

### Item 15 For Discussion and Noting

#### Glasgow Kelvin College

#### Audit and Risk Meeting of 25 November 2025

#### Governance Update

#### Report by Secretary to the Board of Management and Director of Estates and Corporate Services

#### Executive Summary

*Note: This Executive Summary has been produced by Copilot.*

This report provides a comprehensive governance update for Glasgow Kelvin College, benchmarking its practices against key external reviews and sector-wide recommendations. It reflects a proactive approach to ensuring robust governance, transparency, and accountability across the institution.

#### Key Areas Reviewed:

1. Gillies Report – University of Dundee Investigation
  - GKC has assessed 18 lessons from the Gillies Report, confirming strong financial oversight, transparent reporting, and a culture of challenge and curiosity.
  - Governance structures at GKC are aligned with best practice, with clear roles, independent committees, and regular training.
2. Scottish Funding Council – Expectations of Good Governance
  - GKC has completed two Externally Facilitated Effectiveness Reviews and complies with the Code of Good Governance.
  - Assurance-based governance is embedded, with ongoing mapping of governance documents and practices to sector expectations.
3. Weston College – FE Commissioner Review
  - GKC meets or exceeds recommendations, including a formal scheme of delegation, transparent remuneration processes, and professional clerking standards.
  - Governance structures are compliant with sector codes, and diversity and skills audits are routinely conducted.
4. Audit Scotland – Glasgow City Council Audit
  - GKC is reviewing its Scheme of Delegation and Code of Conduct to ensure alignment with public life principles and scrutiny of restructure and retirement processes.
5. University of Sunderland – Stone King Report
  - GKC recognises governance professionals as change agents and supports innovation, training, and adaptability in governance.

6. OSCR Online Submission Requirements
  - GKC is actively preparing for compliance with new charity trustee information requirements, with support provided to Board members.
7. SFC Outcome Framework and Assurance Model Guidance
  - GKC is engaging with sector-wide discussions to align governance outcomes with assurance models.
8. Fire Risk and Cladding at Springburn Campus
  - The Board has decided, based on legal advice, not to pursue legal action regarding cladding issues. A dedicated risk register has been updated accordingly.
9. AdminControl Board Portal Implementation
  - A secure digital platform has been successfully launched to enhance board operations, communication, and document management.

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## **Conclusion and Recommendation**

Glasgow Kelvin College demonstrates a strong commitment to governance excellence, learning from sector-wide reviews and implementing improvements where needed. The College's governance framework is transparent, inclusive, and responsive, with clear accountability and continuous development.

The review has identified several areas where a focused evaluation of governance processes, procedures, and practices would be beneficial. Undertaking this review will help ensure that the Board remains aligned with evolving expectations and continues to lead with best practice.

## **1. Introduction**

The purpose of this report is to provide an update to members in relation to various areas of corporate governance and provides a review of the activities of Glasgow Kelvin College against recommendations from various reports recently received. This report therefore covers:

2. Link 01 - Investigation into Financial Oversight and Decision Making at the University of Dundee – Report presented to the SFC by Professor Pamela Gillies – June 2025
3. Link 02 - Scottish Funding Council - SFC Expectations of Good Governance
4. Link 03 - Weston College – Review by the FE Commissioner 2024
5. Link 04 - Audit Scotland - 2023/24 Audit of Glasgow City Council
6. Link 05 - University of Sunderland – Stone King
7. OSCR Online – Submission of Charity Trustee Information
8. Link 06 - Scottish Funding Council - Outcome Framework and Assurance Model Guidance
9. Cladding at Springburn Campus
10. Admincontrol – Board of Management Portal

## 2. Investigation into Financial Oversight and Decision Making at the University of Dundee – Gillies Report – June 2025

This report has been reviewed in detail by members of the Senior Leadership Team and the Secretary to the Board of Management. This report was on the agenda of the Audit and Risk Committee meeting of 16 September 2025 as an information item. As indicated at this meeting, the Secretary to the Board of Management and the Director of Estates and Corporate Services undertook to review any key findings and/or recommendations/lessons that may be beneficial to Glasgow Kelvin College and report back to the Audit and Risk Committee.

As noted within the Gillies Report, the main causal factors of the financial failure uncovered by this investigation are largely specific to the University of Dundee. They include poor financial judgement, inadequate management and reporting, poor monitoring of the financial sustainability key performance indicator, lack of agility in responding to a fall in income by the University leadership and weak governance in relation to financial accountability by the Court. Financial oversight was lacking when most needed.

These failings were compounded by the top-down, hierarchical and reportedly over-confident style of leadership and management, a lack of transparency and clarity in respect of financial data, the statement of a positive narrative around financial matters and a culture in which challenge was actively discouraged.

Key lessons to be learned for the University of Dundee and the sector are captured in this report and cover themes relating to: financial acumen; the accurate, consistent, clear and comprehensive reporting of financial data; the importance of a knowledgeable, responsive and effective Court holding senior management to account and the value of an engaged workplace and inclusive University culture in which challenge and dissenting voices are welcomed and listened to.

There are 18 key lessons listed at the end of this report and these are detailed below with a Glasgow Kelvin College response underneath each one.

### **Item 1**

The University Executive Committee, or equivalent, should actively consider and challenge the management accounts of the institution from a position of understanding of the totality of operations. There needs to be: – An integrated income & expenditure, cashflow and balance sheet. – Transparent cash reporting and cash management i.e. budgeted and allocated cash, unallocated operational cash. – Control and reporting of capital projects in a way that is not separate to or segregated from the whole university financial reporting; and – Transparent treasury management (especially if Revolving Credit Facilities or loan finance is being used or is available).

**Response from GKC** – The Board of Management and its standing committees receive regular and detailed financial reports including income and expenditure, management accounts and cashflow. There is transparent reporting, and issues are flagged and reported appropriately. Board of Management members can ask questions both before and at meetings and all new members of the Finance and Resources Committee are asked to undertake an induction with the Vice Principal Operations and the Chair of the Finance and Resources Committee to ensure they

understand the College's financial position and challenges as well as their responsibilities as a member of the committee. The Vice Principal Operations has also delivered on a number of occasions Financial Awareness Training sessions to Board of Management members and the Secretary to the Board.

To provide further assurance to the Board an Internal Audit of Budgetary and Financial Reporting has been requested this year by Wbg Services who are new internal auditors to the College this year

#### **Item 2**

Active and critical appraisal and challenge of the Risk Register.

**Response from GKC** - The College Strategic Risk Register is considered at each meeting of the Audit & Risk Committee and discussed in detail. It is also considered at every meeting of the Risk Management Committee – meetings held every quarter, and it is considered twice per year by the Board of Management and once per year by each of the other formal Sub Committees of the Board. Furthermore, the College Strategic Risk Register is reviewed by the College's Senior Leadership Team at least once a quarter.

New risks are identified quickly, and the committee and Board scrutinise the register to ensure that risk appetite and mitigation is also appropriate.

Where there is a significant risk i.e. cladding issues at Springburn Campus, a further and more detailed/specific risk register is in place for added scrutiny.

#### **Item 3**

Where there are obvious sensitivities (high risk rating) on student recruitment or financial sustainability, there should be regular updates to the Finance Committee (or equivalent) as a check and balance on budgets and forecasts.

**Response from GKC** – In relation to student recruitment, there is regular reporting on live data at the Learning and Teaching Committee and also the Board of Management. The Finance and Resources Committee and the Board of Management also receive reports on management accounts/financial sustainability as a check and balance on forecasts and budgets. Furthermore, Board of Management members now have access to PowerBi which allows them to delve more deeply into the data outside of meetings.

#### **Item 4**

Where there are loan or Revolving Credit Facility covenants, depending on headroom these should be reported to University Executive Committee on a monthly or quarterly basis (in real time and based on the prior month's management accounts.)

**Response from GKC** – This is not applicable to Glasgow Kelvin College as there is no borrowing allowed under the rules of the Scottish Public Finance Manual.

#### **Item 5**

There needs to be a culture (in practice) of the validity and value of questioning at all levels in a way that is without fear.

**Response from GKC –** Board of Management members are encouraged to ask questions both before and during meetings. This is emphasised in covering emails that go out with the links to the Board of Management and Standing Committee meeting papers.

This process has been further tested as part of the Externally Facilitated Effectiveness Review process which has now been undertaken twice. All Board of Management members received a one-to-one meeting with the Senior Auditor conducting these reviews and a series of questions posed to raise awareness of Board operations and highlight any issues.

This will be further tested later in the Academic Year as part of the annual board self-evaluation process to ensure that all members feel able to raise questions and consider that their voice is valued.

#### **Item 6**

The Chair of University Executive Committee (ordinarily the Principal) should be receptive to challenge.

**Response from GKC -** Both the Chair and Principal are receptive to challenge by Board of Management members, comprising non-executive directors, staff, students and trade union members. Questions are invited and open dialogue takes place. If members have a declaration of interest or a connection, they can still impart their views and opinions and raise any questions if the remainder of the Board of Management agree to this. This is the case within Glasgow Kelvin College, and it is recognised that different or indeed opposing opinions can lead to a more robust and well-rounded decision which ultimately protects the College as a whole.

There is also a clear and established process for compliments, complaints and Whistleblowing which have all been in operation for a number of years.

#### **Item 7**

Curiosity should be encouraged (and whether at University Executive Committee, Audit and Risk Committee, Finance Committee or Court) – one person's 'innocent question' ("I don't really understand but...") is often a catalyst for another person and the engagement leads to a far richer understanding and potentially uncovering of risks and issues that are worthy of debate.

**Response from GKC -** Curiosity is encouraged and Board of Management members are encouraged to seek out information that allows them to triangulate all of the various sources of information that provide them with appropriate assurance. In every email sent in relation to meeting papers, members are reminded that if they have queries or need clarifications on anything in a report or paper, they can also contact the author before the meeting.

#### **Item 8**

There should be clear and unambiguous early communication to Court and its committees regarding matters of importance to the whole university.

**Response from GKC –** At every Board of Management meeting, the Chair and the Principal both communicate to Board of Management members regarding matters of

importance to the whole College in separate papers. Any matters of intertest or importance to the Board are shared in between meetings by emails and if necessary, additional meetings can be called.

#### **Item 9**

Minutes should reflect challenges and not bias. They should also make clear how decisions were arrived at.

**Response from GKC** – Board of Management minutes are sufficiently detailed to reflect challenge and how decisions are made. They also reflect the Nolan Principles in terms of conduct. Board of Management members have the opportunity to amend the minute if they feel they do not reflect decisions made whilst working within the principles of collective responsibility.

#### **Item 10**

Both the University Executive Committee and all members of Court should live the nine principles of public life.

**Response from GKC** - The nine principles of public life are covered in detail as part of the College induction as well as forming part of the Code of Conduct which all members are asked to sign upon appointment. As aforementioned, conduct at the Board of Management meetings is respectful and this is reflected in the minutes.

Furthermore, and at the time of writing this report, the College is undertaking a review of its Values, and these will be incorporated into the College Strategic Plan which will be published imminently.

#### **Item 11**

The ARC should be able to stand back on any matter and review or enquire. The ARC should be the conscience of the University – the ultimate back stop for any matter.

**Response from GKC** - The Audit & Risk Committee is empowered to stand back and review any matter. This is done in practice at Glasgow Kelvin College and can be evidenced in reports to the Audit & Risk Committee. At the time of writing this report, the Terms of Reference will be reviewed and, if appropriate, they will be amended to reflect the recommendations and focus of these external reviews and recommendations.

#### **Item 12**

The University of Dundee had a practice of the Chair of Finance and Policy Committee 'in attendance at the Audit and Risk Committee' and the Chair of the Audit and Risk Committee 'in attendance at the Finance and Policy Committee'. This overlap can appear functional in theory but from a best practice perspective often falls over in practice. The respective Chairs can readily get sucked into the detail and, in particular, the Chair of the Audit and Risk Committee returns to the Audit and Risk Committee with a pre-set and (likely) biased view. the Audit and Risk Committee should retain an element of independence in the overall governance and certainly absolute objectivity – this is readily lost. Best practice would be for no overlap – there will be members of the Executive that do attend both and the different lenses are helpful.

**Response from GKC** - The Chairs of Audit & Risk and Finance & Resources' committees respectively do not attend each other's committees in any respect. The Chair of the Board does not attend Audit and Risk. There is a joint meeting of these committees to consider a one item agenda i.e. the Annual Report and Financial Statement on an annual basis. The Audit & Risk Committee retains an element of independence and is responsible to commissioning the annual programme of audits based on the risk register. It meets annually with the auditors without College staff present.

#### **Item13**

In extremis, and it is seen (UK wide), institutions have a habit of forming a 'Committee of Chairs of Committees' or similar. In doing so, the Chair of the Audit and Risk Committee automatically loses their objectivity. The 'conscience of the University' is lost and objectivity over new and emerging risks can readily be overridden by a bias from prior (and detailed) consideration in a different context to the Audit and Risk Committee's considerations.

**Response from GKC** - GKC will review the membership of its committees to ensure that there is no committee of chairs formally or informally.

#### **Item 14**

Papers must (not should) be provided in advance of meetings (and regardless of UEG, Court or its committees). Papers should be provided to give members time to read and consider in advance.

**Response from GKC** - Papers are always provided in advance (at least 5 working days) as stated in the standing orders. Governors are given sufficient time to read papers and ask questions prior to and during any meetings. The College is, at present, introducing a new Board Portal to support Board of Management members further and all have access to PowerBI to allow them the opportunity to interrogate data in their own time.

#### **Item 15**

Papers should never be provided retrospectively, this is poor practice, regardless of the considered confidentiality of content – good governance cannot happen in a vacuum and the Executive need to work within the Board and Committee structure of the University; 63 Lessons that may be beneficial for the wider sector in Scotland.

**Response from GKC** - Papers are never provided retrospectively. If there is a need to discuss a specific issue then an extraordinary meeting will be called, or this can be dealt with by the Executive Committee. Quorum will still be required in order to approve any decisions. Any decisions taken by the Chair on behalf of the Board (once appropriately authorised) are reported back at the next Board of Management meeting.

#### **Item 16**

There are few instances in Scotland where the University Secretary (or equivalent) is the Chief Operating Officer of the institution, but this dual role can create conflicts of interest that are difficult to resolve in real time. While there will be a direct reporting line to the Chair of Court / Governing Body, there will also be a reporting line to the Principal. These two lines often work 'until they do not'. Care should be taken to ensure the primary responsibility is always to the Chair of Court.

**Response from GKC –** The College employs a Secretary to the Board who reports directly to the Board. They have no other role in the College. They are employed for one day a week.

#### **Item 17**

The FM could usefully be updated for 'responsibilities of the Principal' and in particular in the role as 'Accountable Officer' and the responsibilities of Chair of Court.

**Response from GKC -** The Financial Regulations of the College are updated every three years. An internal audit into financial management has been brought forward at the request of the Audit & Risk Committee to ensure that all of the recommendations in the Gillies and other external reports are appropriately reflected in practice at the College and any amendments will be made if required.

#### **Item 18**

A values-led University culture, which privileges transparency and accountability, is likely to actively support evidence-based collaborative decision making, integrity and openness to challenge and debate.

**Response from GKC -** The College has commissioned a review of its values and behaviours and once approved these will be adopted by the Board and will be incorporated into the Code of Conduct alongside the nine principles of public life.

### **3. Scottish Funding Council – SFC Expectations of Good Governance**

This report is designed to enhance good governance in colleges and universities. The publication sets out what the SFC have learned about sector and institutional governance from an analysis of governance effectiveness review reports and Professor Gillies' report into the University of Dundee. The report provides clarity about SFC's expectations of sector governance and how SFC will monitor governance.

The Secretary to the Board of Management and the Director of Estates and Corporate Services have undertaken a review of this report and also the 8 recommendations identified by SFC against current practices in Glasgow Kelvin College. This is detailed below.

#### **Item 1**

Some institutions are long overdue an external governance effectiveness review.

**Response from GKC –** Glasgow Kelvin College have now had two Externally Facilitated Reviews conducted. One in Academic Year 2020/21 and one in Academic Year 2024/25. We note that it is now recommended that this is undertaken every three years.

## Item 2

The GER reports often focus on development and do not always have a strong element of assurance.

**Response from GKC** - Glasgow Kelvin College provides Board of Management members with various levels of detail in line with the Assurance Framework. This assurance on reports and information going to the Board and Standing Committees allows Board of Management members to triangulate against the assurance-based governance model that it operates. Further work will be undertaken in the coming months to map the existing terms of reference, standing orders and articles to the recommendations in these reports and produce cycles of business that feed into the assurance-based governance model.

## Item 3

Institutions have not always shared the reports with SFC in a timely way.

**Response from GKC** - Glasgow Kelvin College has always shared the Externally Facilitated Effectiveness Review report with the applicable funding body i.e. formerly Glasgow Colleges Regional Board and will share future Externally Facilitated Effectiveness Review reports with the Scottish Funding Council.

The actions flowing from the Externally Facilitated Effectiveness Review report are added to the Governance Action Plan and closely monitored by the Audit and Risk Committee. All papers are publicly available on the Glasgow Kelvin College website within 5 days of a Board meeting occurring.

## Item 4

There is a need for greater clarity around what assurances are needed or desired.

**Response from GKC** - Work will be undertaken with relevant staff across the college to map out assurance provided and identify any gaps. These will also be used to determine the agendas and cycle of business for the Board and its committees. Alongside a review of the governance processes undertaken by the Board.

## Item 5

SFC expects that Governance Effectiveness Review reports provide assurance over compliance with the relevant sector governance code in practice and that the governance arrangements in place at institutions are both adequate (i.e., designed appropriately) and effective (i.e., operating as intended). This includes effective scrutiny stemming from the culture of the governing body and committees being one that is curious, challenging and holds the executive to account. It also includes appropriate governance oversight of the institution's strategy, internal control and risk management framework and financial viability and sustainability. Governance Effectiveness Review reports should be clear about the evidence on which assurances are based.

**Response from GKC** - Glasgow Kelvin College complies fully with the Code of Good Governance. Its recent Externally Facilitated Effectiveness Review stated that the governance arrangements in place were adequate. This is further supported with a comprehensive internal audit programme that is led by the Audit & Risk Committee. All

Board of Management members have the opportunity to question reports both before and during Board and Committee meetings and scrutiny is encouraged. Financial and Risk management are scrutinised by the relevant committees before further discussion and approval by the Board. All Board members are responsible for the strategic direction of the College as well as for financial oversight and determining risk appetite and the risk management framework; these reports are brought to the Board. Board of Management members are fully involved in the review of strategy. Reports are clear on sources of evidence and are cross referenced to the assurance-based governance model adopted by the College. A review of the articles, standing orders and terms of reference will be undertaken in the coming months to ensure that all recommendations in the various external reports are incorporated and if necessary, an additional external review will be undertaken.

**Item 6**

Governance Effectiveness Review process should support the requirement on governing bodies to comply or explain compliance with the relevant sector governance code in their Annual Governance Statement.

**Response from GKC** - Glasgow Kelvin College complies with the Code of Good Governance and a report is produced annually on compliance. Changes to the Code of Good Governance are highlighted in blue text for member ease of noting differences and a mapping exercise is conducted accordingly.

**Item 7**

No standard approach to Governance Effectiveness Reviews is used within each sector and guidance on what is expected to be covered would be helpful.

**Response from GKC** - Agreed, a standard approach would be welcomed.

**Item 8**

There is a need for improved induction and for training and development for governing body members (including students.)

**Response from GKC** - The new Secretary to the Board of Management will review the Induction programme to ensure it remains fit for purpose and will ensure any recommendations from external reviews are incorporated where appropriate.

**Item 9**

Few Governance Effectiveness Review reports commented on the quality of financial oversight by the governing body.

**Response from GKC** - The Board and its Audit & Risk Committee have asked the internal auditors to bring forward a review into financial oversight in light of the Gillies report. Financial reports are considered by the Finance & Resources Committee before being presented to the Board for discussion and approval. The Board will continue to work to ensure that it follows best practice in financial oversight. All Board members are responsible for the financial oversight of the College.

#### Item 10

For colleges, areas for improvement that were identified in Governance Effectiveness Review reports related to monitoring progress on strategy delivery (including KPIs and strategic reporting), the effectiveness of risk management and its contribution as a strategic enabler to improving College performance and tracking delivery of implementing previous recommendations.

- Effective governance relies not only on systems and processes, there is critical importance of a culture that values questioning and critical appraisal at all levels, without fear, and encourages curiosity and engagement to uncover risks and issues worthy of debate.

**Response from GKC** - Glasgow Kelvin College is currently reviewing its values as part of a cross college exercise. These will be approved by the Board in due course and, at that stage, the Board will also be asked to adopt these values as well as the values of good governance already in place. The Principal, Chair and Chair of Committees encourage board members to question board papers both before and during meetings and debate is encouraged. New Board members are offered a mentor. All members are encouraged to contribute at every meeting. The current process of external reviews focusses on systems and processes. The College is keen to ensure that the culture, questioning and critical appraisal is reviewed, and an external review may be commissioned to assess this. The College regularly reviews lessons learned from across the sector, other public services and the nations to ensure good governance is applied at the College.

- The importance of a values-led university culture that prioritises transparency and accountability and that supports evidence-based decision-making, integrity, and openness to challenge.

See above.

- The need for regular updates on sensitive matters, clear communication, and unbiased minutes that reflect challenges and decision-making processes.

**Response from GKC** – Board of Management members are updated as appropriate between meetings and additional meetings will be held when required. Minutes reflect detailed conversations, the Nolan Principles, challenge and debate. Terms of Reference are reviewed regularly to ensure that they reflect internal and external requirements. The views of new Board of Management members and the external experiences they bring to the Board are welcomed and changes are discussed and adopted as required.

- The importance of the Audit Committees maintaining independence and objectivity, avoiding overlap with other committees to prevent bias.

**Response from GKC** - The membership of the committee is reviewed regularly to ensure it maintains independence and objectivity. The Chair is not a member and does not attend the meeting.

- Papers being provided sufficiently in advance of meetings to ensure informed decision-making.

**Response from GKC** - Papers are issued at least 5 working days before each meeting. In practice this is normally one week prior to the meeting.

#### **Item 11**

There are also two specific lessons around roles that we wish to highlight in this paper.

- The report notes that the dual role of the University Secretary as Chief Operating Officer is a potential conflict of interest, requiring careful management to ensure primary responsibility to the Chair of Court. This is not a common arrangement in the Scottish university sector, but instances outside of the University of Dundee do occur. SFC recognises that institutions are autonomous and that staffing matters are not for the SFC. Therefore, we encourage institutions to consider carefully whether this arrangement is appropriate and how best to secure the University Secretary's independence where a dual role is in place.

**Response from GKC** - Glasgow Kelvin College employs a Secretary to the Board of Management who has no other role at the College to ensure their independence.

- Overlapping attendance, whether or not formal memberships, between Finance Committee and Audit Committee, which can undermine the crucial independence of the Audit Committee. Although the sector codes of governance do not explicitly prohibit this, the spirit of the codes and SFC's view is that impact on the independence of the Audit Committee is detrimental to its oversight and assurance function. We therefore encourage the relevant bodies that own the sector codes of governance to consider carefully whether this should continue to be permitted in future iterations of the codes.

**Response from GKC** - Glasgow Kelvin College does not have any overlap in membership between Audit & Risk and Finance & Resources Committees. The Chair is not a member of the Audit & Risk Committee and does not attend the meeting.

#### **Item 12**

Colleges should be asked to benchmark their current Governance Effectiveness Review practices against the findings in this report.

**Response from GKC** – This is the purpose of this report i.e. to benchmark against all findings/recommendations and lessons learned in a number of recent reports the College has received.

#### **Item 13**

Revisions to the CDN Guidance Note should be considered to take account of the observations in this report and the accompanying report on individual Colleges. Revisions to the Guidance Note should set out clear expectations around the importance of evidence.

**Response from GKC** – Agreed.

**Item 14**

Instructions to Reviewers should include the requirement to follow the CDN Guidance Note in full or equivalent best practice.

**Response from GKC – Agreed.**

**Item 15**

Consideration should be given to mandating that externally facilitated GERs are required every three years. Governance Effectiveness Reviews which are currently overdue should be prioritised.

**Response from GKC –** Every 3-5 years seems reasonable as there is a considerable cost in this exercise. However, every 3 years would make it clearer and not open to interpretation.

**Item 16**

The Scottish Funding Council should clarify that Governance Effectiveness Reviews should be approached as both a developmental tool for College Boards and as a means of providing assurance to Boards and the funding bodies. In doing so, the Scottish Funding Council should specify its assurance requirements, including in relation to compliance with the Code of Good Governance.

**Response from GKC –** This is agreed.

**Item 17**

Assessing the quality of financial oversight exercised by the Board and Finance Committee should be a clear component of the Governance Effectiveness Review process, and revised guidance should highlight this requirement.

**Response from GKC –** This is accepted and agreed.

**Item 18**

Where this is not already in place, Colleges should develop a process to assess, monitor and report compliance with the Code of Good Governance. The testing of this process should be a clear component of the Governance Effectiveness Review process.

**Response from GKC –** Compliance with the Code of Good Governance is carried out annually as a matter of routine and reported to the Board of Management accordingly.

**Item 19**

Governance Effectiveness Review reports should be accompanied by a rolling action plan to track the implementation of recommendations from previous Governance Effectiveness Reviews (whether external or self-evaluation). The testing of this should be a clear component of the Governance Effectiveness Review process.

**Response from GKC –** This is the way it is conducted at Glasgow Kelvin College i.e. all items flowing from the Externally Facilitated Effectiveness Review are added onto the Governance Action Plan which is then monitored routinely by the Audit & Risk Committee.

#### 4. Weston College – Review by the FE Commissioner 2024

##### **Item 1**

The college must put in place a formal scheme of delegation which clearly sets out the level of full board or committee approval required for key decisions including the remuneration of senior staff.

**Response from GKC** – There is a clear Scheme of Delegation in place and a process also is in place for approving the remuneration of senior staff. The Board Remuneration Committee meet to consider and approve any remuneration and conditions of the senior members of staff not covered by national bargaining, and report this to the Board of Management accordingly via the minute.

##### **Item 2**

The terms of reference of the remuneration committee should be updated to specify that the decisions on senior pay must be ultimately approved by the full board of governors.

**Response from GKC** - The Remuneration Committee Terms of Reference will be reviewed alongside all other terms of reference in the coming year and any appropriate amendments will be made.

##### **Item 3**

Terms of office for governors should normally be limited to two terms of four years, as recommended by the Association of Colleges Code of Good Governance and the college's Instruments & Articles should be amended to reflect this.

**Response from GKC** - A recommendation to set a maximum of two terms of four years will be made to board as part of the review and the Instrument will be amended to reflect this.

##### **Item 4**

The appointed clerk to the board should hold, or be working towards, a professional clerking qualification.

**Response from GKC** - The Secretary to the Board of Management has two professional clerking qualifications.

##### **Item 5**

The approval of senior post-holder pay must be based on the whole proposed remuneration package, expressed in monetary figures, and including all bonuses and ancillary payments. The proposed package must be carefully considered in line with sector benchmarks and value for money. Minutes of meetings which record these decisions must be sufficiently detailed to record the impact of the decision on the monetary value of total annual remuneration. Non-confidential Board minutes should be published on the College's website in a timely fashion.

**Response from GKC** - The terms of reference will be reviewed to reflect local sector requirements ensuring transparency and value for money are at the centre of the committees' decisions. There is a different process in England where a report on renumeration and the work of the committee is published annually on the Colleges

website. This is not currently necessary in Scotland. Details of senior manager remuneration is published in the financial statements. All Board of Management minutes and disclosable reports are published on the College website within 5 days of a meeting being held.

#### **Item 6**

The senior leadership of the college should instigate procedures for identifying planned transactions which might require permission under the principles of Managing Public Money, for example reviewing as part of the monthly management accounts. There should be a report on these in an appropriate format as part of regular updates to the board.

**Response from GKC** - This is an England specific recommendation; however, the college has clear schemes of delegation and financial regulations are reviewed every three years and approved by the Board of Management.

#### **Item 7**

The annual financial statements must be produced in line with the Education and Skills Funding Agency college accounts direction and the note on accounting officer emoluments must agree explicitly with the full value of remuneration approved by the board.

**Response from GKC** - This is an England specific recommendation; however, the financial statements are produced in line with appropriate accounts directions and note on emoluments does agree with the full value of remuneration approved by the Board.

#### **Item 8**

All salary payments processed by the finance team must follow the standard payroll processing and authorisation procedure and there must be no exceptions for senior post-holders.

**Response from GKC** - There are clear segregations of duty at Glasgow Kelvin College and there no exceptions for senior postholders.

#### **Item 9**

Board committee structures should follow CUC (Committee of University Chairs) and Association of Colleges Code of Good Governance, including that the chair of remuneration should never be the same individual as the chair of the board.

**Response from GKC** - Glasgow Kelvin College Board of Management committee structure follows the Code of Good Governance. The Chair of the Remuneration Committee is never the Chair of the Board.

#### **Item 10**

There should be a skills audit of the current board of governors with a view to ensuring an appropriate breadth of management experience. There should be a qualified accountant on the audit committee at all times.

**Response from GKC** - Glasgow Kelvin College undertakes a skills audit annually and this information is used to identify gaps in skills, training needs and recruitment

priorities. There is a qualified accountant on the Audit & Risk Committee and on the Finance and Resources Committee.

**Item 11**

The induction process for governors should be reviewed to ensure clarity on the need for governors to hold college leadership to account.

**Response from GKC** - The induction process will be reviewed this year to reflect all of the recommendations in the external reviews and where appropriate, additional training will be given to existing members.

**Item 12**

The college should review its policies to ensure it maintains a recently updated personal relationships policy which sets out safeguards, including reporting, on potential conflicts of interest.

**Response from GKC** - The register of interest is reviewed annually, and governors are asked to update the Secretary to the Board of Management as soon as any changes happen in year. Board of Management members are asked to note any declarations/conflicts of interest or connections at the start of each meeting and are able to identify them as the meeting progresses, if necessary.

## 5. 2023/24 Audit of Glasgow City Council Recommendations

**Item 1**

Are their schemes of delegation and codes of conduct fit for purpose and do they reflect the principles of public life?

**Response from GKC** - An internal audit into Budgetary and Financial Reporting has been brought forward to address issues raised as part of the Gillies review. As required, Glasgow Kelvin College will review the Scheme of Delegation and Code of Conduct to ensure that they remain fit for purpose and reflect principles of public life.

**Item 2**

Does the scheme of delegation include a clear process for considering proposals and approvals for restructure, redundancy and retirement and does it appropriately manage potential conflicts of interest?

**Response from GKC** – The Scheme of Delegation outlines the remit of the Board of Management and its sub-committees, which are responsible for approving policies and procedures for the effective governance of the College. The College consults recognised Trade Unions on restructures and operates appropriate processes, including consultation on any Voluntary Severance (VS) Scheme. All VS schemes are approved by the Scottish Funding Council (SFC). The College complies with the Scottish Public Finance Manual and relevant SFC guidance on severance schemes and settlement agreements. The Remuneration Committee approves VS applications, with progress reported to the Board. Any severance payments outside Public Finance Manual guidance require advance SFC approval.

**Item 3**

Is there appropriate officer and councillor scrutiny of the decision-making processes in relation to restructure, redundancy, and retirement?

**Response from GKC** - The decision-making processes in relation to restructure, redundancy and retirement will be reviewed to ensure that there is appropriate officer and Board of Management scrutiny.

#### **Item 4**

Is there a good understanding and implementation of the requirements set out in the scheme of delegation relating to restructure, redundancy, and retirement, through training and monitoring?

**Response from GKC** - If necessary, additional guidance and training will be produced to ensure that there is a good understanding of the requirements of the Scheme of Delegation relating to restructure, redundancy, and retirement. If appropriate the Terms of Reference of the Remuneration Committee will be reviewed and updated to reflect these requirements alongside overall approval requirements by the Board of Management.

#### **Item 5**

Does the prevailing culture among senior officers reflect the standards and behaviours required by the principles of public life?

**Response from GKC** – The College believes that its culture, standards and behaviours are in line with those required by the principles of public life. However, the College is currently reviewing its Values, and once agreed by staff and then the Board they will be adopted and mapped to the nine principles of public life.

## **6. University of Sunderland – Stone King**

#### **Item 1**

**Recognition of the role of Governance Professionals as change agents** - This report recognises the influence of college Governance Professionals as change agents.

**Response from GKC** – The College has recently appointed a new Secretary to the Board of Management who is reviewing processes within the College and is already making changes to streamline meetings. Key governing documents are also being reviewed.

#### **Item 2**

**Addressing the pace of change for governing** - The accelerating pace of change in the further education sector presents a significant challenge for governance in colleges.

**Response from GKC** – The College agrees with this statement. In a time of financial pressure and unrest, focus can be diverted. However, as aforementioned, the College has recently appointed a new Secretary to the Board of Management whose focus is purely on governance propriety.

#### **Item 3**

**Governance Professionals need resource to manage reviews** – In colleges of further education, it is increasingly important to recognise that Governance Professionals need both the space and capacity to engage meaningfully with external governance reviews and to act swiftly on their findings.

**Response from GKC** – The College agrees with this statement. At the College, the Secretary to the Board of Management is not employed to deal with routine governance matters i.e. minuting meetings, uploading papers etc. This enables the Secretary to the Board of Management to concentrate on governance matters and act swiftly on matters which emerge.

**Item 4**

**Boards need confidence to adapt and change** – In colleges of further education, boards must develop the confidence to adapt and embrace change, even when it brings uncertainty.

**Response from GKC** – The Board are used to adapting and changing as there have been many emerging matters over the years that they have dealt with.

**Item 5**

**Creativity, innovation and vision in governing should become qualities to develop and celebrate.** - In the context of further education colleges, fostering creativity, innovation, and vision within governance is essential for navigating a rapidly evolving educational landscape.

**Response from GKC** – Audit Scotland have praised Glasgow Kelvin College in a previous report for its transparent governance. Two successful Externally Facilitated Effectiveness Reviews as well as many positive audit reports show the importance that the College places on good governance. Papers for meetings are circulated in a timely manner and respectful conduct and open discussion at meetings is the norm.

**Item 6**

**Recognition that sustained and relevant training is required** - To achieve and maintain a high standard of governance, as outlined in sector guidance and governance codes, college boards must recognise the importance of sustained and relevant training for all board members.

**Response from GKC** – A Board of Management Development Programme is prepared annually which is derived from communication from Board of Management members, Standards Commission Advice Notes and College Development Network Guidance. Training is relevant and appropriate for members and comment from members is welcomed in terms of what other training they may find useful. There are various ways that Board of Management members can communicate any training needs they require, i.e. through the Secretary to the Board of Management, through the Chair or the Senior Independent Member.

**Item 7**

**Giving the selected code of governance more prominence** - Giving the selected code of governance greater prominence is essential for embedding consistent, high-quality governing practices and processes.

**Response from GKC** – The Secretary to the Board of Management and the Director of Estates and Corporate Services conduct an annual review of the Code of Good Governance to demonstrate compliance. This paper is presented to the Board of Management and is also used in Externally Facilitated Effectiveness Reviews.

**Item 8**

**Boards should make more effort to achieve a diversity of membership** - Achieving greater diversity on boards is essential to ensuring inclusive, representative, and forward-thinking leadership.

**Response from GKC** – The College advertises vacancies in a variety of forums to encourage further diversity and uses its skills audit to ensure that there is diversity of thought and ideas as well as diversity of membership.

## 7. OSCR Online – Submission of Charity Trustee Information

As of 30 June 2025, all Scottish charities are required to submit charity trustee information using OSCR Online.

From early 2026 OSCR (The Scottish Charity Regulator) will publish the first and last names of charity trustees and copy of our accounts on our entry i.e. - [Glasgow Kelvin College current entry](#)

We are required to provide the following information for each trustee:

- Full Name
- Home address
- Email address
- Telephone number
- Date of birth
- Date of appointment

The Secretary to the Board of Management has been in contact with Board of Management members in this regard and also provided information about exemptions.

At the time of writing this report this matter, Heather Jackson is well underway with this matter.

## 8. Scottish Funding Council - Outcome Framework and Assurance Model Guidance

The Good Governance Outcome is covered on pages 12-16 of the above report and specifically references the findings of the SFC's recent Expectations of Good

Governance report which has been fully considered by the Secretary to the Board of Management and the Director of Estates and Corporate Services

There will be further discussions on this publication at the forthcoming Governance Professional Steering Group meeting which is attended by the Secretary to the Board of Management and the Director of Estates and Corporate Services.

## **9. Cladding at Springburn Campus**

At the Board of Management meeting on 8 October 2025, it was agreed that, based on the recommendation of Thorntons, the College's solicitor, it was no longer worthwhile pursuing the builder in terms of the issues with the Springburn Campus cladding and curtain walling. The cladding risk register has been updated to take account of this decision by the Board of Management, and this is available via the link on the portal as per below:

[Link - Cladding Risk Register as at November 2025](#)

## **10. Admincontrol – Board of Management Portal**

We have now successfully set up the AdminControl Board portal for our Board and Committees. Permission has been obtained for Board of Management members' details to be used on the AdminControl website, and all members have been added to the respective Board and Board Standing Committees they are on. Dedicated folders have also been created to support future meetings for each Board. The AdminControl platform will provide a secure and efficient way to manage board materials, streamline communication, add comments/notes to papers and enhance collaboration among members.

The success of this implementation will be monitored over the rest of the Academic Year to ensure that it is operating as intended and that Board members are able to maximise functionality.

## **11. Resource implications**

There are no additional resource implications to review external reports and consider recommendations made against own practices.

There is an annual charge for Admincontrol but the functionality of this system will save time and printing costs too.

## **12. Impact on Students**

There is no impact on students anticipated.

### **13. Risk and Assurance**

This report seeks to provide members with assurance that reports circulating in regard to governance are being received and appropriately reviewed by the Secretary to the Board of Management and Director of Estates and Corporate Services. Where actions will occur, this has been noted accordingly and will be led by the Secretary to the Board of Management. The report also covers other governance matters that are being taken forward by the College and provides an update in relation to these.

### **14. Equality**

There are no equality implications anticipated.

### **15. Data Protection**

There are no expected data protection issues.

### **16. Environmental and Sustainability**

There are no negative impact on the environment expected.

### **17. Recommendations**

It is recommended that members note the content of this report and links.

As aforementioned, the review has identified several areas where a focused evaluation of governance processes, procedures, and practices would be beneficial. This will be taken forward by the Secretary to the Board of Management.

### **18. Further Information**

Further information can be obtained from Lisa Clark, Director of Estates and Corporate Services - [lisaclark@glasgowkelvin.ac.uk](mailto:lisaclark@glasgowkelvin.ac.uk) or Heather Jackson, Secretary to the Board of Management – [hjackson@glasgowkelvin.ac.uk](mailto:hjackson@glasgowkelvin.ac.uk)

**Heather Jackson**  
**Secretary to the Board of Management**  
**November 2025**

**Lisa Clark**  
**Director of Estates and Corporate Services**  
**November 2025**