

**Glasgow Kelvin College**

**Board of Management – 13 December 2023**

**Code of Good Governance - Annual Review Update**

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

**1. Introduction**

The purpose of this report is to provide an update to members in relation to the Code of Good Governance. As members will be aware, the Code of Good Governance was updated towards the end of 2022. It is normal practice that an annual review is undertaken to ensure compliance with the Code is being maintained. An annual review was undertaken in June 2023, but some items had still to be actioned; this report closes off the requirements of the Code of Good Governance that were still outstanding.

This report will also cover areas linked to the Code of Good Governance as follows:

- 2 - Code of Good Governance – Annual Compliance Review
- 3 - Code of Good Governance – Items for Action – Update
- 4 - Trade Union Nominees on Boards of Management
- 5 - Standing Orders Review
- 6 - Briefing: SFC Review of Assurance and Outcomes
- 7 - Advice for Members of College Sector Boards and Strategic Bodies
- 8 - Ethical Standards Commissioner – Annual Report 2022/23

**2. Code of Good Governance – Annual Compliance Review**

The Director of Estates and Corporate Services and the Secretary to the Board have again gone through the Code of Good Governance in considerable detail and plotted the amended Code against the old Code. Changes to the Code are denoted in **blue text** and deletions are highlighted via **strikethroughs**. Work has been undertaken to ensure that compliance with the Code is being adhered to; this is detailed in the end column entitled “Comments/Compliance.” This has been updated since June 2023 and provides a comprehensive record of work done to ensure compliance. An Evidence file has also been created for ease of retrieval of key documents; it should be noted that where evidence exists to support the text in the “Comments/Compliance” column this is **highlighted in peach**. Members of the Senior Management Team have also been involved in updating this document.

The Code of Good Governance document as at December 2023 can be viewed in **Appendix 1** via the undernoted link:

[Appendix 1 - Code of Good Governance - Annual Compliance Review.pdf](#)

### 3. Code of Good Governance – Items for Action - Update

At the Board of Management meeting of 12 June 2023, there were three actions in respect of the Code of Good Governance that required more action; an update is provided below each one:

In reference to A.1, it is the intention of the Vice Principal Operations and Director of People and Culture to refresh the values and ethos documentation of Glasgow Kelvin College. This will be conducted over the next Academic Year.

Note: It is the intention that once the new Human Resources and Organisational Development Manager is appointed (recruitment underway) that work will take place with the Vice Principal – Operations and Director of People and Culture and a refresh of the values and ethos will begin.

In reference to A.10 “Comments/Compliance column” there is mention made of the Standing Orders and, in particular, to declaring interests or connections. The Secretary to the Board of Management and Director of Estates and Corporate Services have noted that the Standing Orders will require to be reviewed to ensure that this new process (in terms of declaring interests or connections) is fully captured within the Standing Orders. The Standing Orders are due to be reviewed by February 2024 and this will be undertaken by the Secretary to the Board of Management and Director of Estates and Corporate Services prior to this date. The Board of Management will receive a relevant paper on this matter early in the 2024 calendar year.

Note: The Secretary to the Board of Management and Director of Estates and Corporate Services have amended the Standing Orders to take into account Interests and Connections. The Standing Orders will be reviewed again early in 2024 and any amendments necessary will be discussed at the Board of Management meeting scheduled for March 2024.

In reference to D.3 – we note the statement within the amended Code of Good Governance i.e. *“The senior independent member is also responsible for holding annual meetings with Board members, without the Chair, to appraise the Chair’s performance and provide the Chair with relevant feedback.”*

As reported to the June 2023 meeting of the Board of Management, this is not currently undertaken in formal meetings, however, the Secretary to the Board of Management and the Director of Estates and Corporate Services have considered how this can be appropriately implemented without overly impacting on unpaid non-executive director’s time. The Secretary to the Board of Management has also had conversations with the senior independent member.

It would appear that the most straightforward way to deal with this new requirement of the Code is if the Chair leaves the room at the end of the Board meeting in June of each Academic Year and the Senior Independent Member hold a brief private meeting to allow Board Members to provide feedback on the Chair’s performance. This would avoid the need for a separate meeting for this sole purpose. The Senior Independent Member is content with this suggested solution, which closes off the one action remaining in the Code of Good Governance

This matter was also discussed at the Audit and Risk Committee meeting held on 16 November 2023 and this was accepted as a reasonable way to close off this requirement.

#### 4. Trade Union Nominees on Boards of Management

The above matter was discussed in detail at the Governance Professional Steering Group Meeting on 4 December 2023. This meeting was attended by the Secretary to the Board of Management and the Director of Estates and Corporate Services.

The expectation is that the Unions will take appropriate action to elect their nominees for board membership by 1 January 2024. The nominees should then undertake their College Induction and the CDN Induction Training before their formal appointment to the Board. The new TU board members should take up their new roles on College boards by 31 March 2024. It is the expectation that, in terms of Glasgow Kelvin College that these individuals will join the Board of Management meeting on 20 March 2024. These individuals will also join at least one Standing Committee.

As stated previously, this will take membership of the Glasgow Kelvin College Board of Management to 20 members during the 2023/24 academic year.

The Secretary to the Board of Management is liaising at present with Trade Union colleagues to ensure that they are proceeding with the pre-agreed election procedures and associated timelines etc.

#### 5. Standing Orders Review

We have received Model Standing Orders from the Good Governance Steering Group. The Secretary to the Board of Management and Director of Estates and Corporate Services will undertake a review of the College's Standing Orders against these Model Standing Orders and will report on this matter at the March 2024 Board of Management meeting.

#### 6. Briefing: SFC Review of Assurance and Outcomes

We have recently received the above briefing which is available via **Appendix 2** below:

[Appendix 2 - SFC Review of Assurance and Outcomes.pdf](#)

As Board members are aware, the College recently developed an Assurance Map which set out a framework for identifying critical aspects of controls. This map detailed the various ways the evidence aligns with the necessary assurance to meet all of the requirements placed on the College. This enables the production of reliable and robust reports to stakeholders about the College's internal controls. The production of an Assurance Map also ensures that the assurance-related work of the individuals operating within the three lines model can be planned and delivered in a way which avoids duplication of effort and potential mixed messaging. Due cognisance was taken of the Scottish Government Audit and Assurance Committee Handbook during the production of this Assurance Map.

In regard to the aforementioned document contained in **Appendix 2**; we are being asked to consider:

- Views on how institutions currently provide information to give assurance in relation to governance, and whether there are better ways we could do this.

- Identify areas of duplication and discuss ways in which we might streamline our processes.
- Consider whether and how the above should evolve in an environment of change.
- Comments on the overall project and approach to assurance.

The Secretary to the Board of Management and Director of Estates and Corporate Services will review this in detail against the documentation the College already has in place and will liaise with the Vice Principal Operations in relation to any findings. The Board of Management will be kept apprised accordingly.

## 7. Advice for Members of College Sector Boards and Strategic Bodies

The above advice note has also recently been received and is available via the link below at **Appendix 3**.

[Appendix 3 - Advice for Members of College Sector Boards. and Strategic Bodies.pdf](#)

## 8. Ethical Standards Commissioner – Annual Report 2022/23

The Ethical Standards Commissioner has published his Annual Report for the year 2022/23. It was laid before the Scottish Parliament on 30 October 2023 and is available via the link at **Appendix 4** denoted below:

[Appendix 4 - Ethical Standards Commissioner - Annual Report 2022/23](#)

Key statistics for the year include:

- 156 complaints about the conduct of local authority Councillors and board members of public bodies were received during the year (330 in 2021/22)
- 127 cases regarding the conduct of local authority Councillors and board members was completed during the year, an increase of 44% from the previous year (88 in 2021/22)
- There were six hearings before the Standards Commission for Scotland (six in 2021/22)
- 46 complaints about the conduct of MSPs were received (118 in 2021/22)
- 51.26% of the board members of regulated public bodies were women (50.8% in 2021/22)
- 9.8% of the board members of regulated public bodies declared a disability compared to 19.6% in the wider population (8.6% in 2021/22)
- We regulate appointment to 748 board positions on 100 public bodies
- There were 96 appointment rounds active in 2022/23 (133 in 2021/22)

In publishing, the Commissioner, Ian Bruce said: *I am confident that we now have a firm foundation for the future including an appropriate governance framework, strong systems of control and a happy and effective workforce. As with all public sector organisations, we continue to have a range of risks and challenges to address. These include risks relating to our cyber resilience and public and stakeholder confidence in our work, the latter understandably attributable to the fact that we have had to rebuild the organisation and weren't processing complaints as quickly as we ought to have been able to. We have ambitious plans in place to be an office that meets and, ideally, exceeds the public's expectations and also to report publicly on our progress in these respects.*

## **9. Resource Implications**

There are no additional resource implications relating to attending to the annual compliance check against the Code of Good Governance and attending to governance requirements in relation to documentation checks and review.

## **10. Impact on Students**

There is no impact on students arising from this report.

## **11. Risk and Assurance**

This report provides assurance to members that the Code of Good Governance is being regularly considered and monitored to ensure continued compliance and any gaps identified are being appropriately addressed.

By conducting an annual review of the Code of Good Governance in this manner allows future audits of the governance arena to be carried out in a systematic, straightforward and seamless way.

This report provides members with assurance that the College is ensuring compliance with key governing documents and that the Secretary to the Board of Management and Director of Estates and Corporate Services are .

## **12. Equality**

There are no adverse impacts on individuals with protected characteristics arising from the contents of this report.

## **13. Data Protection**

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

## **14. Environmental and Sustainability**

There are no new environmental and sustainability matters arising from the contents of this report.

## **15. Recommendations**

It is recommended that members:

- i) note the contents of this report, links/appendices;
- ii) note that the Secretary to the Board of Management and the Director of Estates and Corporate Services are liaising in regard to Trade Union Nominees on Boards of Management and will ensure the Board are advised accordingly;
- iii) note that the Secretary to the Board of Management and the Director of Estates and Corporate Services will review the Model Standing Orders received from

the Good Governance Steering Group against the College's Standing Orders and report back accordingly in regard to this matter at the March 2024 Board of Management meeting;

- iv) note that the Secretary to the Board of Management and the Director of Estates and Corporate Services will review in detail the SFC Review of Assurance and Outcomes against the College's Assurance Map and Framework and will liaise accordingly with the Vice Principal – Operations ensuring also that the Board of Management are kept apprised of any required work; and
- v) request that the Secretary to the Board of Management and Director of Estates and Corporate Services conduct an annual review of the Code of Good Governance next Academic Year.

## **16. Further Information**

Further information can be obtained from Linda Ellison, Secretary to the Board of Management at [lellison@glasgowkelvin.ac.uk](mailto:lellison@glasgowkelvin.ac.uk) or Lisa Clark, Director of Estates and Corporate Services at [lisaclark@glasgowkelvin.ac.uk](mailto:lisaclark@glasgowkelvin.ac.uk)

**Linda Ellison**  
**Secretary to the Board of Management**  
**December 2023**

**Lisa Clark**  
**Director of Estates and Corporate Services**  
**December 2023**