Item 27

Members are advised to retain this report during session 2023/24 for reference purposes.

Glasgow Kelvin College

Board of Management Meeting of 13 June 2023

Alternative Sources of Information for Members

Report by Principal

1. Introduction

The purpose of this paper is to advise members of the Board of Management of alternative sources of information to inform their decision-making processes. It is also intended to provide members with access to the sources of external assurance as required by the Scottish Government Audit and Assurance Committee Handbook.

It is intended to provide members with strategies to obtain alternative perspectives on policy proposals which are made by the College's management.

2. Statutory Duties

Members of the College Board of Management have a number of statutory duties which are defined in the Post-16 Education (Scotland) Act 2013. These are also refined further by policy guidance issued, from time-to-time, within the provisions of this legislation by the Scottish Funding Council (SFC). An electronic copy of the legislation is available on http://www.legislation.gov.uk/asp/2013/12/contents

Members will recall that their primary duty is to act with due diligence to ensure that the interests of the College are protected. They also have statutory obligations to ensure that the College operates within wider statutory frameworks (such as those which apply to the regulation of Employment and Health and Safety).

Members of the Board are not, within the terms of the legislation, personally liable for the actions of the College providing that they have acted reasonably, responsibly, appropriately and in 'good faith'.

Members should take full cognisance of the duties described to them by the Glasgow Colleges' Regional Board (GCRB) *Financial Memorandum* and should also be aware of the Scottish Funding Council's *Financial Memorandum* which applies to single college regions.

The exercise of these duties might, on occasion, require Board members to challenge or to test the advice being given to them by College staff.

This paper seeks to outline the possible alternative sources of information which might enable members to discharge effectively this role.

Members should also note that the College is a Scottish Registered Charity under the provisions of the Charities and Trustees Investment (Scotland) Act 2005 (the College's Charity Regulation Number is SCO21207). Board members are, as a consequence, Trustees of the College as a charity. This legislation sets out both their individual and collective duties in that respect. An electronic version of this legislation can be accessed at https://www.legislation.gov.uk/asp/2005/10/pdfs/asp_20050010_en.pdf

Members should also make themselves familiar with the Code of Good Governance for Scotland's Colleges which is available at
Code-of-Good-Governance-for-Scotlands-Colleges

3. *Advice from the College's Senior Management*

The work of the College Board of Management and Standing Committees are conducted within a framework laid down by its Constitution (which is set out in the 1992 legislation and the Post-16 Education (Scotland) Act 2013) and by its Standing Orders.

As a general rule the College will prepare a paper for consideration against each item on the agenda of the Board or its Standing Committees.

Members should be aware that in all cases these documents and Board Reports will include an explicit notice which indicates potential sources of additional or further information. Use should be made of this facility if appropriate or if necessary.

Furthermore, members should also note that the authorship of papers is routinely indicated at the foot of all reports prepared for Board discussions. Typically, they will appear as:

DS/AMcK
Glasgow Kelvin College
June 2021

The initials on the right will always designate the typist (AMcK being Annette McKenna). The author's initials (DS being Derek Smeall) will be those on the left. In the case of multiple-authorship a series of initials may occur (e.g. DS/RA/AMcK – this will indicate that the report has been jointly prepared by DS –Derek Smeall and RA – Robin Ashton).

4. *Internal Sources of information*

Members should also note that there is a comprehensive range of internal documentation which represents a substantial information resource. This includes:

- the College Strategic Plan;
- the Board and College Register of Interests;
- the Board Constitution and its Standing Orders;
- the Scheme of Delegation;

- the Remits of Board Standing Committees and current meeting schedule; and

- the College current Programme Guide and its website https://www.glasgowkelvin.ac.uk/

Board Agenda, Minutes and Papers are available in the Board member portal and on the College website. As are the papers for Standing Committees.

Furthermore, the College organises a Development Programme for its members during each academic year. Members can request the College to include particular topics for these programmes. New members are offered an Induction Programme (attendance at which is open to all Board members).

The annual priorities of these programmes are normally determined by the Board in discussion with the Secretary to the Board.

5. Advice from External Agencies

Members may also wish to seek additional advice from *External* Agencies.

They will recall that the College engages with specialist agencies for advisory services.

These include:

i) The Secretary to the Board

The Secretary to the Board is Linda Ellison.

The Secretary to the Board is *independent* of college management and is appointed by the Board of Management. The primary role discharged by the Secretary to the Board is that of the provision of advice and guidance in respect of constitutional or matters related to the Governance.

The Secretary to the Board also plays an important role in the Board 'whistle blowing' procedures (or, more formally, the Public Interest Disclosure Policy).

She also assists the College in processes which appoint new members including the Principal. Though this is now subject to oversight by the Glasgow Colleges' Regional Board and follows a procedure which has been approved by that regional strategic body. In addition, she supports Board Members when conducting other business which might lead to possible conflicts of interest for members (such roles in in other bodies which have a direct impact on the work of the College) or the College's management (such as the appointment of Internal Auditors).

Ms Ellison is an important 'resource' for members. She should be able to sign-post members to a range of alternative or original sources of information in respect of the College's governance.

The Secretary to the Board can be contacted directly by email on lellison@glasgowkelvin.ac.uk

ii) The Board's Auditors

The College has both Internal and External Auditors.

The College Internal Auditors are Henderson Loggie and the Internal Audit Manager is David Archibald. He can be contacted on 01382 200055.

Members will recall that Audit Scotland appoints the External Auditors.

Audit Scotland has been appointed as the Board's External Auditors. The External Audit Manager is Stuart Nugent. He can be contacted on 0131 625 1938.

iii) Legal Advisers

The College obtains advice on matters related to employment law from BTO Solicitors LLP. The primary contact in that organisation is Laura Salmond. Laura can be contacted on lis@bto.co.uk.

iv) Health and Safety Consultants

The College periodically engages external Health and Safety Consultants to undertake compliance testing of its Health and Safety related provision.

The College has a routine requirement for this type of specialist advice (surveys for noise or dust, Occupational Health Surveillance, EMF, DSEAR etc.). Members should note that the procurement of health and safety advice is overseen by Geoff Lawson, College Health & Safety Manager.

v) Insurance Brokerage

The College engages UMAL as its Insurance Brokers.

UMAL assists in the development of College insurances specifications.

The primary contact at UMAL is:

Rupert Hills
Member Relationship Manager
U.M.Association Ltd & Hasilwood Management Services Ltd
5 St Helen's Place
London
EC3A 6AB
Tel: 0207 847 8680

vi) Banking Services

The College primary Banker is currently the Royal Bank of Scotland under the terms of the Government Banking Service Contract.

Its account manager is Caryl Stokes, Senior Relationship Manager, she can be contacted on 0141 343 9785 or 07771 971778.

Members are advised that contacting some of these external advisers may involve a charge being made to the College.

To avoid possibly unnecessary (and unpredictable) charges being levied, members who might wish to seek information or guidance from these should, in the first instance, discuss the matter they wish to raise with the Chair of the Board (or the Principal, as the College Chief Officer).

If the issues which they wish to consider relate to the conduct of either the Principal or the Chair advice should, in these circumstances, first be sought from Linda Ellison, the independent Secretary to the Board.

In addition to the above, there are other potential sources of advice for members of the Board.

These include:

i) Glasgow Colleges' Regional Board

The Glasgow Colleges' Regional Board (GCRB) is the regional strategic body responsible for the college sector in the region. GCRB has fundable body status and is responsible for the disbursement of grant in aid to the three assigned colleges, the negotiation and approval of the regional outcome agreement (ROA) and responsible for monitoring the effectiveness and quality of college provision including corporate governance. GCRB does **not** employ the staff who work in the assigned colleges.

The Chair of GCRB is Janie McCusker who has been appointed by the Scottish Government to this role.

The Executive Director of GCRB is Martin Boyle who can be contacted on martin.boyle@gcrb.ac.uk. The Executive Director of GCRB is the accountable officer for the Glasgow college region.

GCRB has established a website (www.gcrb.ac.uk). This website contains information on the work of the regional strategic body.

The GCRB telephone number is 0141 271 6586;

ii) Colleges Scotland

Members can obtain a wide range of advice on matters related to College governance, national policy frameworks and contextual information related to the Further Education Sector from Colleges Scotland. The board of Colleges Scotland is made up of the regional chairs and four nominated college principals. This body also acts as the umbrella organisation for College Employers Scotland which has responsibility for national collective bargaining.

Colleges Scotland, in collaboration with the College Development Network, organises periodically development/training programmes for

Board Members. These will be brought to the attention of members by the Governance and Executive Support Manager as appropriate.

The primary contact at Colleges Scotland is Shona Struthers the Chief Executive.

Colleges Scotland website is: http://www.collegesscotland.ac.uk.

Its telephone number is 01786 892000;

iii) The Scottish Funding Council (SFC)

Members can access a comprehensive range of documentation on the policy framework which applies to the Further Education Sector in Scotland from the Council website.

This facility also offers guidance on the appropriate Funding Council Officers who might be able to provide specific information or data.

The Council website is: http://www.sfc.ac.uk. This is a valuable resource which provides access to key policies which apply to colleges and other helpful sector-wide data (including that which relates specifically to the College).

The SFC Chief Executive (and Accountable Officer for colleges in Scotland) is Ms Karen Watt. The Council's telephone number is 0131 313 6500.

iv) The National Union of Students (NUS)

NUS (Scotland) provides a comprehensive service on national policy related to post-school education in Scotland.

It also 'hosts' SPARQS (a nationally funded organisation established to improve the quality of student representation in the governance and management of colleges and universities).

NUS (Scotland) can be contacted on 0131 556 6598. Its current President is Ellie Gomersall Emily.Gomersall@nus-scotland.org.uk

Alternatively its services can be accessed via its web page which is https://www.nus-scotland.org.uk;

v) Education Scotland

The Scottish Funding Council engages Education Scotland to monitor and advise on the quality of provision made by Colleges for students and other learners.

Education Scotland conduct, on behalf of the SFC, a range of quality enhancement activities as set out in the revised Quality Framework for the sector.

Education Scotland has currently nominated HMI Ian Beech as the College's primary contact in that organisation.

He can be contacted at ian.beech@eductionscotland.gov.scot;

vi) the College Development Network (CDN)

The CDN is a centrally-funded (by block grant from the Scottish Funding Council top sliced from the resources provided for the college sector) organisation which seeks to lead sector-wide initiatives related to the development of boards and all levels of staff in colleges, of teaching/learning and support services best practice, and of the post-school curriculum. It also provides a range of corporate governance training sessions for board members.

The Chief Executive is Marie Hendry. She can be contacted on 01786 892010.

The web-site address is: http://www.collegedevelopmentnetwork.ac.uk; and

vii) the Office of Scottish Charity Regulator (OSCR)

Members will be aware that Glasgow Kelvin College enjoys Charitable Status within the terms of the Charities and Trustee Investment (Scotland) Act.

Members of the Board are consequently also Trustees of the College acting as a Charity and therefore are required to comply with the regulatory framework overseen by OSCR.

OSCR regulates Scottish Charities and provides guidance for trustees to enable them to discharge their duties appropriately. The Head of Registration / Business Manager is Neil Edwards - he can be contacted on 01382 220446.

OSCR's web-site is http://www.oscr.org.uk.

6. The Role of the College's Chief Officer

The Principal is the College's Chief Officer. He is responsible, in turn, to the Chief Officer of GCRB (Martin Boyle) who is, in turn, responsible to the Chief Executive (Karen Watt) of the SFC (who acts as the Sector's Accountable Officer).

The Principal as the College's Chief Officer is ultimately responsible, through the GCRB Chief Officer and the SFC's Chief Executive, to the Scottish Parliament for the use made by it of funds provided for the provision of further education in its catchment area.

He also has a duty to the Board to indicate when it (or individual members) may be proposing to make decisions which may be potentially *ultra vires* (that is beyond the Board's powers or authority).

Members should, at all times, take cognisance of advice provided by the Principal in his role as the College's Chief Officer. They should also bear in mind their statutory obligations to act in 'good faith' when discharging their role as members of the Board. To ignore advice given by the Principal (acting as the College's Chief Officer) might, on some occasions, be considered to be

inappropriate and a breach the statutory requirement for them to act in 'good faith' (thereby rendering an individual Board member potentially personally liable for the implications of any such decision).

The Principal (as the College's Chief Officer) also has a duty to report all potentially reckless or otherwise inappropriate decisions made by the Board or its members to his Accountable Officer (Martin Boyle, Executive Director of GCRB).

7. Risk and Assurance

Members should be aware that having access to advice which is independent of the College is an important aspect of the governance framework. It mitigates the risk that the Board will make ultra-vires decisions. Advice from external sources is additionally an important source of assurance available to members in discharging their duties.

8. Recommendations

Members of the Board of Management are recommended to note the contents of this report and the alternative sources of external advice which are available to assist them discharge their duties and to request the Principal to up-date this paper for the information of members in June / August 2024 or before should circumstances require it.

9. Further Information

Members can obtain further information on this report from Derek Smeall, Principal, on dsmeall@glasgowkelvin.ac.uk or Linda Ellison, the Secretary to the Board on lellison@glasgowkelvin.ac.uk

10. Review Period

This paper requires to be next revised in June/August 2023.

DS/AMcK
Glasgow Kelvin College
June 2023