

Performance & Resources Committee

Date of Meeting	Wednesday 19 December 2018
Paper Title	Review of Committee Terms of Reference
Agenda Item	17
Paper Number	PRC2-0
Responsible Officer	Penny Davis, Board Secretary
Status	Disclosable
Action	For Decision

1. Report Purpose

- 1.1. To reflect on the Committee's Terms of Reference and agree any proposed changes for consideration by the GCRB Board.

2. Recommendations

- 2.1 The Committee is invited to **consider** its terms of reference and **identify and agree** any changes to its terms of reference it wishes to recommend to the Board.

3. Terms of reference

- 3.1. The Committee's current terms of reference are attached as an annex to this paper.
- 3.2. It was agreed by the Board at its meeting on 29 October, 2018 that each committee should consider delegations to it during its annual review process and make any recommendations to the Board in January 2019.
- 3.3. The Committee is therefore asked to consider its terms of reference and identify any changes to its terms of reference it wishes to recommend to the Board.
- 3.4. The Committee may wish to consider amending the wording of the terms to a) preserve a non-executive majority in decision-making and b) ensure that meetings may only be called with the consent of the Committee Chair. The proposed changes are marked in bold on the attached terms of reference.
- 3.5. The Committee may also wish to consider whether its remit should more explicitly refer to its potential to make a difference to how effectively GCRB delivers against its strategic aims. For example, a paragraph along the following lines could be added under *Projects*:

To seek and promote opportunities for GCRB to enhance its effectiveness in achieving its Regional Outcome Agreement and strategic aims through regional and collaborative initiatives.

4. Risk Analysis

- 4.1.** Effective evaluation procedures help to mitigate *GCRB Risk 011: The capacity and capability of the Board is inadequate and standards of governance fall below the level required*, and *GCRB Risk 012: There is a breach of legislation/guidance/code of practice and this results in a failure of governance*.

5. Legal Implications

- 5.1.** There are no specific legal implications associated with this paper.

6. Resource Implications

- 6.1.** There are no resource implications associated with this paper.

7. Strategic Implications

- 7.1.** There are no specific implications for the Regional Outcome Agreement or Strategic Plan associated with this paper.

Glasgow Colleges' Regional Board

Performance and Resources Committee

Terms of Reference

1. CONSTITUTION

- 1.1 The performance and resources committee is constituted as a committee of the Board of the Glasgow Colleges' Regional Board (hereinafter referred to as the Board).
- 1.2 The committee's terms of reference may be amended at any time by the Board.
- 1.3 The committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board.

2. AUTHORITY

- 2.1 The committee is authorised:
 - a) to seek any information it requires from any employees of the Board in order to perform its duties;
 - b) to obtain, at the Board's expense, outside legal or other professional advice on any matter within its terms of reference;
 - c) to co-opt members for a period of time (not exceeding a year, and with the approval of the Board) to provide specialist skills, knowledge and experience which the committee requires at a particular time; and
 - d) to invite any person to a meeting of the committee as and when required; and
 - e) to seek any information from its colleges which it may reasonably require for the purposes or in connection with the exercise of any of its functions.

3. MEMBERSHIP

- 3.1 The committee shall be appointed by the Board from amongst its members and shall consist of not less than **five** members, at least one of whom should have recent and relevant financial experience **and at least three of whom must be Non-Executive Members.**
- 3.2 The Chair of the committee shall be appointed by the Board.
- 3.3 The period of members' appointment will last from their date of appointment until the earlier of: the end of their current period of appointment as a Board member; and a date determined by the Board. The Board will review the membership of all committees at least annually.

3.4 The Board Secretary is Secretary to the committee.

4. ATTENDANCE AT MEETINGS

4.1 The quorum necessary for the transaction of the business of the committee shall be **three** committee members, **and a majority of Non-Executive Members must be present.**

4.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chair of the Board, members of the Board's staff, Assigned College Principals and Assigned College staff may be invited to attend all or part of any meeting, as and when appropriate.

5. FREQUENCY OF MEETINGS

5.1 Meetings shall be held at least three times a year at appropriate times in the reporting and audit cycle and otherwise as required.

6. NOTICE OF MEETINGS

6.1 Meetings of the committee shall be called by the Secretary of the committee at the request of **the Committee Chair.**

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the committee, any other person required to attend, no later than five working days before the meeting.

7. MINUTES OF MEETINGS

7.1 The Secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.

7.2 The draft Minute shall be agreed with the Chair of the committee or the person acting as Chair of that meeting prior to circulation of the minutes. The Minute will be formally agreed at the next meeting of the committee but may be considered, for information, in draft form, at the Board meeting following the committee meeting.

8. FINANCE

8.1 The committee shall oversee the Board's financial affairs and in particular:

- a) advise the Board on the proper control and management of the Region's financial resources;

- b) advise the Board in relation to any matter relating to compliance with the Financial Memorandum by any of its assigned colleges;
- c) advise the Board on any matter relating to the making of a grant, loan or other payment and the conditions relating to any such payments;
- d) monitor progress against agreed financial targets as set out in the Regional Outcome Agreement;
- e) advise the Board in relation to ensuring the economic, efficient and effective use of funds;
- f) monitor the agreed annual plan and budget for the GCRB and advise the Board on any matters of concern and consider and recommend to the Board any proposals for significant or subsequent amendments to the plan or budget during the year.

9. PERFORMANCE

9.1 The committee shall:

- a) monitor progress against agreed targets as set out in the Regional Outcome Agreement;
- b) advise the Board on all matters relating to the monitoring of performance of the assigned colleges;
- c) advise the Board in relation to the carrying out of studies designed to improve economy, efficiency and effectiveness in the management or operation of the assigned colleges;
- d) advise the Board on any matter, internal or external to the Region, which might have a significant effect on any regional plan, outcome agreement or budget during the year; and
- e) ensure that a strategy is in place to achieve Best Value and Value for Money.

10. PROJECTS

10.1 The committee shall:

- a) oversee the implementation of regional projects and make recommendations to the Board in relation to implementation and advise on any matters of concern; and
- b) monitor and keep under review the effectiveness of the implementation of regional projects and receive reports on a regular basis.

11. REPORTING PROCEDURES

11.1 The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11.2 A report of the committee's discussions shall normally be considered at the Board meeting following the committee meeting. A copy of minutes of the meeting may form the basis of the report.

- 11.3** The committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year.

12. OTHER MATTERS

- 12.1** The committee shall:

- a) have access to sufficient resources to carry out its duties, including access to the board secretariat for assistance, as required;
- b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- c) oversee any investigation of activities which are within its terms of reference; and
- d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and report the results including recommendations of any changes it considers necessary to the board for approval.