

Board of Management

Terms of Reference

Membership

The membership of the Board will be as determined by Schedule 2 to the Further and Higher Education (Scotland) Act 1992 as amended by the Post 16 Education (Scotland) Act 2013

Our membership is made up as follows:

- Up to 13 Non-Executive Members
- Principal of UHI Inverness
- Teaching Staff Member Representative
- Support Staff Member Representative
- 2 x HISA Representatives

Co-opted members can attend the Board of Management Meeting but do not make up the membership of the Board.

The Vice Chair of the Board or another nominated member of the Board of Management, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

One half or fifty percent of the actual membership of the Board. Ordinary members must be in a majority at the meeting.

Frequency of Meetings

The Board shall meet no less than four times each year.

Specific

The Board has overall strategic responsibility for developing, monitoring and enhancing the business of UHI Inverness, determining its future direction and fostering an environment in which our mission is achieved and the potential of all learners is maximised.

The Board of Management must monitor and observe compliance with the statutes, ordinances and provisions regulating UHI Inverness and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to UHI Inverness.

The following items are retained for approval by the Board, upon advice from or recommendation by the relevant Committee where appropriate and may not be delegated:

Whilst initial discussion or consideration may take place by Committees or individuals, the Board reserves its authority with regard to the undernoted matters:

1. support and enhance the development and implementation of the objectives of the Board
2. final approval of our Strategic Plan and Regional Outcome Agreement
3. approval of the year-end annual report and accounts
4. approval of the annual budget
5. final consideration of the Annual Audit Report
6. approval of the strategic risk register
7. acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
8. appointment and removal of the Principal
9. appointment and removal of the Board Secretary (in accordance with paragraph D.13 of the Code)
10. approval of the Students' Association constitution and the election regulations for student officers
11. delegation of functions of the Board including remits of Committees and this Scheme of Delegation

12. the making, amendment and revocation of the Standing Orders of the Board.

Chairs Committee Terms of Reference

Membership

The Chair and Vice Chair of the Board of Management, the Chairs of each of the Standing Committees of the Board, namely Audit, Human Resources, Learning, Teaching and Research and Finance and General Purposes, the Senior Independent Member and the Principal who is a member *ex officio*.

The Vice Chair of each of the Standing Committees, may deputise in the absence of the Chair of that Committee and a member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

Consider the membership of the Board's Standing Committees and the overall effectiveness of the Board's Committee Structure and develop and recommend to the Board any amendments or additions considered appropriate.

Support and enhance the development and implementation of:

- effective self-evaluation of the Board, its members, its Standing Committees and its Chairs.
- the annual Board development day programme.
- the Board's training and development programme.
- the Board's stakeholder engagement.

At the special request of the Board, receive and consider matters of special interest which are not within the remit of another Standing Committee.

To support, scrutinise and enhance the functions of the Board in any cases of urgency of which the Chair of the Board, the Vice Chair or the Chair of a Standing Committee or the Senior Independent Member shall be the judge and where it is not practicable to convene a meeting of the Board of Management.

**Search and Nomination Committee
Terms of Reference**

Membership

The Chair and Vice Chair of the Board of Management, the Chairs of each of the Standing Committees of the Board, namely Audit, Human Resources, Learning, Teaching and Research and Finance and General Purposes, and the Senior Independent Member.

The Vice Chair of each of the Standing Committees, may deputise in the absence of the Chair of that Committee.

The Principal shall be excluded from membership of the Committee.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet as and when required.

REMIT

The Search and Nomination committee shall

1. Consider the skills matrix of current Board Members to determine the skills and experience required of prospective members
2. Agree which UHI Inverness Non-Executive Board members should be on the Selection Panel
3. Ask UHI Executive Office to identify members of the University Court and confirm the recommendation by the committee of an independent person to join the Selection Panel
4. In consultation with UHI Executive Office:
 - a. Agree a timetable for the recruitment and selection process.
 - b. Agree the various forms of advertising to be used to ensure the college meets the College Sector Board Appointments: 2014 Ministerial Guidance and the requirements of the Public Sector Equality Duty
 - c. Agree the key information to be included in the advertising material.

Role of UHI as the Regional Strategic Body

UHI Executive Office as the Regional Strategic Body has the overall responsibility for appointment of the Chair and non-executive board members to the Board of Management of UHI Inverness.

The UHI Court has delegated responsibility for the recruitment and selection of the Chair of the Board and non-executive board members to a Selection Panel. The membership of the Selection Panel will be as follows: -

Appointment of the Chair of the Board of Management (5 members)

- Member of the University Court
- Chair of the Regional Strategic Committee
- The Chair of the Board of UHI Inverness
- Board Member of UHI Inverness
- Independent person

Non-Executive members (4 members)

- Member of the University Court
- The Chair of the Board of UHI Inverness
- Board Member of UHI Inverness
- Independent person

Performance Review and Remuneration Committee

Terms of Reference

Membership

The Chair and Vice Chair of the Board of Management, the Chairs of each of the Standing Committees of the Board, namely Audit, Human Resources, Learning, Teaching and Research and Finance and General Purposes, and the Senior Independent Member.

The Vice Chair of each of the Standing Committees, may deputise in the absence of the Chair of that Committee and a member of the Executive Management Team may attend in the Principal's absence.

There shall be no co-option to the Committee.

The Chair of this Committee must be a member of the Human Resources Committee, and the Chair of the Human Resources Committee must be a member of this Committee.

The Chair of the Board of Management may not Chair this Committee.

The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet at least twice each year.

Remit

The Committee shall consider, support, scrutinise and implement the remuneration package and conditions of service, and any changes thereof, of the College

Principal and the Executive Management Team (EMT) as is considered appropriate taking into account that the Principal and the EMT should be fairly rewarded for their individual performance and contribution to the College's overall performance and observing, recognising and considering the following:

1. In terms of EMT remuneration, where the College stands in relation to other comparable institutions in the sector ensuring consideration is given to organisations of a similar size and the local market;
2. The Scottish Government's approach to remuneration in the public sector.
3. The relationship between the remuneration of the EMT and that of other employees of the College
4. The benefits granted to the EMT; and
5. The adequacy of pension arrangements and recognise the cost implication of pension arrangements including the pension effect of remuneration.

The Committee shall support, scrutinise and enhance the development and implementation of the annual appraisal of the Principal and Chief Executive by the Chair of the Board and consider and observe the Principal and Chief Executive's continuing professional development.

One member of the Board of Management shall represent the Board on the interview panel for EMT appointments.

The Committee shall consider, support and enhance such other matters relating to the Board of Management which the Chair shall from time to time determine, with consideration given to severance payments.

The Committee shall support, scrutinise and endorse any proposals for severance payments to EMT and any exceptional settlements, which will require to be formally notified to the Board of Management.

**Audit Committee
Terms of Reference**

Membership

Not less than 5 members of the Board of Management.

At least one member of the Committee should have recent and relevant experience in finance, accounting or auditing.

Co-opted members can sit on the Committee.

Board members not eligible for appointment are the Chair of the Board, the Principal, members elected by the teaching and non-teaching staff of the college and the persons appointed by the Students Association.

No member of the Finance and General Purposes Committee shall also be a member of the Audit Committee

The Chair of the Board and the Principal may be invited to attend meetings.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Membership of the Committee should satisfy the requirements of the SFC Code of Audit Practice, and/or other appropriate guidance, as may be directed by the Board of Management.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee will meet no less than four times each year.

Remit

The Committee has overall strategic responsibility for developing, monitoring and enhancing the following aspects of the College's operations, and to advise the Board appropriately on:

1. The comprehensiveness, reliability and integrity of assurance of the governance and management of the College.
2. The comprehensiveness, reliability and integrity of assurance of the risk management and business continuity of the College.
3. The comprehensiveness, reliability and integrity of the College's financial management and other internal control and management systems.
4. The effectiveness of arrangements for safeguarding the assets of the College and the public funds at its disposal.
5. The economy, efficiency and effectiveness of the College's activities, including value for money.
6. The effectiveness of the corporate governance and conduct of the College operations.
7. All aspects of the provision of an effective Internal audit service.
8. All aspects of the provision of an effective External audit service
9. Public interest disclosure (whistle-blowing) arrangements.

Specifically, the Audit Committee shall:

1. Monitor, develop, enhance and review the contents of the risk register maintained by the College.
2. Receive, consider and discuss the reports submitted by the College's Internal Auditors and progress reports from College Management on the Internal Audit recommendations.
3. Jointly with the Board's Finance and General Purposes Committee support, challenge and enhance the development and implementation of the annual report of the College's external auditors and the associated College financial statements on which that report is based.

4. Support, challenge and enhance the development of an annual report for the Board of Management which once approved will be shared with the Head of Internal Audit at University of the Highlands and Islands.
5. Sit privately without any non-members present for all or part of the meeting if it so decides. The Committee will meet privately with the internal and external auditors at least annually.
6. The Audit Committee shall conduct its business in accordance with the requirements of any guidance and/ or codes of practice issued from time to time by the SFC and/ or any other relevant statutory or regulatory authority, as directed by the Board of Management.
7. The Audit Committee will observe that the University of the Highlands and Islands are provided with appropriate updates and access to all papers and business to ensure that they are appraised of all aspects being monitored by the Committee.

Finance and General Purposes Committee

Terms of Reference

Membership

Not less than five Members of the board of Management including the Chair and Principal who are members *ex officio*.

Co-opted members can sit on the Committee.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall strategic responsibility (within the Financial Memorandum between the College and the Regional Strategic Body) for developing, monitoring and enhancing the direction and oversight of the College's financial affairs.

The Committee has strategic responsibility for developing, monitoring and enhancing the College's existing buildings and estates.

The Finance and General Purposes Committee shall:

1. Monitor, develop and enhance the financial position of the college and report to the Board on any necessary action.
2. Receive, consider and discuss information on non-core grant supported

- activity including international student and business development activities
3. Support, monitor, challenge and observe the review of the College Financial Regulations.
 4. Support, challenge and enhance the development and implementation of the College's finance and estates strategies and associated plans and submit appropriate reports and recommendations to the Board.
 5. Support, challenge and enhance the development and review of the effectiveness of financial management and controls within the College.
 6. Receive, consider, discuss and approve the annual revenue and capital budgets and final accounts for recommendation to the Board.
 7. Support, challenge and enhance the development of recommendations to the Board regarding the level of tuition fees and other charges.
 8. Monitor, support, challenge and observe student recruitment and any actions identified.
 9. Approve the write-off of bad debts in accordance with both the limits set in the Scheme of Delegation and the authority which the Committee has delegated to the EMT in respect of bad debts.
 10. Support, challenge and enhance the development and implementation of the overall risk management strategy of the college.
 11. Monitor and observe compliance with relevant College policies and financial statutory and regulatory requirements;
 12. Consider and report on Shared Services in so far as they relate to the provision of such services under the remit of this committee
 13. Consider and report on issues of procurement giving consideration to value for money
 14. Consider and recommend to the Board on all matters relating to the operation of the Arms Length Foundation
 15. Ensure that the college's existing buildings and estates are fit for purpose and are maintained to an appropriate standard, meeting all relevant regulatory requirements including the effective provision of Health and Safety arrangements to meet all legislative requirements.
 16. Consider and report on any other financial matters which the Board may delegate or refer from time to time.
 17. Data Protection arrangements.

Human Resources Committee Terms of Reference

Membership

Not less than five Board Members, including the Chair and Principal who are members *ex officio*.

Co-opted members can sit on the Committee.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair. A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall strategic responsibility for developing, monitoring and enhancing the direction and oversight of all personnel matters relating to the function of the Board of Management as employer of the College's staff.

The Committee shall support, scrutinise and enhance the development and auditing of all human resource strategies and work streams and this shall include:

1. The development and implementation of the Organisation and Professional Development Strategy, Annual Action Plan and the monitoring of actual performance against KPIs.
2. The development and implementation of human resources measures surrounding turnover, absence, diversity and teaching qualifications
3. Monitor and observe that the College has appropriate succession plans in place for senior management, teaching and support staff

4. Receive, consider and discuss all Human Resource policies within the College.
5. Support, scrutinise and enhance the provision of occupational health support, the provision of legal services and consideration of legal guidance provided to us, the provision of computerised human resources systems and a Job Evaluation system.
6. Monitor, develop and enhance—progress with regards Equality, Diversity and Inclusion through our Equality Impact Assessments, our Equality Outcomes and our Mainstreaming Report.
7. Monitor, develop, enhance and observe that the College provides appropriate Staff training and development.
8. Develop, enhance and observe that the College has in place an effective Performance Management framework which is received, considered and discussed through regular statistical reports to the Committee.
9. Support, scrutinise, enhance and observe that appropriate arrangements are in place for effective dialogue with trade unions
10. Support, scrutinise, enhance and observe that pay and conditions of employment are properly determined and that pension arrangements are monitored and observed.
11. Support, scrutinise, and observe that the college is operating within all legal requirements relating to employment law and other legislation affecting employment
12. Support, scrutinise and enhance the development and implementation of appropriate arrangements to provide assurance of the effective and respectful working relations across the EMT and the wider staff body

Learning, Teaching and Research Committee

Terms of Reference

Membership

Not less than five members of the Board, including the Principal *ex officio*, the Teaching Staff Representative and the Student Representatives.

Co-opted members can sit on the Committee.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall strategic responsibility for developing, monitoring, and enhancing the direction and performance of learning, teaching and research at the College as part of delivering excellence in the overall student experience, research and impact.

The Learning, Teaching and Research Committee shall:

1. Support, challenge and enhance the development and implementation of the various strategies aligned to the committee and monitor their performance against targets.
2. Observe and recognise trends in education and research and recommend specific areas of focus for the College.
3. Engage with the progress of the annual HISA Partnership Agreement.

4. Monitor data relating to the student experience and performance at the College.
5. Ensure that the college continues to maintain and improve the quality of its provision and supports lecturers in delivering excellent learning and teaching in line with the [GTCS Professional Standards for Lecturers in Scotland's Colleges](#)
6. Monitor, develop and enhance the College's preparedness for the ongoing, external scrutiny of its provision.
7. Monitor, develop and enhance the Curriculum to ensure that the College meets the needs of students, stakeholders and the local community and is responsive to opportunities.
8. Receive, consider and discuss information on research activity in the college including Research Excellence Framework (REF), funding, curriculum support, student journey, professional development for staff and stakeholder engagement.
9. Receive regular reports from the Students Association and provide support to the college in order to respond to student concerns.
10. Observe, recognise and encourage sharing from both staff and students of emerging good practice across various aspects of provision at the College

Estates Legacy Project Board Terms of Reference

The Estates Legacy Project Board shall continue to conduct business only for so long as it is considered necessary after all legacy projects have been completed and a post implementation review is provided and reported to the Board of Management.

Membership

Chair of the Board of Management (Chair)

Principal

Up to five Non-Executive Board members*

Chief Operating Officer and Secretary UHI

This should include at least one member from the Audit Committee and one member from the Finance and General Purposes Committee

External membership of the Committee will include representatives from SFT, SFC and Gardiner Theobald.

The Vice Chair of the Board of Management or another nominated member of the Board of Management, may deputise in the absence of the Chair. A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members entitled to vote upon the items before the meeting.

Frequency of Meetings

The Project Board shall meet in accordance with business requirements and the project deliverables.

Reporting

Minutes from Project Board meetings will be available to all Board Members within the Board of Management papers. All substantive matters will be reported to the Board of Management as part of the agenda when and where required.

Remit

The Project Board will develop, monitor and enhance progress on the sale of the Longman Disposal on behalf of the Board of Management, and make decisions within the Project Board's delegated authority.

Responsibilities – Longman Site

- Support and enhance the development and implementation of the sale of the Longman site on behalf of the Board of Management.
- Maintaining visible and sustained strategic commitment to the delivery of the sale of the site.
- Receive, consider and discuss reports from the Project Manager.
- Support and enhance the development and implementation of communication and consultation strategies for the Project.
- Monitor, discuss and observe the holding cost report.
- Support and enhance the development and implementation of—a post-implementation review and report this to the Board of Management.

Responsibilities – New Campus Site

- Support and enhance the development and implementation of the Estates Strategy as it relates to the campus.
- Support and enhance the development and implementation of any necessary changes and make recommendations to the Board of Management.

Delegated Authority

The Project Board shall have overall strategic authority to make commitments on behalf of the Board of Management, including but not limited to matters that have received Board approval in principle.

For the sale of the Longman site this would include specifically, but not exclusively:

- Selection of a preferred bidder following marketing of the site.
- Conclusion of any contracts of sale or purchase as previously approved by the Board.

UHI | INVERNESS

For the water claim at the New Campus site this would include specifically, but not exclusively:

- Conclusion of any contracts of sale or purchase as previously approved by the Board.
- Monitoring and observing that all final stages of the build were completed to the expected specification.