

UHI | INVERNESS

Scheme of Delegation of the Board of Management of Inverness College UHI

Lead Officer	Chair of the Board of Management
Review Officer	Secretary to the Board of Management
Date first approved by BoM	Mar 2017
First Review Date	Mar 2020
Date review approved by BoM	March 2020
Date review approved by BoM	October 2025
Next Review Date	October 2028
Equality impact assessment	N/A
Further information (where relevant)	

Reviewer	Date	Review Action/Impact
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Gov Officer & Information Development Officer	July 2025	To comply with the updated Code of Governance the whole document has been drafted anew. The new Code of Good Governance had been re-formatted in terms of sections listed and the previous Scheme of Delegation did not map correctly onto the new Code. No sections of the Scheme of Delegation have been removed but have been rearranged to mirror the updated Code document. Tracked document was confusing with too many sections moved; for clarity the Gov Officer & Information Development Officer decided to create a brand new document that includes all information from the previous document but has also taken the updated Code into consideration. The Secretary to the Board has been replaced with Governance Officer.
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Preamble

UHI Inverness is at the heart of the community, serving the interests of the community, students, employers, governments and their agencies and other stakeholders.

Colleges receive substantial public funding and operate in an increasingly commercial and enterprising way. Boards are expected to innovate, pursue new opportunities and take measured risks in delivering what is best for their stakeholders.

It is right and proper that the highest standards of governance and propriety are expected of our board and those individuals who serve them.

Scotland's colleges have produced a [Code of Good Governance](#) which we endeavour to follow. It outlines the principles of good governance and promotes accountability and continuous improvement in how colleges are governed.

The role of the Board of Management is:

- to lead the college and set its strategic direction and values.
- ensure effective management and financial controls to support the student experience with a framework of public accountability and transparency.
- deliver high quality learning outcomes.

Key to the overall role of the Board is the leadership of the Chair, the support given to and by the Principal, and the frankness and openness of mind with which issues are discussed re tackled by all board members.

Individual board members have a duty to act on serious concerns about the governance of their body. Guidance is available in [The Guide for Board Member in the College Sector](#).

Principles

Section A: Leadership and Strategy

- The Board is collectively responsible for setting, demonstrating and upholding the values and ethos of the organisation.
- Every board member must ensure they are familiar with, and their actions comply with the provisions of the board Code of Conduct.

- The principles of public life will be the basis of all decisions and behaviours of board members. They apply individually and collectively. The are:

Duty/Public Service

Selflessness

Integrity

Objectively

Accountability and Stewardship

Openness

Honesty

Leadership

Respect

- The Board is responsible for determining the college's vision, strategic direction, educational character, values and ethos.
- The Board will develop and articulate a clear vision for the college. This will be a formally agreed statement of its aims and desired outcomes which will be used as the basis for this overall strategy and planning process.
- The Board is responsible for formulating and agreeing strategy by identifying strategic priorities and providing direction within a structured planning framework.
- The Board will ensure effective engagement with all relevant stakeholders in the development of its outcome agreement and monitor performance in achieving the agreed outcomes.
- The Board will contribute constructively to the development of the outcome agreement led by the Regional Strategic Board (RSB) and support the RSB to monitor performance in achieving the agreed outcomes.
- The Board must ensure that a comprehensive performance measurement system is in place which is clearly linked to the regional strategic framework and identifies key performance indicators.
- The Board will demonstrate high levels of corporate social responsibility by ensuring it behaves ethically and contributes to economic development while seeking to improve the quality of life of the local community, society at large and its workforce.
- The Board will exercise its functions with a view to improving economic, cultural and social wellbeing in the locality of the college.

- The Board will provide leadership in equality and diversity.
- The Board will seek to reflecting its membership, the make-up of the community through offering maximum opportunity of membership to a range of potential members and removing potential barriers to membership, in partnership with the RSB (as appropriate).

Section B: Quality of the Student Experience

- The Board will have close regard to the voice of its student and the quality of the student experience.
- The Board will lead by example in relation to openness, by ensuring that there is meaningful on-going engagement and dialogue with students, HISA, and as appropriate staff and trade unions in relation to the quality of the student experience.
- The Board must consider the outcome of student surveys and other student engagements and monitor action plans that could impact on the quality of the student experience.
- The Board will have regard to the [Framework for the Development of Strong and Effective College Students](#)
- The Board will encourage a strong and autonomous student's association and ensure the students' association is adequately resourced.
- The Board will ensure the student's association operates in a fair and democratic manner and fulfils its responsibilities.
- The Board will review the written constitution of the HISA at least every five years.
- The Board will seek to foster good relationship and ensure it works in partnership with external bodies to enhance the student experience, including employability and the relevance of learning to meet industry needs.
- The Board will ensure appropriate mechanisms are in place for the effective oversight of the quality and inclusivity of the learning experience in the college.

Section C: Accountability

Accountability and Delegation

- The Board will ensure delivery of its agreed contribution to the region's outcome agreement.
- The Board will ensure it fulfils its statutory duties and other obligations on it and the terms and conditions of its grant are met.

- The Board will create and maintain a publicly disclose a current register of interests of all Board members.
- The Board will ensure its' decision making processes are transparent, properly informed, rigorous and timely and appropriate and effective systems of financial and operational control, quality, management of staff, risk assessment and management are established, monitored, continually improved and appropriately impact assessed.
- This includes:

the prompt production, dissemination and online publication of board/committee agendas, minutes and papers to the public.

Every board meeting and committee meeting will have a well-structured agenda circulated timeously in advance.

all key records documenting decisions made by the Board and its sub-committees will be retained as corporate records.

The quorum for each meeting will be set in line with good practice and preferably at 50%o or higher of non-executive members. When considering the quorum, the Chair may be considered as a non-executive member.

- As a minimum, the Board are required to have committees for Audit, Remuneration, Finance and Nominations/Appointments.
- The board will ensure every board committee has a specific member of the management team to provide objective, specialist advice to support it to discharge its remit, including explanation of the matters under discussion and the possible implications of different options.
- The Board will put in place procedures to ensure effective working relationships and constructive dialogue amongst the Board as a whole and ensure effective reporting and two-way communication takes place between the committees and the Board. The Board will ensure discussions and decision of every committee are accurately recorded and reported to the Board, no later than the next meeting of the Board.

Risk Management

- The Board is responsible for the overall management of risk and opportunity. It will set the risk appetite for the college and will ensure there is an appropriate balance between risk and opportunity, and this is communicated via the Principal to the college's management team.
- The Board will ensure sound risk management and internal control systems are in place and maintained. It will ensure there is a formal on-going process for identifying, reporting evaluating and managing the college's signification risks and review the effectiveness of risk management, business continuity planning and internal control systems.

Audit Committee

- The Audit Committee will support the Board and the Principal by reviewing the comprehensiveness, reliability and integrity of assurances including the college's governance, risk management and interna control framework. The Scottish Government Audit and Assurance Committee Handbook promotes the development of an assurance framework to aid the committee in fulfilling its role [Audit and Assurance committee handbook](#)
- The Audit Committees work is defined by its terms of reference. It will have engagement with internal and external auditors and must work with management and auditors to resolve any issues in relation to financial reporting.
- The Audit Committee will promptly pursue recommendation arising from audit reports and will monitor their implementation.
- The member ship of the Audit Committee will not include the Board Chair, the Principal, nor executive members of the college management team. The majority of members will be non-executive. The role of the college executive is to attend meeting at the invitation of the committee Chair and to provide information for particular agenda items.
- The Audit Committee members will meet with the internal and external auditors without the executive team present at least annually.
- At least one member of the Audit Committee will have recent relevant financial or audit experience.

Remuneration Committee

- All members will undertake the on-line training module for Remuneration Committees provided by the College Development Network within one month of appointment.

- The Board will put in place a formal procedure for setting the remuneration of the Principal by a designated committee of non-executive members.
- The Board Chair cannot be the Chair of the Remuneration Committee (but they can be a member of it).

Financial and Institutional Sustainability

- The Board will ensure compliance with its Financial Memorandum either with the Scottish Funding Council (SFC) or the RSB depending on which body is funding it.
- The Board will ensure:
funds are used economically, efficiently and effectively as possible;
effective monitoring arrangements are in place;
college staff report relevant financial matters to it.
- The Board will ensure all members are aware of their responsibilities under Charity legislation and for complying with relevant provisions as set out by the Office of the Scottish Charitable Regulator [Guidance and Good Practice for Charitable Trustees](#)

Staff Governance

- The Board as the employer, is responsible for promoting positive employee relations and for ensuring effective partnership between recognised trade unions and management.
- The Board will comply with the nationally agreed college sector [Staff Governance Standard](#)
- The Board will comply with collective agreements placed on it through national collective bargaining for colleges.

Section D: Effectiveness

The Board Chair

- The chair is responsible for leadership of the board and ensuring its effectiveness in all aspects of its role. The chair is responsible for setting the boards' agenda and ensuring that adequate time is available for discussion of all agenda items, particularly strategic issues. The chair must promote a culture of openness and debate by:
 - Encouraging the effective contribution of all board members:

- Fostering constructive challenge and support to the Principal, executive team and fellow board members;
 - Effective team-working;
 - Positive relations between board members.
- The chair will engage with the Principal and the Governance Officer in a manner which is both constructive and effective.
- The Board and its committees will have the appropriate balance of skills, experience, independence and knowledge of the college to enable them to discharge their respective duties and responsibilities effectively.

Senior Independent Member

- The Board must appoint one of the non-executive member to be the Senior Independent Member to provide a sounding board for the Chair and to serve as an intermediary for the Principal, other board members and the Governance Officer when necessary.
- The Senior Independent Member will also be available where contact through the normal channels of Chair, Principal or Governance Officer has failed to resolve an issue or for which such contact is inappropriate.
- The Senior Independent Member is responsible for holding annual meeting with Board members, without the Chair to appraise the Chair's performance and provide the Chair with relevant feedback. Further guidance on the role can be found in [The Guide for Board Members in the College Sector](#)

Board Members

- Each board member is collectively responsible and accountable for all board decisions. Board members must make decision in the best interests of the college and as a whole rather than selectively or in the interest of a particular group.
- Staff and student board members are full board members and bring essential and unique, skills, knowledge and experience to the board. They must not be excluded from board business unless there is a clear conflict of interest in common with all board members.
- All board members, as charity trustees, including staff and student board members, have legal duties and responsibilities under the Charities Act 2005. This includes registering any personal interests that could be seen as conflicting with the interests of the college. The objective test for judging if there is a conflict of interest is:

".....whether a member of the public, with knowledge of the relevant facts, would

reasonably regard the interest as so significant that it is likely to prejudice your decision making in your role as a member of a public body”

Principal and Chief Executive

- The Board will appoint the Principal, as Chief Executive of the college, securing approval for the appointment and terms and conditions of the appointment from the RSB if necessary.
- The Board will ensure there is an open and transparent recruitment process for the appointment. Students and staff will have an opportunity to contribute to the recruitment process.
- The Board will delegate to the Principal, as Chief Executive, authority for the academic, corporate, financial, estate and human resource management of the college, and will ensure the establishment of such management functions are undertaken by and under the authority of the Principal.
- The Board will ensure there is a clear process in place to set and agree personal performance measures of the Principal. This process will seek the views of students and staff. The Chair on behalf of the Board, will monitor, review and record the Principal's performance, at least annually, against the agree performance measures.
- The Principal as a Board member shares responsibility for good governance with the Chair and all other members of the Board, supported by the Governance Officer. The Principal also enables good governance through supporting effective communication and interaction between the Board and the rest of the college including staff and students.
- The Board will provide a constructive challenge to the Principal and the executive team and hold them to account.

Governance Officer

- The Board will appoint a Governance professional who is responsible to it and reports directly to the Chair in their governance professional capacity. The Governance professional may be a member of the senior management team in their governance professional capacity, but they cannot hold any other senior management team position at the same time. The appointment and removal of the governance professional is a decision for the Board.

- All Board members will have access to the Governance Officer who has an important role in advising the Board, the committees and individual Board members and supporting good governance.
- The distinctive governance professional role includes:
facilitating good governance and advising board members on:
the proper exercise of their own powers, including in relation to relevant legislation
The Board's compliance with its Financial Memorandum, the Code of Good Governance, its Standing Orders and Scheme of Delegation
Their behaviour and conduct in relation to the Board's Code of Conduct.
- Providing clear advice to the Chair and the Board/committees on any concerns the Governance Officer may have that Board members have not been given:

sufficient information

information in an appropriate form

sufficient time to monitor, scrutinise or make informed and rigorous decisions in an open and transparent way.

- The Governance Officer is responsible for attending all Board and Committee meetings. Where they are unable to attend, they retain overall responsibility and will arrange cover with a person who is fully able to discharge the role effectively.
- The Governance Officer has the unambiguous right to speak at Board and Committee meeting to convey any concerns they may have about governance. This extends to someone substituting for the Governance Officer.
- The Governance Officer is also responsible for reporting any unresolved concerns about the governance of the body to the relevant funding body e.g. SFC or the RSB.
- The Board will ensure the Governance Officer:
has suitable skills, knowledge and behaviours to carry out their role effectively
Receives appropriate induction, and if new to the role, is mentored by a more experienced governance professional for at least their first year.
has adequate time and resources available to undertake their role effectively.
- The Board will ensure arrangements are in place to deal with a Governance Officer's potential or real conflict of interest.

Board Member Appointment, Induction and Training

- The Board is responsible for ensuring appropriate arrangements are in place for the conduct of student elections and nominations, and elections and nominations of staff members to the Board. The Board will have regard to the current ministerial guides on the appointments.
- The Chair will ensure that new Board members receive a formal induction on joining the board, tailored in accordance with the individual and collective needs. The Governance Officer will support the Chair in the provision of relevant induction for new Board members.
- The Board will ensure all Board members undertake appropriate training and development in respect of their governance role. The Governance Officer will support the Chair in the provision of relevant opportunities which will be tailored to meet Board members skills and needs. The Governance Officer will retain records of all development activities for Board members including the Chair.
- The Board will ensure that all new committee members will receive a committee induction and have their specific training needs assessed and met.

Board Evaluation

- The Board will ensure appropriate mechanisms are in place to evidence extensions to the term of office of board appointments.
- The Board will put in place an effective, robust self-evaluation process to ensure its effectiveness is reviewed annually. This will be an externally facilitated review, and the Board will determine the timing for this.
- The Board will share its self-evaluation (including externally facilitated evaluation) and Board development plan (including review on previous year's plan) with its funding body (SFC or RSB) and publish them on-line.
- The Board will agree a process for evaluation the effectiveness of the Board Chair and the Committee Chairs. The evaluation of the Board Chair will normally be led by the Senior Independent member.
- The Board will ensure all Board members are subject to appraisal of their performance, conducted at least annually, normally led by the Chair of the Board.
- The performance of the college Chair will also be evaluated by the RSB, as they are appointed by the University Court and are accountable to them.

Section E: Relationships and Collaboration

Partnership Working

- The Board will work in partnership to secure the coherent provision of high quality fundable further and higher education in their localities.
- The Board will ensure effective consultation, local and regional planning will follow the principles of effective collaborative working: mutual respect; trust and working towards commonly agreed outcomes.
- The Board will ensure effective partnership working with local and national bodies including businesses, public and third sector organisations to develop commonly agreed priorities following the principles of effective collaborative working.
- The Board will encourage and support effective partnership working and collaboration within and across regions to address local needs and meet national priorities and specialisms.