

**APPROVED AT MEETING ON 29 APRIL 2014 AND UPDATED JUNE 2014 TO
INCLUDE SCHEDULE SETTING OUT THE ROLE OF THE CHAIR**

CITY OF GLASGOW COLLEGE FOUNDATION
Scottish Charity Number: SC044620

OPERATIONAL FRAMEWORK

JUNE 2014

CITY OF GLASGOW COLLEGE FOUNDATION (“the Foundation”)

Scottish Charity Number: SC044620

OPERATIONAL FRAMEWORK

1. The role of the Foundation

1.1 The Foundation has been established with the following objects:-

“The objects of the Foundation are to advance the charitable purposes of City of Glasgow College to include the advancement of education by making grants and providing financial support for projects and activities being carried out by and supported by City of Glasgow College.”

1.2 The Trustees of the Foundation must act entirely independently of City of Glasgow College (“the College”). The Trustees have their own discretion regarding decisions affecting the Foundation and funds transferred to it. That discretion must be exercised by the Foundation’s Trustees in accordance with the Foundation’s constitution and the Trustees’ legal duties as charitable Trustees. The Foundation is not linked to or governed by the College.

2. Expenses of the Foundation

2.1 The expenses of the Foundation will be met in full from the funds held by the Foundation.

2.2 The costs of the Foundation’s administration shall include:

- (a) Accounting expenses;
- (b) Legal costs; and
- (c) General administrative costs.

3. Donating funds to the Foundation

3.1 Donations may be made to the Foundation for the purpose of the Foundation’s charitable objects. The Foundation will acknowledge receipt of the funds as soon as practicable.

3.2 From the point of transfer, the funds become the legal property of the Foundation.

4. Requesting an Award from the Foundation

The procedures for requesting an award from the Foundation are set out in a separate Policy Document – “Awards Policy”.

5. Trustee Meetings

5.1 The Foundation’s Trustees will meet (referred to as a Trustees meeting) quarterly on dates to be determined by the Foundation’s Trustees.

5.2 Papers for the meeting will be circulated at least one week in advance for review by the Trustees.

6. Composition of Trustee Board

6.1 The Trustees have been selected with an appropriate mix of skills and backgrounds.

6.2 The minimum number of Trustees is five. The maximum number of Trustees is seven.

6.3 The board of Trustees have power to appoint up to four Trustees of the Foundation and to remove from office any person so appointed and to appoint another person in his or her place. Trustees appointed in this manner may not be current employees or members of the board of management or board of governors of City of Glasgow College (but may be individuals who formerly, but no longer, occupy such a role). Reasons for removal/disqualification of a Trustee are detailed in Article 34 of the Articles of Association and include insolvency; mental incapacity; disqualification in terms of the Charities and Trustee Investment (Scotland) Act 2005; periods of absence; acting in such a way so as to bring the Foundation into disrepute and/or a breach of duty.

6.4 The College is entitled, but not obliged, to appoint up to three Trustees of the Foundation by notice in writing and to remove from office any person so appointed and to appoint another person in his or her place at their discretion. The College has, at the date of this paper, appointed two such Trustees. Trustees appointed in this manner may not form a majority of the total number of Trustees appointed to the Foundation. The Trustees shall not take any decisions, save for the appointment of additional Trustees to rectify the imbalance in the Board, until that position is rectified (which the Trustees will do as soon as possible after such event arises).

6.5 The Trustees are appointed for a term not exceeding four years and are eligible for re-appointment for a second and final term not exceeding a further four years.

7. Role of Chairman

- 7.1 The Chairman will be appointed for an initial period of one year.
- 7.2 The Chairman will preside as Chairman at each Trustee Meeting and if he or she is not able to attend, the present Trustees shall choose another Trustee to preside.
- 7.3 The **schedule** includes further details of the role of the chair. **reword**

8. Investment Policy

- 8.1 Subject to any professional advice to the contrary, any funds transferred to the Foundation will initially be invested in cash and term deposits on the understanding that the funds may be called upon with short notice.
- 8.2 In the event that part of the funds transferred will not be required in the short to medium term, the Foundation's Trustees, with appropriate advice from a professional investment adviser to be selected by the Foundation's Trustees, will determine whether or not the funds ought to be invested in a different manner.
- 8.3 For the avoidance of doubt, once funds have been transferred to the Foundation, the donor shall have no power to make decisions regarding the investment of the funds unless that has been specified and accepted as a condition of the funding.

9. Accounting and Transparency

- 9.1 For information purposes only, significant donors will be provided with a copy of the Foundation's annual accounts. These will be provided by the Foundation to a significant donor as soon practicable following the approval by the Foundation of the audited accounts for the year in question.

10. Written Policies

- 10.1 The Foundation has prepared written policies in respect of the following matters:-
- (a) Cash/investment management policy;
 - (b) Reserves policy;
 - (c) Risk register; and
 - (d) Grant awards policy (as referred to above).

10.2 These and other written policies that are prepared will be reviewed by the Trustees on a periodic basis.

SCHEDULE

ROLE OF THE CHAIR

The main features of the role of the Chair are as follows:

1. Ensuring that the Board is effective in its task of meeting the Foundation's objectives as set out in the Articles of Association.
2. Getting all directors involved in the Foundation's work.
3. Ensuring that the Board observes the accepted principles of good governance applicable to charitable bodies and considers specific guidance issued by OSCR in this respect.
4. Ensuring Board members meet their general duties as trustees as well as company directors.
5. Avoiding being drawn into the day-to-day administration of the Foundation.
6. Ensuring the Board focuses on its key tasks.
7. Acting as the Foundation's leading representative, which will occasionally involve the presentation of the Foundation's aims to external stakeholders and other bodies.
8. Ensuring effective communication with stakeholders and in particular the City of Glasgow College.
9. Taking the chair at general meetings and ensure the proceedings at the general meeting are in line with the Foundation's Articles of Association.
10. Taking the chair at Board meetings. This will involve:
 - 10.1. Planning and conducting board meetings effectively;
 - 10.2. Determining the order of the agenda;
 - 10.3. Ensuring that the Board receives accurate, timely and clear information;

- 10.4. Keeping track of the contribution of individual directors and ensuring that they are all involved in discussions and decision making; and
- 10.5. Directing discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.
11. Considering the preliminary minutes of Board meetings, and thereafter ensuring these are presented to the subsequent meeting of the Board for formal approval.
12. Taking a leading role in determining the composition and structure of the Board. This will involve regular reviews of the overall size of the board, the diversity of the board and the skills & experience of Board members.
13. Taking responsibility for the Board's development.
14. Engaging the Board in assessing and improving its performance.
15. Overseeing the induction and development of new directors.
16. Ensuring that the Board regularly reviews and, if necessary, updates the Foundation's risk register.
17. Supporting the Company Secretary and the Foundation's administrators and external auditors.
18. Taking action under delegated authority, which has been approved by the Board to act on its behalf between meetings. Action taken under delegated authority shall normally consist of routine Foundation business which would not have merited discussion at a Board meeting (e.g. signing of routine documents or detailed aspects of the implementation of matters already agreed by the Board).
19. Responding promptly to urgent Foundation business. Occasionally, matters may arise which are judged too urgent and important to await the next meeting of the Board. If this situation arises, then the Chairman has the options to call a special meeting, consult Board members by correspondence or deal with the matter by Chairman's action.

20. Exercising great care to avoid taking decisions by Chairman's action where it is inappropriate to do so, or that exceed the scope of the delegated authority granted by the Board. Chairman's action on matters of importance will only be taken where delaying a decision would disadvantage the Foundation. Where Chairman's action is taken, a written report will be made available to Board members at or before the next meeting of the Board.