

Item 12
For Approval and Endorsement

Glasgow Kelvin College

Board of Management Meeting of 11 December 2024

Terms of Reference Refresh

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

1 Introduction and Purpose

This report is intended to update members in relation to the Terms of Reference for the Learning & Teaching Committee, the Audit & Risk Committee and the Finance & Resources Committee.

2 Terms of Reference Review

The Terms of Reference have been reviewed, in line with the Review Schedule, by the Secretary to the Board of Management and Director of Estates and Corporate Services. The proposed amendments to Terms of Reference amendments, noted below, were approved by appropriate Standing Committees in November 2024.

The proposed changes made to the Terms of Reference are denoted in **blue** text.

2.1 General

Following discussions at the recent Standing Committees it is proposed that the wording on Committee membership, Committee Quorum and Voting Rights is amended as set out as below. The wording ensures consistency across the three committees:

- **The membership of the Committee shall be a minimum of five, at least four of whom shall be non-executive board members.**
- **The quorum shall be a minimum of four non-executive board members.**
- **The Chair of the Committee possesses both a deliberative and a casting vote. (To clarify this means that the Chair has the right to a vote based on their own deliberations on the matter being voted on and has a casting vote should it be needed.)**

2.2 Learning and Teaching Committee

The proposed amendments to the Terms of Reference, attached as **Appendix 1** to the report, are:

Section 6.10 – remove reference to Education Scotland and substitute this with the Quality Assurance Agency so that it reads:

To consider external information relevant to the academic direction of the College including Scottish Government, Scottish Funding Council and ~~Education Scotland~~ **Quality Assurance Agency Review and Aspect Tasks Enhancement** reports;

2.3 Finance and Resources Committee

The proposed amendments to the Terms of Reference, attached as [Appendix 2](#)

to the report are general, as set out in section 2.1 of the report.

2.4 Audit and Risk Committee

The proposed amendments to the Terms of Reference, attached as [Appendix 3](#) to the report, are at section 6.5 that has been updated to read:

Best Value

The Committee shall establish and oversee a review process for evaluating the effectiveness of the College's arrangements for meeting the duty of Best Value, including:

- making arrangements to secure continuous improvement in performance whilst maintaining an appropriate balance between quality and cost; and in making those arrangements and securing that balance; and
- having regard to economy, efficiency, effectiveness, the equal opportunities requirements, and to contribute to the achievement of sustainable development.

These arrangements should focus on the five key Best Value Characteristics:

- Vision and Leadership;
- Effective Partnerships;
- Governance and Accountability;
- Use of Resources; and
- Performance Management.

And the two cross-cutting Best Value themes:

- Equality; and
- Sustainability

3 Resource Implications

There are no additional resource implications as a consequence of this report.

4 Impact on Students

There are no direct impacts on students as a consequence of this report.

5 Equalities

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

6 Risk and Assurance

By reviewing and considering the Terms of References for its Board Standing Committees the Board is mitigating the risk of failing to meet the highest standards of corporate governance.

7 Data Protection

No data protection issues are identified as a consequence of this report.

8 Environmental and Sustainability

No environmental and sustainability issues are identified as a consequence of this report.

9 Recommendations

Members of the Board of Management are recommended to:

- i) note the contents of this report; and
- ii) approve the refreshed Terms of Reference for the Learning & Teaching Committee, the Audit & Risk Committee and the Finance & Resources Committee as set out in Appendices 1 to 3.

10 Further Information

Members can obtain further information on the contents of this report from Linda Ellison, Secretary to the Board of Management lellison@glasgowkelvin.ac.uk and Lisa Clark, Director of Estates and Corporate Services lisaclark@glasgowkelvin.ac.uk