Glasgow Colleges Regional Board

Date of Meeting	Monday 18 June 2018
Paper Title	Governance Matters
Agenda Item	15
Paper Number	BM5-M
Responsible Officer	Penny Davis
Status	Disclosable; Commercial information relating to online board systems will be redacted as appropriate under FOI(S)A Section 33
Action	For Approval

1. **Report Purpose**

   1.1. To bring several matters to the Board's attention relating to membership and governance arrangements.

2. **Recommendations**

   2.1 The Board is invited to **note** and, as appropriate, **approve**:

   i.   non-executive membership of committees further to the delegation of authority to the Chair of the Board at the 26 March meeting to finalise arrangements with newly appointed Non-Executive Members;

   ii. the re-appointment of Clare Ireland and appointment of Charlie Montgomery as Staff Board Members, effective for four years from 1 August 2018;

   iii. an update on Student election procedures;

   iv. an outline of the role of Senior Independent Member further to the nomination of Paul Buchanan to replace Grahame Smith;

   v.   a proposed amendment to the wording of the GCRB Appeals Procedure;

   vi. a recommendation from the Executive to adopt an online system for the distribution and viewing of Board agendas, papers and other information;

   vii. a proposal that GCRB should sign a Memorandum of Understanding with Glasgow City Council.

3. **Detail**

   Non-Executive Membership of Committees

3.1. At its meeting on 26 March, the Board considered an outline proposal for the engagement of new non-executive members in committees. The Board delegated authority to the Chair to conclude arrangements when undertaking induction meetings. The revised arrangement of non-executive members on committees is as follows.

   Audit Committee: Paul Buchanan (Chair); Mike Ward; Maureen McKenna; Edward McGrachen

   Performance & Resources Committee: Frank Coton (Chair); Caroline MacDonald; Alastair Milloy; Paul Buchanan; Moira Connolly

   Nominations & Remuneration Committee: Jackie Russell (Chair); Lesley Garrick; Janie McCusker; Michael Cullen

3.2. Noting that Frank Coton will be standing down from GCRB in July, the Board is asked to approve the appointment of Caroline MacDonald as his replacement as Chair of the Performance & Resources Committee. Caroline has agreed to undertake the role in an interim capacity, with a view to the position being reviewed early in 2019, after six months.

3.3. In taking on this additional role, Caroline MacDonald will stand down from Audit Committee. This will have the additional effect of reducing the overlap in membership between the two committees, which is in the interests of ensuring independent decision-making. However, Members are asked to note that new arrangements will support the good level of communication that has been maintained between the two committees through the continuing membership of Paul Buchanan on both.

3.4. The Board is asked to note that the intention (discussed at the meeting on 26 March) had been to co-opt another candidate from the recent recruitment round to the Performance & Resources Committee. That candidate, whose background was in learning and teaching, has now accepted an offer of co-option from Glasgow Kelvin College where she feels her skills will be a better match for the work of the committee. The Board may wish to consider the possibility of co-option further at a future date as a means of strengthening the range of skills and knowledge on its committees.

Staff Board Member Elections

3.5. To confirm the results of the recent Staff Board Member Elections run by Electoral Reform Services:

   i. Clare Ireland has been elected uncontested to serve as Support Staff Member.

   ii. Charlie Montgomery has been elected to serve as Teaching Staff Member when Jim O'Donovan's tenure ends on 31 July. Three candidates stood for election. Charlie, who is a lecturer in Social Sciences at City of Glasgow College, won with 71% of the vote. 29% of the electorate participated in the electronic ballot (532 members of teaching staff).

3.6. Both appointments, in accordance with legislation, will be for four years, and will commence from 1 August 2018.

3.7. Noting Clare Ireland's decision in 2017 to stand down from the Nominations & Remuneration Committee, the Board is asked to agree that the Chair should discuss committee membership with both Staff Members, and Committee Chairs as appropriate, and finalise arrangements for staff participation in committees before the start of the new academic year.

Student Board Member Elections

3.8. Arrangements to elect Student Board Members are progressing in line with procedures agreed by the Board last year to ensure that Student Members are in post during the summer months. The Glasgow Colleges Regional Student Executive meets on 11 June to progress this matter and a verbal report will be provided at the Board meeting on 18 June.

Senior Independent Member

3.9. Further to a nominations process as agreed at the Board meeting on 26 March, Paul Buchanan has been designated Senior Independent Member.

3.10. Limited guidance exists on the role of SIM on a college sector board. The Code of Good Governance describes the role as:

> *...to provide a sounding board for the chair and to serve as an intermediary for the principal, other board members and the board secretary when necessary. The senior independent member should also be available where contact through the normal channels of chair, principal or secretary has failed to resolve an issue or for which such contact is inappropriate.*

3.11. The role is, therefore, not generally to be regarded as a proactive one, but it is to be available and to act if necessary in circumstances where an alternative or independent viewpoint or channel of communication or action is sought by others. This may be the chair seeking an independent opinion on a proposed course of action, for example, or a board member seeking to resolve an issue in which they may feel the chair is conflicted or which they feel otherwise unable to bring to the Chair's attention.

3.12. The Chair had intended also to appoint a Vice Chair as a deputy and sounding board. While she may, in future, bring a proposal to the Board, for the time being she is content that the Committee Chairs may fulfil these functions as senior members with responsibility for major areas of the Board's activity.

GCRB Appeals Procedure

3.13. The City of Glasgow College Board has asked that the wording of the GCRB Appeals Procedure (approved in May 2017) be clarified with respect to membership of the appeals panel to avoid any doubt over the intended interpretation.

3.14. The current wording of the relevant paragraph is shown below in italics with suggested additional words for clarification shown in red.

> *The review panel will comprise at least two non-executive board members, who will not be members of the Committee that made the original decision, and one independent, external member appointed by the GCRB for that purpose.*

3.15. If the Board is content that this wording does not detract from, and provides clarification of, its intended meaning, the procedure will be amended and re-published.

Paperless Board System

3.16. The Board agreed at an earlier meeting to proceed with plans to introduce an online system to reduce the amount of paper used and improve efficiency of information distribution.

3.17. Further to discussion with Board Secretaries in the Glasgow Region and elsewhere in the sector, the Executive received presentations on and tested three systems that are in use in other comparable governance environments.
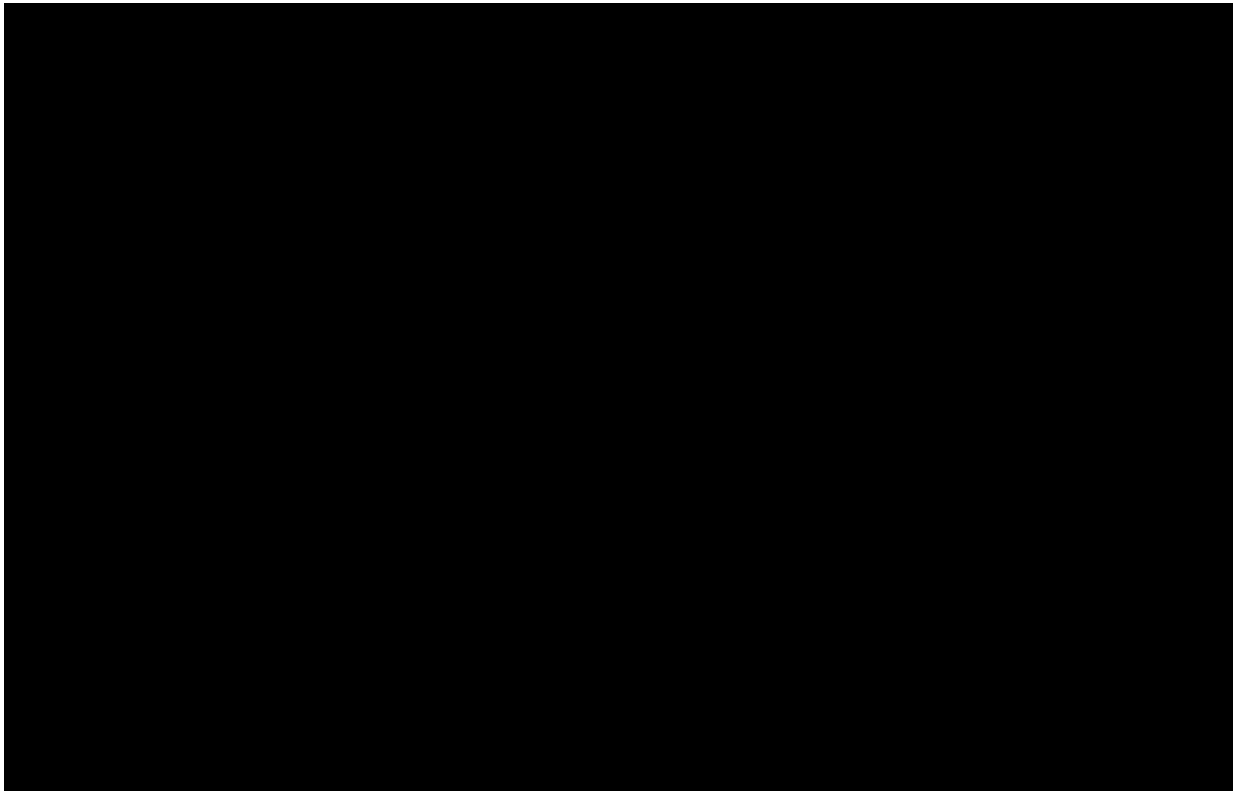
4. **Glasgow City Council Memorandum of Understanding**

    4.1   The Leader of Glasgow City Council, Councillor Susan Aitken is keen to put in place an academic MOU between the further and higher education sector in the city and the City Council which outlines a Team Glasgow approach to researching and responding to the opportunities, and challenges that we face as a city.   Councillor Aitken has asked if GCRB would consider signing up to the MOU, attached as an Annex to this report.

5. **Risk Analysis**

    5.1   There are no significant risks to bring to the Board's attention in relation to this report. It is anticipated the paperless board system will contribute to mitigation of governance risks by increasing the efficiency of communications and improving record-keeping and access to information by Board Members.

6.   Legal Implications

6.1   There are no new legal issues associated with this paper.

7.   Resource Implications

7.1   The cost implications of introducing an online board system are detailed in the paper. There will be a concomitant reduction in staff time spent on administrative tasks.

8.   Strategic Implications

8.1   Participation in the Glasgow City Council MoU is consistent with the strategic objective to promote effective regional partnership working.

Annex A: Memorandum of Understanding between the Further and Higher Education Sector across Glasgow and Glasgow City Council City Government

This Memorandum of Understanding (MOU) sets out the terms and understanding between Glasgow's Further and Higher Education Sector and Glasgow City Council City Government (City Government) on the manner in which each can collaborate to move forward policies which will build an inclusive, equitable city, fostering innovation and creativity and which benefits the people of Glasgow and industry and academia in the city.

The partners are;

- Glasgow City Council City Government
- University of Glasgow
- Strathclyde University
- Glasgow Caledonian University
- University of the West of Scotland
- City of Glasgow College
- Glasgow Clyde College
- Glasgow Kelvin College
- Glasgow School of Art
- The Royal Conservatoire of Scotland
- The Open University
- Glasgow Colleges Regional Board

Background

The City Government has key themes and priorities that it wants to deliver for the people of Glasgow which forms the Council's strategic plan. It recognises that the academic sector in the city is a key partner to enable delivery. The key themes and priorities are:

- a thriving economy
- a vibrant city
- excellent and inclusive education
- a healthier city
- a sustainable and low carbon city
- resilient and empowered neighbourhoods
- a well governed city that listens and responds

Both the sector and the City Government affirm a belief that public policy in the city should be based on the best possible evidence and that the academic expertise of the sector should be shared as far as possible in the interests of Glasgow.

Purpose

This MOU will set out the terms in which the sector and the City Government will work together to enable academic input to enhance and enrich the policy making process, on as wide a range of expertise as possible in helping to formulate policy.

Where appropriate, the City Government will have the ability to call upon the wider sector, or individuals within it, for advice and expertise on specific policy areas, and after discussion with relevant members of staff, the sector as a whole or individual organisations within it, may be able to offer to facilitate engagement with specific academics, including desktop research and on occasion more in-depth analysis of issues and outputs.

From the City Government, the academic sector across the city can expect a partner that is open to new ideas to solve the various challenges that we collectively face and one which is willing to work in collaboration to develop and implement new and innovative policies to tackle them.

It is agreed by all parties that a request for advice from the City Government will not necessarily be one that the sector is always able to meet, though the expectation would be that on most occasions guidance, at the very least, would be made available.

The sector and the City Government will also undertake a series of workshops on a range of policy areas to allow the sector the opportunity to gather academic opinion and to engage with city council officials and advisors. The goal in this case would be to work to a pre-agreed agenda between all parties to identify policy challenges and possible solutions in particular areas.

The conduct and timings of such workshops would be agreed between the parties in advance, with an internal report drawn up afterwards to be shared by all parties.

Reporting
Reporting on the effectiveness of the MoU would be conducted between the Leaders and the University of Glasgow's Public Affairs Office, the latter of which would serve as an informal secretariat for the relationship going forward.

Funding
Beyond basic administration costs, there are no essential funding commitments associated with this MoU and any which arise would be on a case-by-case basis, to be discussed between parties.