

Board Meeting

Date of Meeting	Monday 27 February 2017
Paper Title	Governance matters
Agenda Item	14
Paper Number	BM4-J
Responsible Officer	Penny Davis, Board Secretary
Status	Non-disclosbale (section 3)
Action	For Approval

1. Report Purpose

1.1 This paper seeks the Board's approval for a range of governance related matters.

2. Recommendations

2.1. The Board is invited to:

- **agree** the recommendation from the Nominations and Remuneration Committee that Robert Fraser be appointed as a member of the Board of Management of Glasgow Clyde College for the period of 4 years;
- **agree** the recommendation from the Nominations and Remuneration Committee that a recruitment exercise is initiated to seek to appoint a new GCRB board member;
- **agree** the recommendation from the Nominations and Remuneration Committee that Mike Ward be appointed as a member of the GCRB Audit Committee;
- **agree** the recommendation from the Audit Committee to amend the GCRB Board Regulations;
- **note** the formal response received from the Scottish Funding Council regarding external review of the Board.

3. Appointment of new member of the Board of Management of Glasgow Clyde College

3.1. At its meeting on 6 February 2017, the GCRB Nominations and Remuneration Committee considered paperwork received from the Secretary to the Board at Glasgow Clyde College seeking approval to appoint a new member to their Board of Management.

3.2. The GCRB Nominations and Remuneration Committee considered the process undertaken to be in line with Ministerial Guidance on College Sector Board

Appointments and that it also followed the process agreed between GCRB and its assigned colleges for appointment of assigned college board members.

- 3.3. The Nominations and Remuneration Committee noted that GCRB board member and Audit Committee Chair Paul Buchanan had been involved in the interview process.
- 3.4. The Nominations and Remuneration Committee agreed to recommend to the GCRB Board that the candidate – Robert Fraser – be appointed to the Board of Management of Glasgow Clyde College for a period of 4 years.

4. Recruitment of new GCRB Board Member

- 4.1 The Nominations and Remuneration Committee of the Board considered the current skills mix of existing GCRB members at its meeting on 6 February 2017. They identified potential areas where the Board could be strengthened as follows:
 - financial reporting;
 - internal control;
 - audit;
 - estates development; and
 - industry or commerce.
- 4.2 The Nominations and Remuneration Committee agreed to recommend to the Board that a recruitment process for a member with the skills outlined above should be undertaken to fill the one remaining board member vacancy on the GCRB.
- 4.3 The Committee agreed to recommend to the Board that an open recruitment process is initiated in March 2017. Any recommendation for appointment would be submitted to the Nominations and Remuneration Committee and the full Board during the May meeting cycle, and Cabinet Secretary approval would then be sought which can take up to one month. The proposed timeframe would allow an induction process to take place during the summer and the board member would then begin attending meetings from the start of the next academic session.

5. Committee Appointment

- 5.1 The Nominations and Remuneration Committee of the Board has responsibility to make recommendations to the Board for its approval in relation to membership of the Board's committees, in consultation with the Chair of the Board and the Chair of the relevant committee.
- 5.2 At its meeting on 6 February 2017, the Nominations and Remuneration Committee agreed to recommend to the Board that Michael Ward should be appointed to the GCRB Audit Committee given his experience in this area.

6. Board Regulations

- 6.1 At its meeting on 12 December 2016, the Audit Committee considered the Annual External Audit Report for the GCRB. Within the context of discussions on this matter, the Committee considered that GCRB's Board Regulations should be amended to include reference to the guidance received from the Standards Commission regarding potential conflicts of interest.

6.2 The Audit Committee considered the amendment to the Board Regulations at its meeting on 20 February 2017 and agreed to recommend approval to the Board.

6.3 A copy of the amended Board regulations are attached as Annex A with the proposed change made at 14.5.

7. External Review

7.1. It was agreed at the December GCRB board meeting that the GCRB Executive Director should write to the Scottish Funding Council to request exemption from undertaking an additional externally facilitated review of board effectiveness on the basis of having recently been externally reviewed by the SFC. This letter was sent to the SFC on 13 December 2016.

7.2. A formal response was received from SFC on 20 January 2017 who have agreed to this request with a proviso that the GCRB Board undertake an external review next year. The SFC response is attached as Annex B.

8. Risk Analysis

8.1 Matters considered within this paper are concerned with GCRB's governance arrangements. By ensuring that these matters are properly addressed GCRB will ensure that its governance meets the expectations of the Scottish Funding Council, Scottish Government and other relevant stakeholders.

9. Legal Implications

9.1 The specific legal issues relevant to these matters are addressed within the paper or were considered by the relevant committee.

10. Financial Implications

10.1 There are no specific new financial consequences that arise from the matters addressed in this paper.

11. Regional Outcome Agreement Implications

11.1 As already noted, most of the matters dealt with in this paper are concerned with GCRB's governance arrangements. Putting in place proper governance arrangements is a significant part of the criteria for achieving fully-operational fundable body status which will in turn allow GCRB to play its full part in development and delivery of the regional outcome agreements.

Glasgow Colleges' Regional Board

Board Regulations

1. DEFINITIONS

- 1.1** 'Board' is the regional board specified in Part 1 of schedule 2A to the Post 16 Education) Act 2013 (hereafter referred to as 'the Board').
- 1.2** 'Board Members' includes all of those persons appointed in terms of paragraph 12 of the Board's Constitution.
- 1.3** 'Board Secretary' is the person appointed in terms of section 3 of the Board Regulations.
- 1.4** 'Chair' is the Regional Chair appointed by Scottish Ministers or such other person appointed by the Regional Chair to chair a board meeting in his absence or appointed in terms of section 7.1 of the Board Regulations.
- 1.5** 'Code of Conduct' is the standard code of conduct for members of devolved bodies with which all Board Members have a duty to comply in terms of The Ethical Standards in Public Life etc. (Scotland) Act 2000 and which has been adopted by the Board.
- 1.6** 'Committees' are defined as all committees established by the Board in terms of paragraph 22 of the Board's Constitution.

2. BOARD MEETINGS

- 2.1** The Board can decide when and where to have meetings and how they will be conducted. They may also adjourn meetings.
- 2.2** A Board meeting will ordinarily be called by the Board Secretary at the request of the Chair. The Chair may adjourn a meeting.

3. BOARD SECRETARY

- 3.1** The Board must appoint a Secretary and take all reasonable steps to ensure that the appointee has the requisite knowledge and experience to discharge the functions of a Secretary.

4. NOTICE OF BOARD MEETINGS

- 4.1** Notice of a Board meeting shall be deemed to be duly given to a Board Member if it is given to him personally or given in writing or by electronic means to him at his last known address or any other address given by him to the Board for that purpose. Notice by word of mouth may be given only in exceptional circumstances by reason of urgency.
- 4.2** Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
- 4.3** It shall not be necessary to give notice of a Board meeting to a Board Member who is absent from the United Kingdom unless he has asked the Board in writing that notices of Board meetings shall during his absence be given to him at any address in the United Kingdom notified to the Board for this purpose, but he shall not, in such event, be entitled to a longer period of notice than if he had been present in the United Kingdom at that address.

5. FREQUENCY OF BOARD MEETINGS

- 5.1** The Board shall meet at least four times a year and otherwise as required.

6. QUORUM

- 6.1** The quorum necessary for the transaction of business may be determined by the Board and until otherwise determined shall be one third of the membership. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions for the time being vested in or exercisable by the Board.

7. CHAIR

- 7.1** If the Regional Chair or his nominated alternate is not able to attend and chair a meeting of the Board or is not present within ten minutes of the time appointed for holding the same, the Board Members present shall choose one of their number to be chair of such meeting.

8. VOTING

- 8.1** Questions arising at any Board meeting shall be determined by a majority of votes. In the case of an equality of votes the Chair of that meeting shall have a second or casting vote.

9. PARTICIPATION BY TELEPHONE OR OTHER FORM OF COMMUNICATION

- 9.1** Any Board Member may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or any other form of communications equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- 9.2** A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chair of the meeting then is.
- 9.3** A decision made at any meeting held in the above manner, and signed by the Chair of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held.

10. RESOLUTION IN WRITING

- 10.1** Resolutions or decisions will ordinarily be made at Board or committee meetings. However, a resolution (or decision) in writing signed or confirmed electronically by all the Board Members, for the time being entitled to receive notice of a Board meeting and to vote on the resolution and not being less than a quorum (or by all the members of a committee of the Board, for the time being entitled to receive notice of such committee meeting and to vote on the resolution and not being less than a quorum of that committee), shall be as valid and effective for all purposes as a resolution duly passed or decision made at a meeting of the Board (or committee, as the case may be).
- 10.2** Such a resolution may consist of several documents or electronic communications in the same form each signed or authenticated by one or more of the Board Members or members of the relevant committee.

11. PROCEEDINGS OF COMMITTEES

- 11.1** All committees of the Board shall, in the exercise of the powers delegated to them and in the transaction of business, conform with any mode of proceedings and regulations which the Board may prescribe and subject to this shall be governed by such of these procedures as regulate the proceedings of the Board as are capable of applying.

12. MINUTES OF PROCEEDINGS

- 12.1 The Board shall keep minutes of all Board meetings and meetings of committees of the Board. The minutes must include the names of the Board Members present.
- 12.2 Any such minutes, if signed by the Chair of the meeting at which the proceedings were held or by the Secretary, shall be evidence of the matters stated in such minutes without any further proof.
- 12.3 All approved minutes will be made publicly available as soon as possible following their approval.

13. VALIDITY OF PROCEEDINGS

- 13.1 All acts done by a meeting of the Board, or of a committee of the Board, or by any person acting as a Board Member or member of a committee shall be valid even if it is discovered afterwards that there was some defect in the appointment of any person or persons acting, or that they or any of them were or was disqualified from holding office or not entitled to vote, or had in any way vacated their or his office.

14. BOARD MEMBERS' CONFLICTS OF INTEREST

- 14.1 A Board Member must comply with Section 5 of the Code of Conduct in relation to registration and declaration of interests.
- 14.2 A Board Member cannot vote or be counted in the quorum on any decision or resolution which may give rise to a conflict of interest.
- 14.3 A Board Member must withdraw from the meeting room until discussion of the relevant item in which they have an interest is concluded. There is no requirement to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to give rise to a conflict of interest.
- 14.4 The interests of other persons who are connected ('other persons' shall have the meaning given to it by section 5.10 of the Code of Conduct) with a Board Member shall be treated as an interest of the Board Member.
- 14.5 **The Chair of an assigned college will not participate in Board funding decisions, outwith any representation made on behalf of their college prior to the determination of funding allocations.**

15. POWER TO AUTHENTICATE DOCUMENTS

- 15.1** Any Board Member, the Secretary or any person appointed by the Board for this purpose shall have power to authenticate any documents affecting the constitution of the Board and any decision made or resolution passed by the Board or the Board or any committee, and any books, records, documents and accounts relating to the business of the Board, and to certify copies or extracts as true copies or extracts. A document purporting to be a copy of a resolution or a decision, or an extract from the minutes of a meeting, of the Board or any committee, which is so certified, shall be conclusive evidence in favour of all persons dealing with the Board that such decision has been made or resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

16. PROCEDURE FOR URGENT ACTION

- 16.1** A special meeting of the Board may be convened to deal with business that will not wait until the next ordinary meeting (see Section 4). Alternatively, where it is necessary for decisions normally requiring the approval of the Board to be taken in the period between Board meetings, the Chair may take appropriate action. Normally this will be authorising urgent action by the Executive Director. The Chair should seek the views of Board members before authorising such urgent action.
- 16.2** In the event that the Chair is unavailable, the Executive Director will have the power to take urgent action with the authorisation of the Board's Vice-Chair, if there is one, or, in the absence of the Vice-Chair, of one of the chairs of the Board's committees, who shall be a member of the Board.
- 16.3** In the event of all of the above mentioned Board members being unavailable, the Executive Director may take such action as s/he deems necessary in an emergency, where a failure to act swiftly might seriously jeopardise the achievement of the Board's objectives.
- 16.4** In any of the above circumstances, the views of the Board members should be sought and the action taken will be reported to the next ordinary meeting of the Board for homologation.

Our Ref: 247119297

20 January 2016

Robin Ashton
Executive Director
Glasgow Colleges' Regional Board
City of Glasgow College
190 Cathedral Street
Glasgow G4 0RF

Dear Robin,

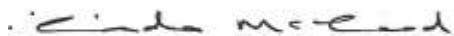
Requirement for externally facilitated reviews of board effectiveness

Thank you for your letter of 13 December requesting confirmation if the recent external SFC review of GCRB governance arrangements and GCRB led self-evaluation activity meets Colleges' Scotland's requirements for externally facilitated review of the Board's effectiveness by the end of this financial year.

During your recent discussion on 18 January with SFC officers we acknowledged the degree of external scrutiny of GCRB in the last year by both Scottish Government and SFC officers who have attended your Board meetings and reviewed governance processes. You also outlined the range of evaluation activities you have completed in line with good practice and you agreed to provide us with a summary of these.

We therefore confirm that it would be reasonable for GCRB to delay further external review of the Board until 2017-18 given the scrutiny work already undertaken and the significant progress which has been evidenced.

Yours sincerely,



Linda McLeod
Assistant Director and Outcome Agreement Manager

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