Committee membership has been consistent with its Terms of Reference throughout the period. It presently comprises four non-executive members (including the Board Chair), one staff member, and one student member.

Date of Meeting	Percentage Attendance	Total Members
9 December 2021	83%	6: Jackie Russell; Janie McCusker; Des McNulty; Clare Ireland; Lauren McLaren; Michael Cullen
17 March 2022	83%	6: Jackie Russell; Janie McCusker; Des McNulty; Clare Ireland; Lauren McLaren; Michael Cullen
26 May 2022	60%	5: Jackie Russell; Janie McCusker; Des McNulty; Clare Ireland; Lauren McLaren
6 October 2022	100%	6: Des McNulty; Janie McCusker; Verity Watson; Chris Bones; Clare Ireland; Sunita McKenna
Average attendance 2021-22	82%	

4.3 Gender balance has been weighted towards women throughout the period of the report, however, it should be noted that all current GCRB Staff and Student Members are women

and the Board is required to seek gender balance among its Non-executive Members, hence the Board's balance (excluding Assigned College Chairs, who do not serve on Committees), towards women. The current Committee gender balance is 67% women to 33% men.

- 4.4 All meetings of the Committee were attended by a suitably qualified Board Secretary and, as appropriate for reporting purposes, members of the Executive Team.
- 4.5 Committee minutes have been a standing item on Board agendas throughout the period of the report.
- 4.6 Minutes and papers have been published on the website except where exemptions apply under the Freedom of Information (Scotland) Act 2002.
- 4.7 All papers presented to meetings of the Committee provided for consideration of risk, strategic, resourcing and equalities implications.

2. Committee Remit

- 2.1. The Committee's Terms of Reference set out responsibilities in the following areas of Board activity. These have been used as headings in the subsequent report:
 - Staffing matters, including GCRB staff and certain duties relating to staff of Assigned Colleges;
 - GCRB and Assigned College board member appointments;
 - Voluntary Severance arrangements;
 - Board evaluation/Development.
- 2.2. The Committee reviews its performance against its terms of reference at least annually.

6. Activity between December 2021 and November 2022

Over the period of the report, the Committee discharged its duties as summarised below.

Staffing Matters

- 6.1 Agreed an annual CPD process for all staff with mid-year progress reviews, based on arrangements in place in Glasgow Clyde College, and an associated maximum budget for 2022/23.
- 6.2 Discussed a report from the Chair of the Board further to her review meeting with the Executive Director, and agreed performance objectives for 2022/23.
- 6.3 Agreed to recommend an amendment to the Committee Terms of Reference to clarify Committee's overarching responsibility with regard to organisational pay policy and Executive Director's delegated authority for staff salaries within his remit.
- 6.4 Agreed a salary uplift in line with Public Sector Pay Policy for senior staff and agreed that alignment with PSPP and with national bargaining outcomes was GCRB policy. Outcomes of national bargaining would be backdated to the appropriate review date. A no detriment principle was also agreed.

6.5 Received regular updates on relevant developments at national level.

GCRB/Assigned College Board Appointments

6.6 Oversaw the planning and implementation of arrangements to elect a Support Staff Board Member, contracting Civica Election Services as an independent body to run the election across the three Assigned Colleges. (Note: the Support Staff Board Member withdrew from discussion and decisions in that regard.)

6.7 Oversaw the planning and implementation of a process to recruit three new Non-Executive Board Members to GCRB, and the extension of the appointments of two current Non-Executive Members reaching the end of their first term of office.

6.8 Oversaw the process and agreed a panel to take forward the extension of the Chair of Glasgow Kelvin College's appointment.

6.9 Over the course of the year considered and made the following recommendations to the Board for Assigned College Non-Executive appointments.

- Glasgow Clyde College Board: two new non-executive appointments
- Glasgow Kelvin College Board: two new non-executive appointment and one extended appointment

Voluntary Severance Arrangements

6.10 Considered the business case for a City of Glasgow College VS scheme, and requested further information and assurance on several points in line with SFC guidance, including a risk assessment, consultation with trade unions, and EqIA arrangements. Subsequently agreed the business case for signature and submission to SFC for final approval.

Board Evaluation and Development

6.11 Monitored progress against the Development Plan at each Committee meeting and reviewed the GCRB Development Plan 2022-23 for recommendation to the Board.

6.12 Oversaw the planning of 2021-22 annual evaluation activity, and agreed timeline for 2022-23 activity.

6.13 Agreed to defer a review of the Board's self-evaluation until the return of the permanent Board Secretary.

6.14 Undertook the Committee's own evaluation and evaluation of the Committee Chair. As part of this process, reviewed activity and decisions made over the past year and compliance with the Committee terms of reference, and considered priorities for the year ahead.

6.15 Considered two Assigned College External Evaluation Reports (the third being unavailable at the time due), and agreed to revisit discussions of shared training and development opportunities. Noted all Assigned Colleges have development plans in place.

6.16 Received updates on external governance developments throughout the year.

6.17 Undertook an annual detailed review of Board and Committee membership, tenure, skills and gender balance, and attendance.

6.18 Undertook an annual review of Diversity Succession Planning and agreed planning for the year ahead. Requested diversity data, if available, on the regional student body.

7. Priority issues for 2021/22

7.1 Members reflected on progress in the past year and significant developments within GCRB and externally impacting on the Committee's area of remit, and identified the following priorities for the year ahead.

- The evolving context of the SFC's review of tertiary provision and the anticipated outcome of the review work commissioned jointly by GCRB and the SFC, including the implications for GCRB staff, including staff well-being, and the Board.
- The Committee's commitment to promoting diversity and the potential for further Board activity, and potential joint activity with Assigned College boards, in this area in 2023.

Performance & Resources Committee

Annual Report 2022

1. Meetings and Membership

- 1.1.** During the period from December 2021 to November 2022 the committee met on five occasions. An additional meeting was held in April to consider the indicative funding allocation received late from the SFC. All meetings were quorate, although attendance at April, June and September meetings was 57%, lower than normal for the Committee. Details of membership and attendance are provided in the table below.
- 1.2.** There have been some changes to Committee membership over the course of the year. Sakshi Sircar joined as a Non-Executive Member following the departure of Paul Buchanan. Emma Leslie replaced Johanna Thomson as the Student Member.

Date of Meeting	Percentage Attendance	Total Members
8 December 2021	86%	7: Moira Connolly; Paul Buchanan; David Brown; Paul Smart; Johanna Thomson; Sheila Meikle; Anwulika Umeh
16 March 2022	86%	7: Moira Connolly; Paul Buchanan; David Brown; Paul Smart; Johanna Thomson; Sheila Meikle; Anwulika Umeh
12 April 2022	57%	7: Moira Connolly; Paul Buchanan; David Brown; Paul Smart; Johanna Thomson; Sheila Meikle; Anwulika Umeh
8 June 2022	57%	7: Moira Connolly; Paul Buchanan; David Brown; Sheila Meikle; Paul Smart; Johanna Thompson; Anwulika Umeh
28 September 2022	57%	7: Moira Connolly; David Brown; Sakshi Sircar; Paul Smart; Emma Leslie; Sheila Meikle; Anwulika Umeh
Average attendance	69%	

- 1.3.** Gender ratio has shifted from 4:3 women:men¹ to 5:2 women:men during the period of the report (ie, is currently 71%:29% women:men).
- 1.4.** All meetings of the Committee were attended by a suitably qualified Board Secretary and appropriate members of the Executive Team.

¹ Note: data include Co-opted Member.

- 1.5. Representatives of Assigned College senior management, ordinarily the Principal, were invited to, and were normally in attendance at, meetings.
- 1.6. Committee minutes were a standing item on Board agendas throughout the period of the report.
- 1.7. Minutes and papers have been published on the website except where exemptions apply under the Freedom of Information (Scotland) Act 2002.
- 1.8. All papers presented to meetings of the Committee provided for consideration of strategic implications.

2. Terms of Reference

5.1 The Committee's terms of reference set out responsibilities in the following areas of Board activity:

- Finance
- Performance
- Projects

5.2 The Committee reviews its terms of reference at least annually (in the course of its self-evaluation).

5.3 A separate report has been provided to facilitate committee evaluation, to which the Terms of Reference are appended.

3. Summary of Committee Activity between December 2021 and November 2022

Finance

3.1. Determined the indicative and final funding allocations to Assigned Colleges for 2022-23 based on the SFC's indicative and final funding allocation, for consideration and approval by the Board. An extra meeting was held in April 2022 further to a delay in receiving the SFC's indicative allocation.

3.2. Retained oversight of progress with capital projects and planning throughout the year:

- December 2021: requested SFC attendance at a future meeting to discuss capital investment in the region.
- June 2022: received and noted Glasgow Clyde College and Glasgow Kelvin College capital plans for 2022-23 and recommended that the full Board discuss innovative approaches to capital funding at a future meeting.
- September 2022: Noted delay in receipt of Glasgow Clyde capital funding information and requested Executive Director discuss the issue with GCC Principal.
- September 2022: Asked Board Chair and Executive to consider a working group that would look at capital and delivery in the wider context of sustainability and the circular economy.

- 6.3** In the course of the year, retained oversight, via the revised provisions of the Scheme of Delegation, of allocation within the region of a series of additional sums of funding received from the SFC, including:
- additional funding for free period products;
 - arrangements for disbursement of Saltire funding
 - additional in-year support funding for 2021-22;
 - additional credits and associated funding for the Young Person's Guarantee 2021-22.
- 6.4** Approved a reduced credit target for City of Glasgow College (September) for 2022-23 in line with SFC decision; discussed opportunities for sector to influence Scottish Government on developing holistic basis for future funding allocations.
- 6.5** Monitored progress with Flexible Workforce Development activity at each meeting; noted the return of unused 2020-21 funds to SFC as a result of pandemic restrictions.
- 6.6** Approved the allocation of credits and associated funding for the National Transition Training Fund and Young Person's Guarantee 2021-22.
- 6.7** Agreed that the Glasgow Colleges Group sustainability group should discuss the drawdown of student funding and how to ensure full funding allocations were accessed (December meeting). Received report and endorsed work undertaken by group with regard to in-year reallocation where appropriate (June meeting).
- 6.8** Monitored long term financial planning based on Assigned College FFR returns; noted (September) FFR for 2022-23 submitted by Colleges to SFC.
- 6.9** Discussed approaches to regional finance, including an agreement to include regional financial approach in the development of GCRB board strategy to provide effective link between strategic direction and financial planning.
- 6.10** Approved the 2021-22 Mid-Year Return from GCRB to the SFC.
- 6.11** Monitored GCRB costs against budget throughout year. Considered the GCRB budget for 2022-23 and agreed to recommend its approval to the Board.

Performance

- 6.12** Retained oversight of delivery of 2021-22 ROA and provided input to progress with ROA 2022-23 in the ongoing context of the SFC's national review.
- December: suggested raising priority of environment and sustainability and incorporating recovery from pandemic as cross-cutting theme;
 - June: reviewed draft ROA, pending issue of SFC guidance;
- 6.13** Deferred consideration of 2021-22 ROA evaluation (September) due to absence of Executive Director. Agreed to consider at December meeting.

Projects

- 6.14** Received regular reports on progress with the Programme for Action.
- 6.15** Considered a proposal to expand Action for Children project and agreed recommendation to Board regarding investment of an annual sum.
- 6.16** Deferred consideration of year-end 2021-22 report on PfA (September) to December to allow Executive Director to report.

Committee Governance

- 6.17** With reference to the foregoing report, the Committee has acted in accordance with its terms of reference throughout the period of the report.
- 6.18** At each meeting, the Committee considered a long term agenda and any business that should be added to its workplan, or reviewed.
- 6.19** Review of the Committee's 2021 annual report including consideration of priorities for the year ahead, and self-evaluation including evaluation of the Committee Chair, were undertaken in December 2021.
 - Agreed to recommend changes to Committee terms of reference in respect of its finance and sustainability role, and oversight of the environment and sustainability project
 - Recommended Board Chair revisit the recommendation from the 2021 External Effectiveness Review to consider a regional curriculum committee.
- 6.20** The Committee's annual report was presented to the Board in January 2022.

7 Priority issues for 2021/22

- 7.1** Members reflected on progress in the past year and significant developments within GCRB or externally impacting on its area of remit, and identified the following priorities for the year ahead.
 - The SFC's ongoing review of the funding model and Regional Outcome Agreements;
 - The Scottish Government's wider review of Post-School Learning, alongside the SFC's ongoing review of tertiary education and the skills landscape across Scotland;
 - The outcomes of GCRB's regional review process;
 - Programme of Action – including strategic projects for initiation across estates and resources, finance, mental health, stakeholder engagement and the curriculum/skills;
 - Strategy and Regional Curriculum Planning.

Audit and Assurance Committee

Annual Report January 2023

1. Meetings and Membership

- 1.1.** During the period from January to December 2022 the committee met on four occasions. All meetings were quorate and attendance levels were good. Details of membership and attendance are provided in the table below.
- 1.2.** Committee membership has seen some changes over the course of the year. Paul Buchanan left the GCRB Board on 31 July 2022, and was replaced as Audit & Assurance Committee Chair by Ed McGrachan. Chris Bones was appointed to GCRB as a Non-Executive Member on 1 August 2022 and joined the Audit and Assurance Committee on 20 October 2022.

Date of Meeting	Percentage Attendance	Total Members
11 January 2022	100%	4: Paul Buchanan; Ed McGrachan; Alastair Milloy; Helyn Gould
15 March 2022	75%	4: Paul Buchanan; Ed McGrachan; Alastair Milloy; Helyn Gould
31 May 2022	100%	4: Paul Buchanan; Ed McGrachan; Alastair Milloy; Helyn Gould
20 October 2022	75%	4: Ed McGrachan; Alastair Milloy; Helyn Gould; Chris Bones
Average attendance	88%	

- 4.3** Gender ratio has remained at 3:1 men:women during the period of the report (75%).
- 4.4** The GCRB Board Secretary was absent from work during the period of the report. Arrangements were put in place to ensure a suitably qualified member of staff provided support at the January and March meetings. An Interim Board Secretary was in place for the May and October meetings. All meetings of the Committee were attended by appropriate members of the Executive Team.
- 4.5** Committee minutes were a standing item on Board agendas throughout the period of the report.
- 4.6** Minutes and papers have been published on the website except where exemptions apply under the Freedom of Information (Scotland) Act 2002.
- 4.7** All papers presented to meetings of the Committee provided for consideration of strategic implications.

2. Terms of Reference

5.1 The Committee's terms of reference set out responsibilities in the following areas of Board activity:

- Regularity, Compliance and Risk
- Internal Audit
- External Audit
- Corporate Governance

5.2 The Committee reviews its terms of reference at least annually (in the course of its self-evaluation).

5.3 A separate report has been provided on committee evaluation to which the Terms of Reference are appended.

3. Summary of Committee Activity between January 2022 and December 2022

Regularity, Compliance and Risk

3.1. At each meeting the Committee receives updates from the most recent meetings of the assigned college audit committees. The Committee also receives the annual reports from the audit committees of the assigned colleges and a summary of the annual internal audit reports of each college.

3.2. The Committee has also considered, and reviewed, GCRB's arrangements for risk management and monitors the risk registers of the assigned colleges.

3.3. The Committee receives on an annual basis updates on fraud and whistleblowing, GDPR arrangements, and compliance with the Code of Good Governance.

3.4. At each of its meetings the Committee has received reports on the conclusion of the recent Assigned College fraud matter, which was closed off at the October 2022 meeting. Further work on lessons learned has been incorporated into internal audit planning.

3.5. During 2022, the Committee has also reviewed and made recommendations with regard to financial reporting lines between Assigned Colleges and GCRB.

Internal Audit

3.6. Henderson Loggie are GCRB's internal auditor having been re-appointed in August 2021.

3.7. Based on a comprehensive audit needs analysis process, the Committee recommended to the Board four areas for internal audit in 2021-22. These are listed below with the respective audit findings in terms of overall level of assurance:

Audit Area	Audit Grading
Corporate Governance	Requires Improvement

ROA Development	Satisfactory
Disaster Recovery	Satisfactory
Oversight of Programme for Action	Good
Follow-up Reviews	N/A

External Audit

3.8. The External Auditor is responsible for the audit of the GCRB Annual Report and Accounts 2021-22. The Annual Report of the External Auditor was considered by the Audit Committee at the January 2023 meeting.

7 Priority issues for 2023

7.1 Members reflected on progress in the past year and significant developments within GCRB or externally impacting on its area of remit, and agreed the following priorities for the year ahead, noting that further consideration would be beneficial and the matter would be revisited at future meetings.

- ensuring that GCRB has in place the appropriate arrangements for the management of risk and internal control framework for a fully-operational fundable body;
- consideration of detailed internal audit reports;
- implementation of internal, and external, audit recommendation; and
- oversight of the risk matters relating to the outcome of the review and new strategic plan.