Item 08
For Noting

GLASGOW KELVIN COLLEGE

AUDIT AND RISK COMMITTEE – MEETING OF 23 MARCH 2021

CODE OF GOOD GOVERNANCE – EXTERNALLY FACILITATED EFFECTIVENESS REVIEW

REPORT BY CLERK TO THE BOARD AND DIRECTOR OF CORPORATE SERVICES

1. Introduction

1.1 The purpose of this report is to:

- advise the committee of the outcome of the externally facilitated effectiveness review of college governance; and
- inform the committee on the management actions in response to the 3 recommendations arising from the review.

2. Background

2.1 The Board, at its meeting on 1 March 2021, considered and approved the externally facilitated effectiveness review of college governance recently undertaken by Henderson Loggie. The review report is attached as an appendix.

2.2 In terms of the Code of Good Governance for Scotland's Colleges, college boards require to keep their effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years. The board must send its self-evaluation and board development plan to its funding body and publish them online. As members are aware, our governance planning is monitored and reported through our Governance Action Plan (GAP), which is reported regularly both to this committee and the Board. This enables effective planning and oversight of agreed governance related actions.

2.3 In terms of the current round of external reviews, the deadline for college boards to have their reviews completed is the end of April 2021. It is anticipated that in the future, subject to the awaited revision to the current Code of Good Governance, there will be greater discretion to college boards with external reviews every 3-5 years.

3. Conclusions

3.1 The full review report is attached. The report clearly demonstrates a high standard of governance and confirms the Board's strategic priority to maintain the highest standards of corporate governance. The overall conclusion states the following:

'Overall, our review concludes that the College demonstrates a high level of compliance with the Code. Therefore, the improvement areas identified in Sections 4 and 6 in this report should be viewed in the context of further refinement and enhancement to the governance arrangements which are designed to build on the solid foundations which the College has developed. In addition, we have included a list of other issues which were raised during the one to one interviews. These issues have been included for completeness so that the issue can be considered alongside

other priorities going forward. This exercise has been taken very seriously by the College and this is demonstrated by the commitment to report annually on progress to the Board and to conduct an annual self-evaluation against the Code'.

3.2 The Board welcomed the very positive findings which reflect extremely well on the Board's overall commitment to governance. In terms of the process used for the external review, it should be noted that each and every Board member was given and took up the opportunity to meet with the external reviewer. This is considered to be a most inclusive and comprehensive way to undertake such reviews.

4. Action

4.1 In terms of the 3 specific recommendations arising from the review, the management responses are set out for this committee's consideration. Those 3 recommendations together with the 4 areas for consideration will be built in and reported through the Board's Governance Action Plan.

4.2 Issues arising can also be further assessed, as appropriate, through our annual self-evaluation including the Board members' evaluation session due to be held in late June. This is an effective process and allows for any improvements or developments to our governance arrangements to be fully considered and any changes agreed. This session is facilitated by the Chair of the Board, Clerk to the Board and Director of Corporate Services.

4.3 In broader terms, there was a frustration that, in response to the last cycle of external reviews in 2017, little to no overall assessment or analysis was undertaken. In response to that, the college development network have committed to undertaking such an analysis and review in order to prepare a national report. The Clerk to the Board is involved in this process as Chair of the Board Secretaries Steering Group. The review report will also be shared with the Scottish Funding Council (SFC), Glasgow College's Regional Board (GCRB) and placed on the college website.

5. Resource Implications

5.1 The costs of the external review were in part covered by utilising 4 available days within the current audit plan with the further 2 days at the agreed APUC cost rate met from existing resources.

6. Equalities

6.1 No adverse impacts on individuals with protected characteristics have been identified as a consequence of this report.

7. Risk and Assurance

7.1 Risk to the College is mitigated by ensuring effective control and regular review of our governance arrangements. This external review provides further assurance with respect to our overall governance arrangements identifying areas for further improvement. Those will be incorporated in to our Governance Action Plan which is regularly monitored by the Clerk to the Board and Director of Corporate Services and reported to this committee and the Board.

8. Data Protection

8.1 There are no data protection implications arising as a consequence of the report.

9. Recommendations

9.1 It is recommended that the Committee:

i) note and welcome the findings from the externally facilitated effectiveness review of college governance – as per Appendix 1;
ii) note the management response to the 3 recommendations from the review; and
iii) note that the Externally Facilitated Effectiveness Review report will be sent on to the SFC and GCRB**.**

10. Further Information

Further information can be obtained from Douglas Wilson, Clerk to the Board of Management at douglaswilson@glasgowkelvin.ac.uk or Lisa Clark, Director of Corporate Services, lisaclark@glasgowkelvin.ac.uk

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Appendix 1

Glasgow Kelvin College

Externally Facilitated Effectiveness Review

Draft issued: 22 February 2021
2nd draft issued: 25 February 2021

Final issued: 10 March 2021

mha HENDERSON LOGGIE

Now, for tomorrow

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Main Report

1. Background

The updated Code of Good Governance for Scotland's Colleges ('the Code'), published in August 2016, contained the following requirement:

"The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years. The board must send its self-evaluation (including an externally facilitated evaluation) and board development plan (including progress on previous year's plan) to its funding body and publish them online".

In April 2020 the Chair of the Good Governance Steering Group advised that the timescales for College boards/regional strategic bodies to complete the externally facilitated effectiveness reviews had been relaxed following consultation with the Scottish Government and Scottish Funding Council (SFC). This extended the deadline for submitting the final reports for the externally facilitated effectiveness review to the end of April 2021. The original deadline set for submission was 31 December 2020.

This report represents the 2020/21 iteration of the externally facilitated effectiveness review described in the Code.

2. Scope, Objectives and Overall Findings

In August 2016, the College Development Network (CDN) published a Guidance Note, which provided the context and the process for conducting the Externally Facilitated Effectiveness Review described in the updated Code. This guidance built on the Board Member Development Framework, published in November 2015.

This effectiveness review covers the five sections of the Code namely:

Section A - Leadership and Strategy
Section B - Quality of the Student Experience
Section C - Accountability
Section D - Effectiveness
Section E - Relationships and Collaboration

This report builds on the previous Externally Facilitated Effectiveness Review produced by Henderson Loggie in March 2017, which highlighted a number of strengths and areas of good practice in the governance framework operating within the College at that time. The March 2017 report also set out some areas of governance development for 2017/18 to build on the foundations already in place. These improvement areas were subsumed into the College's existing Governance Action Plan and progress in delivering these actions has been monitored through annual self-evaluation and reporting to the Board in the intervening period, in compliance with SFC requirements.

2. Scope, Objectives and Overall Findings (Continued)

The scope agreed with the College for the 2020/21 iteration of the review was to observe the December 2020 meeting of the Board of Management meeting, as required by the Code. In addition, it was agreed that Option 3iii, as described in the Guidance Note, would be completed; namely 'The facilitator undertakes 1 to 1 interviews with some or all Board Members and staff based on the proforma / questionnaire'. The issues arising from these interviews were triangulated and then pressure tested as part of a desktop review.

Overall, our review concludes that the College demonstrates a high level of compliance with the Code. Therefore, the improvement areas identified in Sections 4 and 6 in this report should be viewed in the context of further refinement and enhancement to the governance arrangements which are designed to build on the solid foundations which the College has developed. In addition, we have included a list of other issues which were raised during the one to one interviews. These issues have been included for completeness so that the issue can be considered alongside other priorities going forward. This exercise has been taken very seriously by the College and this is demonstrated by the commitment to report annually on progress to the Board and to conduct an annual self-evaluation against the Code.

The Board is extremely strong in terms of the breadth and depth of knowledge, with a range of expertise available to provide support and challenge for management. This is an extremely cohesive and committed Board with a clear idea of the 'DNA' of the College and an understanding of the importance of the College in providing opportunities for learning in order to provide pathways into employment and/or articulation into other education for students.

The governance framework is operating effectively with clear roles and responsibilities for the Board and each of the standing sub committees. The key role of the Director of Corporate Services in maintaining the governance framework and updating the Board was highlighted by a significant number of Board Members interviewed.

There was a high level of Board Member engagement in this review, which reflects a high degree of engagement with the College in their role as individual Board Members.

The staff and student representatives on the Board feel that they are treated as full members of the board and that their views are given sufficient prominence and are listened to.

The role of the trade union observers at the Board meetings is viewed very positively by Board Members who see this as a tangible sign of transparency and trust in working collaboratively to grasp the opportunities and meet the challenges which face the College.

The financial pressures which face the College are well documented and proactive steps have been taken by senior management to equip Board Members with the knowledge they require to understand the financial position of the College in a regional and national context. There is a collective understanding that the ongoing reviews of the Glasgow regional set up and the national review of HE/FE will place the College under intense scrutiny.

The involvement of the College in a range of collaborative projects and initiatives demonstrates the College is willing to innovate and to work with partners to deliver shared objectives. The contribution which the College makes to some of the most deprived communities in Scotland should not be underestimated. The challenge going forward is how to capture the impact of this work in a way which can be articulated to key stakeholders such as the Board, students, trade unions, the Scottish Funding Council, Education Scotland and potential commercial, public and third sector partners.

3. Audit Approach

An initial scoping meeting was held on 23 January 2020 to agree on the audit approach and the timelines for completion. This meeting was attended by the facilitator, the Clerk to the Board, the Chair of the Board of Management and the Chair of the Audit and Risk Committee.

The changes to the national timescales meant that the original planned timings were delayed, and a further scoping meeting was held on 10 September 2020 with the facilitator, the Clerk to the Board and the Director of Corporate Services. It was agreed that the facilitator would attend the remote meeting of the Board of Management on 7 December 2020, which was conducted using MS teams. It was also agreed that the facilitator would attend the preceding Board Development session which was delivered by the Glasgow Economic Recovery Group. This allowed the opportunity to observe the contributions of Board Members on a range of agenda items, including several reports of strategic importance to the Board, such as the report on the proposed voluntary severance scheme.

In advance of the one-to-one discussion a questionnaire was issued to each member of the Board of Management, with the topics drawn directly from the Code. The results of the completed questionnaires were then utilised to focus the subsequent one-to-one discussions. In total twenty 1 to 1 meetings were held, including meetings with the Principal and the Vice Principal Curriculum and Quality Enhancement.

The questions covered in each of the one-to-one discussions were tailored for the individual Board Member to allow detailed discussion on the specific areas of the Code which were most pertinent to their specific role on the Board and Board sub committees.

The results of these discussions have been collated and mapped against the Code. The issues raised were then pressure tested against a raft of corporate documentation which was collated as part of this review.

4. Summary of Findings

As highlighted above in Section 2, our review provides independent confirmation that the positive view of the governance framework expressed by Board Members in the completed questionnaires is robust and that the College can demonstrate a high level of compliance with the Code. Our review highlighted a number of areas where the College can demonstrate particular strengths in specific aspects of the Code. Our review also highlighted specific areas where there is perhaps scope for improvement or enhancement to the current arrangements. Both strengths and areas for improvement are summarised below. The detailed observations, recommendations and agreed management responses for each of the improvement actions is set out within Section 6 below. It is proposed that any improvement actions arising from this review should be incorporated into the rolling Board Development Plan, thereby building on any governance activity already underway. The other areas for consideration are included for transparency in order to allow Board consideration. These are summarised in Section 7 below.

Strengths

Section A – Leadership and Strategy

a) The Code of Conduct for members of the Board of Management of Glasgow Kelvin College, specifically references the Ethical Standards in Public Life etc. (Scotland) Act 2000 and the nine general Principles of Public Life in Scotland.
b) In general Board Members feel that they can shape the vision, direction, character and values of the College through Board meetings and in the last twelve months (due to the COVID-19 pandemic) the Executive Committee meetings which have allowed the opportunity for a subset of board membership to discuss issues of critical importance to the College in order to progress matters out with the normal Board meeting cycle. The focus for these discussions were around the implications for the College arising from the COVID-19 pandemic and the budget review to examine the College's financial position.
c) An Ethos and Values Framework was launched for session 2019/20 alongside the new Student Charter and this has been embedded within the Staff Handbook.
d) Overall Board Members were satisfied with the level of performance information provided and welcomed the steps taken by Vice Principal Operations to organise further training for board members on the interpretation of financial information.
e) A board self-evaluation exercise was conducted in 2020 and the outcomes from this evaluation were reported to the August 2020 meeting of the Board. This demonstrated high levels of satisfaction with the governance framework and also some areas for further enhancement.
f) Board Members demonstrated a clear understanding of the need to monitor achievement of the Regional Outcome Agreement (ROA) and to align the strategic objectives of the College with regional and national outcomes. Progress in developing the 2020/21 ROA was reported to the January meeting of the Learning and Teaching Committee in advance of further discussion at the full Board.
g) Progress in delivering against the Strategic Objectives set for the 2019/20 academic session were reported to the Board meeting in August 2020.
h) An Equality and Diversity Policy is in place which was produced by the Board of Management in partnership with management, trade unions, learners, student and staff. This is supplemented by a Dignity and Respect Policy and Procedure.
i) Reports are presented to the Board regarding Board recruitment exercises. This provides the opportunity for Board Members to highlight the need for a specific focus in the forthcoming recruitment exercise in order to maintain a representative balance on the Board.
j) The Board Members interviewed demonstrated a high degree of understanding of the social and economic needs of the communities which the College serves and presented a united voice in terms of the importance of the College as a community asset to improve the lives of people in these communities.

4. Summary of Findings (Continued)

Strengths (Continued)

Section B – Quality of the Student Experience

a) Each meeting of the Board of Management receives an update from the Students Association, which is prepared by the Student President and Student Vice President.
b) The terms of reference for the Learning and Teaching Committee includes the requirement to provide oversight on the quality of learning and teaching and the student experience.
c) A Partnership Agreement is in place between the Students Association and the College.
d) The Student Presidents are supported by the Learning and Engagement Officer and expressed the view that this support was invaluable in helping them to discharge their responsibilities on the College Board, College Board sub committees and the GCRB Board.
e) The summary results of the Stop and Check surveys are reported to the Academic Board and the latest report for Block 1 in academic session 2020/21 demonstrate high degrees of learner satisfaction and engagement through online learning.
f) The mechanisms to ensure effective oversight of the quality and inclusiveness of learning were considered good or very good by all Board members surveyed.

Section C – Accountability

a) The standing committee meetings timetable has been maintained throughout the COVID-19 pandemic with meetings held virtually. A significant number of Board Members expressed the view that a return to face to face Board meetings would allow relationships to be strengthened through the discussions prior to meetings and after meetings. However, there was also a recognition that the current arrangements have worked effectively and do provide a level of convenience which contributes to higher attendance. Therefore, any future model for conducting meetings needs to be flexible enough to cope with changes in restrictions which could happen over time. The decision on the format of Board meetings and Board-sub Committees should only be taken following dialogue with all stakeholders around the positives and negatives of face to face meetings and remote meetings in order to achieve an optimal solution.
b) Board Members collectively praised the Chair and the Chairs of the Board Sub Committees for the way in which the remote meetings have been conducted and the inclusive approach which has been taken to ensure that all participants can contribute effectively.
c) A register of interest for all Board Members is maintained and is published on the College website.
d) Declarations of Interest are a standing agenda item for all Board committees.
e) The quality of Board and Board subcommittee papers is considered to be good with papers received timeously.
f) The consensus is that the balance between the business considered at Board of Management meetings and at Board Committees is good with adequate opportunity to ask for more detail when minutes are presented at the Board of Management.
g) The Board has established risk management processes which allow the effective identification and monitoring of mitigating actions. A Risk Management Strategy is in place and a review of strategic risks and the Board's risk appetite was considered by the December 2020 meeting of the Board.
h) The Strategic Risk Register is considered at each meeting of the Audit and Risk Committee and the consideration of any risks emerging from committee discussions is captured as part of a risk review standing agenda item which ensures that consideration is given to the implications on the risk register in terms of new or changed risks for the College.
i) The Audit and Risk Committee is well established, and the membership includes members with specific experience of finance, accounting or auditing as stipulated by the Code. The remit of the Audit & Risk Committee specifically references the committee's responsibility around governance, risk management and the internal control framework.

4. Summary of Findings (Continued)

Strengths (Continued)

Section C – Accountability (Continued)

j) The specific duty to review reports submitted by the College's internal auditors and to monitor progress is reflected in the terms of reference, as is the requirement to monitor the College's external auditors.
k) A closed session with the internal and external auditors is built into the Audit & Risk Committee annual workplan, in line with good practice.
l) Members of the Finance and Resources Committee are specifically precluded from membership of the Audit & Risk Committee.
m) A Remuneration Committee is in place, in line with the requirements of the Code, which determines Senior Staff Pay Policy, the remuneration of the Principal and other appropriate senior staff.
n) A specific action was built into the College's Governance Action Plan to ensure ongoing compliance with the Staff Governance Standard.

Section D – Effectiveness

a) The relationship between the Chair of the Board of Management, the Principal and the Clerk to the Board is viewed by other Board Members as extremely effective in delivering for the College. It was recognised by Board Members that the senior management team had seen considerable change in recent years, but the overall collective view was that that this transitional period had been managed well.
b) All Board Members interviewed felt encouraged to contribute in Board meetings and did not feel inhibited in challenging the Principal and the rest of the Senior Management Team, where appropriate.
c) All Board Members interviewed advised that they feel they are treated as full members of the Board.
d) The performance of objectives of the Clerk to the Board were set at the August 2020 meeting of the Board of Management.
e) The Chair of the Board of Management conducts annual one-to-one meetings with individual Board Members to discuss their experiences on the Board during the period under review and to look ahead to the following year.
f) The annual one to one discussions are supplemented by an annual Board self-evaluation exercise. The results of the last exercise were reported to the August 2020 meeting of the Board of Management.
g) There is a formal Board recruitment process in place which is aligned to a Board Member Core Skills Matrix, as described in the Guidance Notes for Boards in the College Sector – 1. A Board Development Framework, which was published in November 2015. This skills matrix which allows skills gaps to be identified and succession planning arrangements to be put in place.
h) There is also a standard nomination form in place for the appointment of teaching and support staff members on the Board.
i) The induction pack provided to new Board Members is extremely comprehensive and provides an excellent source of background information to help new Board Members settle into their role. It also provides a useful information source for more established Board Members who may need to access a strategically important document quickly.
j) We confirmed that CDN training is offered to Board Members, which includes the CDN induction. A Board Development and Training Plan for 2020/21 is in place which allows progress in completing identified training to be monitored.
k) The Principal's objectives are reported to the Board in advance of each academic year, allowing the opportunity for input from staff and student representatives on the Board. The performance of the Principal against agreed objectives forms part of the regular one to one discussion between the Principal and the Chair.

4. Summary of Findings (Continued)

Strengths (Continued)

Section D – Effectiveness (Continued)

l) As part of the Board induction process Board Members do have the opportunity to access a tour each of the campuses.
m) Following the 2017 Externally Facilitated Effectiveness Review a procedure for establishing and reviewing the Principal's objectives, performance and salary was submitted to the Remuneration Committee and an action to progress the activity set out in the procure was built into the Governance action plan.

Section E – Relationships and Collaboration

a) The College has previously reported to the Community Planning Partnership North East Board the contribution made to Glasgow's priorities.
b) The College takes part in the Digital Glasgow Strategy and a previous report was submitted to the Academic Board in early 2019 on the role which the College could play in this collaborative work.
c) Previous reporting to the Learning and Teaching Committee has showcased the contribution of the Community Achievement Awards Programme to the College's 'social footprint'.

4. Summary of Findings (Continued)

Areas for improvement

Section A – Leadership and Strategy

a) As part of the work to develop the College's new Strategic Plan there is a need to clearly articulate the way in which the various initiatives which are ongoing or are planned link into the local, regional and national priorities and to develop performance measures which will allow the impact of this range of activity to be captured and regularly reported in a dashboard format. This will allow a more cohesive approach to demonstrating impact and allow the story of success to be presented in a meaningful way to multiple stakeholders.

Section B – Student Experience

a) The Student Association Constitution was last considered by the Board of Management in August 2017 and therefore this document is overdue for review.
b) There is an opportunity for the Clerk to the Board to play an enhanced role in supporting the work of the Student representatives on the Board through regular meetings and by initiating a mentoring system which ensures that new Student Board Members are paired up with a more experienced Board Member who can provide additional support and guidance. It was also highlighted that specific items on the Board agenda may have particular relevance or implications for the student members on the Board and therefore it was proposed that as part of the process to agree the Board agenda with the Chair, specific agenda items should be earmarked and flagged for communication to the student members of the Board by the Clerk of the Board to allow preparation in advance of the Chair specifically seeking the views of student representatives at the subsequent Board meeting.. There is also a role for the Clerk to the Board in initiating an annual discussion around what the Board can do to support the Student Presidents in progressing the specific initiatives which are selected for each academic year.

Section E – Relationships and Collaboration

a) The relationship between the College Board and the GCRB Board was raised by a number of Board Members and in particular the specific timing of receipt of information on decisions taken by the GCRB Board, which had been taken without the opportunity for the College Board to provide input. However, it was recognised that these perceived issues were largely out with the control of the College Board and therefore no recommendation has been included on this point.
b) There is a collective understanding amongst Board Members that the College is engaged in a number of collaborative initiatives with key stakeholders but in the absence of regular reporting on how these initiatives are progressing it is currently difficult for the Board to gain a full understanding of the scale of this activity and the positive impact which this work is delivering. This issue is covered in **R1** under Section A – Leadership and Strategy below.

5. Acknowledgements

We would like to take this opportunity to thank the Board Members and staff at the College who helped us during the course of our audit.

Section 6 - Action Plan

Section A: Leadership and Strategy			
Observation	**Risk**	**Recommendation**	**Management Response**
There is a need to clearly articulate the way in which the various College initiatives which are ongoing or are planned will link into the local, regional and national priorities and to develop performance measures which will allow the impact of this range of activity to be captured. This will allow a more cohesive approach to demonstrating impact and allow the story of success to be presented in a meaningful way to multiple stakeholders.	There is a risk that the impact of initiatives and projects are not aligned to local, regional and national projects and that the impact of these projects will not be captured in a way which can be meaningfully reported to stakeholders.	**R1** An exercise should be conducted to map the ongoing and planned College initiatives and projects with local, regional and national priorities and performance metrics should be defined which will allow internal and external reporting on the impact which these initiatives and projects are delivering.	Agreed. This will be embedded as part of a review and update of College planning processes. **To be actioned by:** Principal / VP Operations **No later than:** 31 March 2022

Section B: Quality of the Student Experience			
Observation	**Risk**	**Recommendation**	**Management Response**
The Student Association Constitution was last considered by the Board of Management in August 2017 and therefore this document is overdue for review.	The Students Association Constitution may no longer be fit for purpose.	**R2** The Student Association Constitution should be revisited to ensure that it is fit for purpose.	Recommendation accepted. Revised Student Constitution will be considered by Class Representatives in March/April with a view to bringing a proposed constitution to the June 2021 Board of Management. **To be actioned by:** VP Curriculum **No later than:** 30 June 2021

Section B: Quality of the Student Experience (Continued)

Observation	Risk	Recommendation	Management Response
There is an opportunity for the Clerk to the Board to play an enhanced role in supporting the work of the Student representatives on the Board through regular meetings and by initiating a mentoring system which ensures that new Student Board Members are paired up with a more experienced Board Member who can provide additional support and guidance. It was also highlighted that specific items on the Board agenda may have particular relevance or implications for the student members on the Board and therefore it was proposed that as part of the process to agree the Board agenda with the Chair, specific agenda items should be earmarked and flagged for communication to the student members of the Board by the Clerk of the Board to allow preparation in advance of the Chair specifically seeking the views of student representatives at the subsequent Board meeting. There is also a role for the Clerk to the Board in initiating an annual discussion around what the Board can do to support the Student Presidents in progressing the specific initiatives which are selected for each academic year.	The Board may not maximise the impact of collaborative work with the Students Association.	**R3** More regular meetings should be held between the Clerk to the Board and the Student Presidents and a mentoring system should be introduced. Specific agenda items should be earmarked and flagged for communication to the student members of the Board by the Clerk of the Board as part of the agenda setting process. An annual discussion should be introduced into the annual Board meeting calendar to allow discussion on the ways in which the Board can support the work of the Students Association on the specific initiatives selected for the academic year.	The Clerk to the Board will initiate additional contact with student board members. He will discuss with them ways to develop and improve overall support arrangements. This will also include input from the Learner Engagement Officer with a view to having an agreed process operational for the new academic year. Any such process will be flexible to reflect the requirements of individual student board members. **To be actioned by:** Clerk to the Board **No later than:** 31 August 2021

7. Other areas to consider

a) Some Board Members expressed the view that the agendas for Board meetings are very lengthy and therefore the duration of the meetings can sometimes be very onerous. The steps taken by the Principal and the senior management team to signpost information through hyperlinks was welcomed, in order to reduce the size of Board packs. Although there is a standard report template in place there is a perceived need to provide a more targeted steer on the key issues which the Board are being asked to consider, and to provide clarity on the management view on the proposed way forward. Consideration could be given to the introduction of a slightly revised format for presentation of reports which are for decision, to ensure appropriate input by the management lead, Board Sub Committee Chair (where there has been previous discussion on the topic and this has not been covered already in the update which supports the minutes), before the Chair opens the discussion out to the other Board Members.

b) The standing committee meetings timetable has been maintained throughout the COVID-19 pandemic with meetings held virtually. A significant number of Board Members expressed the view that a return to face to face Board meetings would allow relationships to be strengthened through the discussions prior to meetings and after meetings. However, there was also a recognition that the current arrangements have worked effectively and do provide a level of convenience which contributes to higher attendance. Therefore, any future model for conducting meetings needs to be flexible enough to cope with a fluid situation with changes in restrictions potentially happening over time. The decision on the format of Board meetings and Board-sub Committees should only be taken following dialogue with all stakeholders around the positives and negatives of face to face meetings and remote meetings in order to achieve an optimal solution.

c) Members of the Audit and Risk Committee highlighted the challenges of joining the Committee in the middle of the three year internal audit planning cycle and it was agreed that a meeting with the Head of Internal Audit, prior to attendance at the first meeting, would be beneficial in explaining the rationale behind the internal audit planning process; the meaning of the gradings in internal audit reports; and the way in which internal audit work together with external audit to avoid duplication of effort and to share information.

d) Although a skills matrix is in place this is currently not shared with the Board of Management. Therefore, there is a perception that this information is not accessible in a way which would allow Board members to fully understands and leverage the skills and expertise which their fellow Board members possess. Therefore, individual Board Members could be asked whether they are content for the detail contained within the skills matrix relating to them to be shared.

Aberdeen

45 Queen's Road
Aberdeen
AB15 4ZN

T: 01224 322100

Dundee

The Vision Building
20 Greenmarket
Dundee
DD1 4QB
T: 01382 200055

Edinburgh

Ground Floor
11-15 Thistle Street
Edinburgh
EH2 1DF
T: 0131 226 0200

Glasgow

100 West George Street
Glasgow
G2 1PP

T: 0141 471 9870

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hlca.co.uk | info@hlca.co.uk