

Board Meeting

Date of Meeting	Monday 27 January 2025
Paper Title	Committee Annual Reports to Board
Agenda Item	8
Paper Number	BM2-G
Responsible Officer	Board Secretary
Recommended Status	Disclosable
Action	For Noting

1. Executive Summary

1.1. Committee Annual Reports are presented for the Board's attention.

2. Recommendations

2.1 The Board is invited to **note** the reports provided by the Nominations & Remuneration Committee, Audit & Assurance Committee, and Performance & Resources Committee.

3. Introduction

- 3.1.** All committees submit an annual report to the Board at this time of year as part of the annual review and evaluation process and to provide assurance on the compliant and effective operation of the Board's committees.
- 3.2.** Committees undertook their reviews on the following dates:
- Nominations & Remuneration Committee 5 December 2024
 - Performance & Resources Committee 11 December 2024
 - Audit & Assurance Committee 13 January 2025
- 3.3.** The reports provide a summary of meetings, membership and attendance, together with an outline of business conducted under headings aligned to the committees' terms of reference and, where appropriate, decisions made over the course of the year.
- 3.4.** As part of their evaluation process, Committees consider whether there are any changes to their terms of reference that they would recommend to the Board. No committee agreed any recommendations to bring to the Board in that regard.

4. Risk & Compliance Analysis

- 4.1.** The report is provided in compliance with Code of Good Governance guidance on evaluation.
- 4.2.** The report contributes to mitigation of risk 07: GCRB does not have the necessary capacity and capability to deliver our objectives, and risk 08: A breach of legislation or regulatory requirements results in a failure of governance.

5. Financial & Resource Implications

- 5.1.** There are no new financial or resource implications associated with this report.

6. Equalities Implications

- 6.1.** There are no new equalities implications arising from this report.

7. Learner Implications

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

Performance & Resources Committee Annual Report - 2024

1. Introduction

- 1.1** The Committee's annual report includes a review of membership and meetings, and a summary of business over the course of the year and decisions made.
- 1.2** The period covered by the report is December 2023 to November 2024.

2. Meetings and Membership

- 2.1** During the period from December 2023 to November 2024 the committee met on four occasions. All meetings were quorate, although attendance overall was lower than in previous years. A number of factors, including long-term absence, contributed to this position. Details of membership and attendance are provided in the table below.
- 2.2** There were several changes to Committee membership over the course of the year. Sonique Noreiga replaced Emma Leslie as Student Member of GCRB in January 2024 and joined the Committee as a member at the May 2024 meeting. Two new Non-executive Board Members (Caroline Bysh and Darren Pirie) and a Trade Union Board Member (Jill Montgomery) were appointed to the Board in April and were subsequently appointed to the Committee. A new student member had not been appointed to the Committee at the time of the September 2024 meeting; Martina Tuskova's membership of the Committee was approved at the Board's October 2024 meeting. Sheila Meikle's term of office expired on 14 November 2024; a new Staff Board Member will be appointed to the Committee in the new year.

Date of Meeting	Percentage Attendance	Total Members
13 December 2023	80%	5: Moira Connolly; Sakshi Sircar; Paul Smart; Sheila Meikle; Anwulika Umeh
17 April 2024	40%	5: Moira Connolly; Sakshi Sircar; Paul Smart; Sheila Meikle; Anwulika Umeh
28 May 2024	44%	9: Moira Connolly; Sakshi Sircar; Paul Smart; Caroline Bysh; Darren Pirie; Sonique Noreiga; Jill Montgomery; Sheila Meikle; Anwulika Umeh
25 September 2024	63%	8: Moira Connolly; Sakshi Sircar; Paul Smart; Caroline Bysh; Darren Pirie; Jill Montgomery; Sheila Meikle; Anwulika Umeh
Average attendance	57%	

Gender ratio shifted from 4:1 women:men¹ to 6:2 women:men during the period of the report. All current Staff, Student and Trade Union board members are women; this affects gender balance on the P&R Committee which includes all three of these categories of membership.

- 2.3** All meetings of the Committee were attended by the Board Secretary and appropriate members of the Executive Team.
- 2.4** Assigned College Principals were invited to all meetings.
- 2.5** Committee minutes were a standing item on Board agendas throughout the period of the report.
- 2.6** Minutes and papers were published on the website except where exemptions apply under the Freedom of Information (Scotland) Act 2002.
- 2.7** All papers presented to meetings of the Committee provided for consideration of strategic implications.

3. Terms of Reference

- 3.1** The Committee's terms of reference set out responsibilities in the following areas of Board activity:
 - Finance
 - Performance
 - Projects
- 3.2** The Committee reviews its terms of reference at least annually, in the course of its self-evaluation.

4. Summary of Committee Activity between December 2023 and November 2024

- 4.1** The following is a summary of decisions made and items noted at each meeting, organised under headings taken from the Committee's terms of reference.
- 4.2** Several items were considered as standing items at each meeting but did not give rise to decisions requiring individual reporting over the course of the reporting period. As well as receiving updates as appropriate on progress with external developments at regional and national level, at each of its meetings, the Committee:
 - approved the minutes of the previous meeting;
 - monitored GCRB running costs against budget;
 - noted progress made by the colleges in respect of capital projects;
 - reviewed and agreed the long term agenda;
 - agreed the disclosability status of papers.

¹ Note: data include Co-opted Member.

4.3 FINANCE

December 2023

The committee **noted**:

- Glasgow colleges provided the latest FWDF progress reports (to GCRB) on 24 November 2023.
- FWDF funds held by GCRB (at 13 December 2023), that relate to 2021-22, are £134,000.
- FWDF funds held by GCRB (at 13 December 2023), that relate to 2022-23, are £109,000.
- Funds for 2023-24 have yet to be confirmed by the Scottish Funding Council.

April 2024

The committee **noted**:

- Glasgow colleges provided the latest FWDF progress reports (to GCRB) on 29 February 2024.
- FWDF funds held by GCRB (at 16 March 2024), that relate to 2021-22, are £111,000.
- FWDF funds held by GCRB (at 16 March 2024), that relate to 2022-23, are £4,000.
- The Scottish Funding Council has now confirmed that there will not be any funding for FWDF in 2023-24 and 2024-25.

The committee **noted** and **commented** on the mid-year returns for 2023-24.

The committee **agreed to recommend** that the board approved the allocation of funding for counsellors in 2023-24.

The committee:

- **Noted** the indicative funding allocations for 2024-25 issued by the SFC on Thursday, 28 March 2024.
- **Commented** on, and **determined**, the indicative regional funding allocations for 2024-25.
- Request that the indicative regional allocations for 2024-25 are considered by the Board at its next meeting.
- Request that the final allocations for 2024-25 are presented to the next meeting of this Committee.
- Request that the three colleges, via the regional student funding group, provide feedback on the indicative student funding allocations for 2024-25.
- Request that the three colleges provide their indicative capital plans, for 2024-25, to the GCRB Finance and Resources Director.

The committee **considered** the draft GCRB Budget for 2024-25 and **agreed** to recommend this to the Board for approval.

September 2024

The committee **noted**:

- the residual value of flexible workforce funding, to be claimed by the colleges, is £87,137 and is due to reduce further following a further claim from City of Glasgow College; and
- The Finance and Resources Director will provide a further update to the next meeting of this committee with recommendations as to the use of these funds.

The Committee **agreed** that digital and sustainability issues should feature more prominently in future capital reports.

The committee **noted** the Glasgow region financial forecast return 2023-24 to 2026-27.

4.4 PERFORMANCE

December 2022

The committee **noted** the updated core Glasgow college region Key Performance Indicator data for 2023-24, including the overall progression towards achieving Credit targets.

The committee **noted** the publication of the SFC *Student Satisfaction and Engagement Survey 2022-23*, and the publication of the SFC *College Leaver Destinations 2021-22* reports.

April 2024

The committee **noted** the progress of the Glasgow college region on delivery of the Glasgow Region Outcome Agreement 2023-24.

The committee **noted** an update on the 2024-25 ROA and **considered** commenting on priority areas for inclusion in the reduced guidance document which will be developed for 2024-25.

May 2024

The committee **noted** a positive report on progress against 2023-24 KPIs and wished to record their recognition of efforts across the colleges.

4.5 PROJECTS

December 2023

With regard to the Environment and Sustainability Survey results, the committee:

- **noted** the process and findings of the survey, and endorsed sharing with GCRB board in a shortened format;
- **commented** on the suggested recommendations, which will be developed into an operational plan to be co-created with colleagues in the Glasgow colleges; and
- **commented** on the value of using this work as a template for a recurring survey, which could be used to measure change over time and to provide additional reporting for the annual outcome and assurance processes.

4.6 COMMITTEE GOVERNANCE

December 2023

The committee reviewed and **agreed** the content of the summary report on its activity during the past year.

The committee **agreed** its priorities for the coming year including student funding, budget implications and outcome agreement development.

The committee considered its performance and **agreed** there were no suggested changes to the Committee Terms of Reference to recommend to the Board.

5 Priority issues for 2025

- 5.1** Members took the opportunity at the December 2024 meeting to discuss priorities for the coming months and agreed that the Committee's focus should be on facilitating regional collaboration and supporting sustainability.

Nominations & Remuneration Committee Annual Report - 2024

1. Introduction

- 1.1** The Committee's annual report includes a review of membership and meetings, and a summary of business over the course of the year and decisions made.
- 1.2** The period covered by the report is December 2023 to November 2024.

2 Meetings and Membership

- 2.1** During the period from December 2023 to November 2024 the committee met on six occasions, there being two additional meetings to consider interim leadership arrangements for GCRB and the terms of appointment for a new assigned college principal. All meetings were quorate.
- 2.2** To provide some narrative on the data in the table below:
- Chris Bones left the Board at the end of January 2024.
 - Andria Reid joined as a new member of the Committee from May having joined the Board on 29 April 2024.
 - Martina Tuskova left the Committee at the end of her term of office. While she was reappointed to the Board for a second year, she switched to become a member of Performance & Resources Committee, and has been replaced by Ciara McCarthy as student member of the N&R Committee. This was confirmed by the Board at its 28 October 2024 meeting.
 - Committee membership was 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
7 December 2023	100%	6: Des McNulty; Janie McCusker; Verity Watson; Chris Bones; Clare Ireland; Martina Tuskova
28 March 2024	80%	5: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Martina Tuskova
30 May 2024	83%	6: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Martina Tuskova; Andria Reid

16 July 2024	67%	6: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Martina Tuskova; Andria Reid
16 September 2024	80%	5: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Andria Reid
10 October 2024	80%	5: Des McNulty; Janie McCusker; Verity Watson; Clare Ireland; Andria Reid
Average attendance 2023-24	82%	

- 2.3** Gender balance continued to be weighted towards women throughout the period of the report, however, as in the previous reporting period, 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 83% women to 17% men.
- 2.4** All meetings of the Committee were attended by a suitably qualified Board Secretary and, as appropriate for reporting purposes, members of the Executive Team.
- 2.5** Committee minutes were a standing item on Board agendas throughout the period of the report. The minutes of the meeting on 16 July were not included in the subsequent board pack due to this being a single item meeting to discuss a remuneration matter. The outcome of the meeting, as extracted from the minutes, was shared with Board Members via email.
- 2.6** Minutes and papers have been published on the website except where exemptions apply under the Freedom of Information (Scotland) Act 2002.
- 2.7** All papers presented to meetings of the Committee provided for consideration of risk, strategic, resourcing and equalities implications.

3 Committee Remit

- 3.1** 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 senior staff remuneration and determination of any overall policy that may apply to pay awards across the organisation;
 - GCRB and Assigned College Non-Executive Board Appointments;
 - Voluntary Severance Arrangements;
 - Board Evaluation and Development.
- 3.2** There were no changes to the Terms of Reference during the period of this report.
- 3.3** The Committee reviews its performance against its terms of reference at least annually.

4 Activity between December 2023 and November 2024

- 4.1** Over the period of the report, the Committee discharged its duties as summarised below. The report is presented in the form of a summary of items noted and decisions made by the Committee.
- 4.2** Throughout the year, as appropriate, the Committee received and considered verbal reports from the Executive Director and/or the Director of Finance & Resources on factors influencing college VS and other restructuring activity, and on progress with national pay negotiations.
- 4.3** The Committee also received regular updates from the Board Secretary on progress with legal and regulatory changes affecting its area of remit.
- 4.4** The Committee considered its long-term agenda at each meeting.
- 4.5** The Committee Chair also provided a verbal update to each meeting on relevant meetings and events he had attended since the last meeting of the Committee.

5. Summary of Committee Decisions

5.1 Staffing Matters

December 2023

Considered the September 2023 annual salary review, and the deferred September 2022 salary review, and determined the salary uplift for the Executive Director, Finance & Resources Director and Board Secretary.

Noted that should there be any reform of the GCRB staffing structure they would expect roles to be reviewed at that stage.

March 2024

Discussed the annual performance review of the GCRB Executive Director for 2023-24 undertaken by the GCRB Chair; agreed performance objectives for 2024-25; agreed that 2024-25 objectives would remain under review subject to organisational requirements and Ministerial direction.

Discussed and noted circumstances impacting on the overall GCRB staffing complement and associated costs including the conclusion of the fixed-term contract for the Project Manager (Environment and Sustainability) and a work-life balance application by the Director of Finance & Resources; noted the Executive Director's intention, in that context, to progress a revised structure for the GCRB staff team.

May 2024

Noted the Executive Director's proposed GCRB staff pay settlement awards for the 2024-2025 period which were in line with UNISON's proposed uplift, and agreed to replicate this decision for senior staff.

Noted that preparatory work to ensure appropriate HR support and guidance for the organisation was underway, and the status of the Executive Director's alterations to the team.

July 2024 (single-item agenda)

Discussed options and agreed that the Chair of the Board should consult the SFC with regard to leadership arrangements and remuneration from 1 August to 31 October, and explore potential candidates to take on the interim leadership role post October, reporting back to Committee and Board as appropriate.

September 2024 (single-item agenda)

Agreed to approve the proposed terms and conditions of appointment for the next Principal of Glasgow Kelvin College including a starting salary range for the role.

Noted that in the process to recruit the current Principal of Kelvin College, the GCRB Board had delegated authority to the GCRB Chair, as a member of the appointment panel, to approve the appointment on its behalf; expressed concern that in the absence of such an arrangement, approval of the appointment would be delayed as it would need to be put before the full Board; wished to draw the attention of Glasgow Kelvin College to the potential delay.

Welcomed the Kelvin College Chair's offer to share the minutes of relevant Remuneration Committee meetings and requested sight also of the College Board's Scheme of Delegation, including the Remuneration Committee Terms of Reference.

October 2024

Agreed that, with the GCRB Chair's approval, a Board decision by correspondence should be progressed to expedite Board approval of the appointment of a Glasgow Kelvin College principal in December rather than wait for the January 2025 meeting.

Agreed that:

- It was content with the GCRB Interim Chief Officer job description and the terms and conditions of appointment including the recommended salary; an appropriate review date would be 31 March 2025.
- Subject to receipt of written endorsement of the process by SFC and Committee endorsement of the candidate, the Chair should take an appointment recommendation on behalf of the Committee, including the proposed salary and outline role description, to the Board for approval at its meeting on 28 October 2024.

5.2 GCRB/Assigned College Non-Executive and other Board Appointments

December 2023

Recorded a decision by correspondence (20 November 2023), to:

- agree a recommendation to the Board regarding extending the appointments of Alan O'Donnell and Runa McNamara to the Glasgow Clyde College board for a second term.

- agree a recommendation to the Board regarding extending the appointment of Paul Hillard for a second term to the City of Glasgow College board.
- Agreed to include in its response to City of Glasgow College a reminder that GCRB had previously raised concerns about gender balance.

Agreed recruitment arrangements for 2024 with respect to non-executive members of GCRB and assigned college chairs.

March 2024

Agreed to recommend to the Board the extension of Heather McNeil's appointment to the Glasgow Kelvin College Board.

May 2024

Agreed recommendations to the Board as follows:

- The appointment of David Duncan and Gavin Lee to Glasgow Clyde College Board.
- The appointment of Laura Heggie, Manira Ahmad and Amy Paterson to City of Glasgow College Board.

Wished to commend City of Glasgow College on its efforts in addressing gender balance following feedback from the Committee.

October 2024

Agreed to recommend to the Board that:

- A decision on whether to hold a Teaching Staff Board Member election should be postponed until a Ministerial decision is announced.
- The current Teaching Staff Board Member should, in the interim, be invited to continue attending Board meetings.
- Subject to Board approval, Scottish Government should be informed of the decision.

Noted the annual review of diversity succession planning and agreed the current plan should remain in place for 2024-25.

5.3 Voluntary Severance Arrangements

December 2023

Glasgow Kelvin College: Considered and approved the application to GCRB for a voluntary severance scheme.

City of Glasgow College:

- Considered and approved the application to GCRB for a voluntary severance scheme.

- Considered and approved a proposal for the college to enter into an agreement with current lecturing staff to settle the dispute in relation to compulsory redundancies.
- Agreed that the Board Chair, Vice Chair and Executive Director would seek a meeting with the City of Glasgow College Chair and Principal in the new year to discuss matters relating to the handling of the VS scheme and College governance in more depth.

October 2024

Noted the decision by correspondence taken on 26 September 2024 to delegate authority to the Chair and Interim Accountable Officer to approve an individual settlement agreement for Glasgow Clyde College for submission to SFC.

5.4 Board Evaluation and Development

December 2023

Approved a process for the Board's 2023-24 performance evaluation.

March 2024

Considered and agreed the content of the summary report on its activity during the past year; and discussed and agreed its priorities for the coming year. (The annual report was presented to the subsequent Board meeting.)

Considered its performance over the course of the year and confirmed it was content with the current committee terms of reference.

October 2024

Agreed that committee self-evaluation, evaluation of the Chair and committee chairs, and one-to-one meetings between the Chair and board members should all go ahead as per the usual schedule, which would allow for one-to-one meetings to follow the anticipated Ministerial announcement. The appropriateness of a full Board performance evaluation would be considered in the new year.

6. Priority issues for 2025

- 6.1. Members took the opportunity at the December 2024 meeting to consider priorities for the coming months and noted the need to remain flexible and ensure due focus on staff and fair work principles during any wind down process.

Audit & Assurance Committee Annual Report - 2024

1 Introduction

1.1 The Committee's annual report, which is approved for submission to the January meeting of the Board, includes a review of membership and meetings, and a summary of business over the course of the year and decisions made.

1.2 The period covered by the report is January to December 2024.

2 Meetings and Membership

2.1 During the period from January to December 2024 the committee met on four occasions. All meetings were quorate. Dates, membership and attendance levels are provided in the table below.

2.2 Changes to Committee membership over the course of the past year are as follows:

2.3 Chris Bones left the Board at the end of January 2024 and so stood down from the Committee at that time.

2.4 Sean McGovern joined the Board in April and was appointed to the Committee, attending his first meeting in May 2024.

Date of Meeting	Percentage Attendance	(Total) Members
16 January 2024	50%	4: Ed McGrachan; Alastair Milloy; Helyn Gould; Chris Bones
26 March 2024	100%	4: Ed McGrachan; Alastair Milloy; Helyn Gould
28 May 2024	100%	4: Ed McGrachan; Alastair Milloy; Helyn Gould; Sean McGovern
1 October 2024	50%	4: Ed McGrachan; Alastair Milloy; Helyn Gould; Sean McGovern
Average attendance	75%	

2.5 Gender ratio remained at 3:1 men:women for most of the reporting period, and was 2:1 men:women from February to April.

- 2.6 All meetings were attended by the GCRB Board Secretary and appropriate members of the GCRB Executive.
- 2.7 Representatives of Internal and External Audit attended all meetings and in May a private meeting with the External and Internal Auditors was held without members of the Executive present.
- 2.8 Committee minutes were a standing item on Board agendas throughout the period of the report.
- 2.9 Minutes and papers have been published on the website except where exemptions apply under the Freedom of Information (Scotland) Act 2002.
- 2.10 All papers presented to meetings of the Committee provided for consideration of strategic implications.

3 Summary of Committee Activity between January 2024 and December 2024

Regularity, Compliance and Risk

- 3.1 At each meeting the Committee considered available updates from the most recent meetings of the assigned college audit committees. The Committee also received 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 considered, and reviewed, GCRB's arrangements for risk management and monitored the risk registers of the assigned colleges over the course of the year.
- 3.3 The Committee received annual updates on fraud and whistleblowing, GDPR arrangements, and compliance with the Code of Good Governance, and completed the SPFM Audit Committee checklist at its May meeting. GDPR refresher training recommended by the Committee previously was completed by the Board in January 2024.
- 3.4 At its March meeting, the Committee received a report on remaining funds in the assigned colleges' arms-length foundations and considered this in the context of financial sustainability and risk.
- 3.5 In March, the Committee also considered and provided feedback on a revised risk register following the January Board session on risk.
- 3.6 The Committee noted, at its March meeting, the complexity of current risk management structures across the region, however, wished to note formally for the record that whilst GCRB is still in place in its current format, concerns remained on regional actions to address risks, and the Committee requested assurance in that regard.
- 3.7 At its October meeting, the Committee considered Audit Scotland's report, Scotland's Colleges 2023 and Colleges Scotland's analysis of the report from the perspective of financial sustainability and risk.

4 Internal Audit

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

- 4.2** At each of its meetings, the Committee reviewed progress with audit recommendations.
- 4.3** At its January meeting, the Committee considered and noted the annual reports of the Internal Auditor for both GCRB and the assigned colleges.
- 4.4** In March, the Committee agreed the Internal Audit Plan for 2024-25.
- 4.5** In May, the Committee agreed that the Finance and Resources Director should meet with the Internal Auditor and review the Internal Audit Plan in the light of the Scottish Government's consultation on the future of GCRB.
- 4.6** Internal Audits completed during 2024 were considered at the Committee's October meeting. They are listed below with the respective audit findings in terms of overall level of assurance:

Audit Area	Audit Grading
Financial Sustainability	Satisfactory
Funding Allocations	Good

External Audit

- 4.7** Audit Scotland have served as GCRB's External Auditors for both 2022-23 and 2023-24.
- 4.8** At its January meeting, the Committee considered and noted the annual report of the External Auditor and agreed the Letter of Representation and Annual Report and Accounts 2022-23 for recommendation to the Board.
- 4.9** In May, the Committee noted the External Audit plan and noted that the proposed external audit fee of £37,700 represented an increase of 6% compared to the previous year.

Corporate Governance

- 4.10** The Committee undertook an annual review of its activity and compliance with its Terms of Reference at its January meeting and submitted its annual report to the Board in January in accordance with GCRB procedures.
- 4.11** The Committee considered the performance of both Internal and External Auditors over the course of the year at its January meeting and the Chair provided feedback to both after the meeting.
- 4.12** In May, the Committee held a private meeting with Internal and External Auditors without members of the Executive in attendance.

5 Priority issues for 2025

- 5.1** At the Committee's January 2025 meeting, Members reflected on the past year and significant developments within GCRB/externally impacting on the Committee's area of remit. They considered in particular the implications of the recent Ministerial announcement and the need over the coming months both to ensure GCRB continues to discharge its duties in terms of business as usual, and to remain flexible with regard to

considering emerging risk and wind-down arrangements as dialogue with SFC and Scottish Government progresses.