UHI INVERNESS

Meeting	Chairs Committee
Date and time	Thursday 18 September 2025 at 8.30 a.m.
Location	Microsoft Teams

Governance Officer
18 August 2025

AGENDA

The timings on this agenda are indicative only and may extend beyond times highlighted.

Welcome and Apologies

Declaration of Interests and/or any Statement of Connections or Transparency Statements.

ITEMS FOR DECISION

08:30 – 08:40 **1) MINUTES**

a.) Minutes of the Chairs Committee Meeting held on 29 May 2025

b.) Confidential Note (CN-01-052025) of the Chairs Committee Meeting held on 29 May 2025

08:40 – 08:45 **2) OUTSTANDING ACTIONS**

08:45 – 09:10 **3) ARTICLES OF GOVERNANCE**

Report by Governance Officer

a.) Scottish Government Constitution Guide

b.) Standing Orders

c.) Terms of Reference

d.) Scheme of Delegation

e.) Code of Conduct for Board Members of UHI Inverness Board of Management f.) Financial memorandum between University of the Highlands and Islands and Inverness College UHI

g.) Rules for election of staff members to the Board of Management

ITEMS FOR DISCUSSION

09:10 –09:30 **4) PRINCIPAL'S UPDATE**
Verbal Report by the Principal

09:30 – 09:45 **5) CHAIRS UPDATE**
Verbal Reports from Committee Chairs

09:45 – 09:55 **6) ANNUAL STRATEGIC PLAN REVIEW**
Verbal Report from the Principal

FOR NOTING

09:55 – 10:00 **7) AOCB**

8) DATE AND TIME OF NEXT MEETING
Thursday 11 December 2025 at 8.30 a.m.

If any member wishes to add an item of business to the Agenda, please inform the Chair and the Governance Officer as soon as possible. Additional items of business will only be considered for inclusion in the agenda in advance of the start of the meeting.

ITEM 02.

[illegible]

Action	Academic Year	Status	Finding	Recommendation	Recommendation Significance	Implementation Date	Responsible Officer	Status as at 18 September 2025	Comments
1	2021/22 03/03/2022	Ongoing	**Efficiency Review:** A review of the Professional Services Costs now vs pre-financial recovery plan will be conducted as part of our effectiveness review.	This issue will continue to be monitored over the upcoming year in respect of workload analysis and our Talent Management Process.	Moderate	June 2024	EMT		
2	2022/23 01/09/2022	Ongoing	**Review of Annual Strategic Plan:** The Annual Strategic Plan Review Report was discussed at BOM on 25 October alongside the sub strategies.	We will continue to monitor the strategic plan and consider how it maps onto UHI 2024.	Moderate	February 2025	Principal		
3	2024/25 29/05/2025	Ongoing	**Skills Matrix Form:** Form to be updated to better reflect Board Members' skills.	Various Skills Matrix forms to be shared with the Governance Officer.	Low	September 2025	Chair of the Board		
4	2024/25 29/05/2025	Ongoing	**Skills Matrix Form:** Form to be updated to better reflect Board Members' skills.	Governance Officer to create a new Skills Matrix form.	Low	September 2025	Governance Officer		

ITEM 03.

UHI | INVERNESS

Subject/Title:	Articles of Governance
Author: [Name and Job title]	Ludka Orlowska-Kowal Governance Officer
Meeting:	Chairs Committee
Meeting Date:	18 September 2025
Date Paper prepared:	11 September 2025
Brief Summary of the paper:	This paper provides Chairs with the current Articles of Governance: • Scottish Government Constitution Guide • Standing Orders • Terms of Reference • Scheme of Delegation • Code of Conduct for Board Members of UHI Inverness Board of Management • Financial memorandum between University of the Highlands and Islands and Inverness College UHI • Rules for election of staff members to the Board of Management
Action requested: [Approval, recommendation, discussion, noting]	Discussion

Link to Strategy: Please highlight how the paper links to, or assists with:**:** ☐ compliance ☐ partnership services ☐ risk management ☐ strategic plan ☐ new opportunity/change	
Resource implications:	Yes / No **If yes, please specify**:
Risk implications:	Yes / No **If yes, please specify:** Operational: Organisational: Governance Risk if Committee's are not quorate.
Equality and Diversity implications:	Yes/No **If yes, please specify:**
Student Experience Impact:	Yes/No If yes, please specify:
Consultation: [staff, students, UHI & Partners, External] and provide detail	N/A
Status – [Confidential/Non confidential]	Non-Confidential
Freedom of Information Can this paper be included in "open" business* [Yes/No]	Yes

*If a paper should **not** be included within "open" business, please highlight below the reason.

Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Background Information:

All Articles of Governance should be re-viewed and re-approved by the Board of Management every 3 years.

In August 2025 the Governance Officer has confirmed and clarified with the Quality Team who will be responsible for the process in the future, as a number of articles lapsed recently, and agreed on the following process:

- Every 3 years the Chairs Committee will be presented in September with copies of all Articles of Governance to review, amend and recommend for Board's approval.
- If urgent changes will be needed or requested to any of the Articles, the document(s) will be presented at the next Chairs Committee meeting for review and approval, with Board approval following as the next step of the process.
- The Governance Officer informed Candy Munro, CDN, who is currently undertaking Board's External Efficiency Review, of the review and approval lapse date of a number of Articles of Governance published on college website. She also assured her of the new process in place and provided a draft timeline for the review and approval process. Candy Munro thanked the Governance Officer for the update.

Articles of Governance:

1. **Scottish Government Constitution Guide** – no changes as the document has not been updated since 2016.
2. **Standing Orders** – no changes, reviewed and approved by the Board of Management on 24 June 2025
3. Terms of Reference
    - Adit Committee – no changes
    - Board of Management – changes to titles and Trade Union Representatives added to the membership list
    - Chairs Committee – no changes
    - FGP Committee – no changes

- HR Committee – Talent Management Strategy superseded the Organisation and Professional Development Strategy & Annual Action Plan
- LTR Committee – membership updated to include the Professional Services Staff Representative and Trade Union Representatives
- PRR Committee – membership updated to reflect the Principal *ex officio* and to specify times when the Principal will be asked to leave the meeting.
- S & N Committee – no changes

4. **Scheme of Delegation** – new document created to mirror and map onto the updated Code of Good Governance
5. **Code of Conduct for Board Members of UHI Inverness Board of Management** – no changes, last approved in March 2022
6. **Financial memorandum between University of the Highlands and Islands and Inverness College UHI** – no new approvals since 2016.
7. **Rules for election of staff members to the Board of Management** - no changes, reviewed and approved by the Chairs Committee on 29 May 2025

GUIDE TO KEY FUNCTIONS, CONSTITUTION AND PROCEEDINGS OF INCORPORATED COLLEGE BOARDS

Purpose

1.1 This guide describes and brings together key pieces of legislation relating to the key functions, constitution and proceedings of boards of management established under the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act"). A college with a board of management under the 1992 Act is sometimes referred to as an "incorporated college". Some of the legislative provisions are relevant specifically to boards of regional colleges, others to boards of assigned colleges.

1.2 An incorporated college board ("a board") derives its functions and constitution from legislation. Legislation does not give a board the power to develop or modify its constitution. What might be considered for day-to-day purposes to be a 'board constitution' is largely the legislative provisions that are either specific to incorporated colleges or are particularly relevant to them.

1.3 The main piece of legislation that specifically makes provisions for boards is the 1992 Act. It has over the years been amended, including by the Post-16 Education (Scotland) Act 2013 ("the 2013 Act"). The Further and Higher Education (Scotland) Act 2005 ("the 2005 Act") also confers functions on boards. It has similarly been amended over the years, including by the 2013 Act.

1.4 Extracts from legislation (as amended) that are particularly pertinent to incorporated college boards have been reproduced in this annex. Yellow identifies provisions specific to regional colleges; green identifies provisions specific to assigned incorporated colleges. Non-highlighted provisions apply to all incorporated colleges.

2. 'Core' functions of a board

2.1 What might be considered as 'core' functions[1] of a board are set out in section 12 of the 1992 Act (see **Appendix 1**).

3. Delegation, constitution and proceedings of the board

3.1 Section 12(4) of the 1992 Act gives a board powers to delegate the performance of any of its functions to its chair, to any board committee or to any member of the college staff. This is commonly achieved through a board's **Scheme of Delegation**.

3.2 Provisions relating to the constitution and proceedings of a board are set out in Schedule 2 to the 1992 Act (see **Appendix 2**).

3.3 Paragraph 3B of Schedule 2 to the 1992 Act requires a board to make **rules for the election of staff members to the board**, following consultation.

[1] This is simply a convenient term to use. There is no hierarchy of function.

3.4 Paragraph 11(1) of Schedule 2 to the 1992 Act gives a board powers to regulate its own proceedings and those of any committee appointed by it. This regulation is commonly achieved through a board's **Standing Orders**. Standing Orders should not merely restate legislative provisions, for example, those set out in Schedule 2 to the 1992 Act. Standing Orders are a means to *supplement* such regulation. Legislation does not require to be restated to have effect and to do so is potentially confusing because boards do *have* powers to determine Standing Orders whereas they *do not have* powers to determine legislative provisions. A board should also not seek to use Standing Orders to subvert the will of Parliament by, for example, reinstating in Standing Orders a repealed legislative provision.

4. Other Key Legislative Provisions

Regional colleges: functions

4.1 Some additional functions of a regional college board are set out in sections 23A-23D of the 2005 Act (see **Appendix 3**).

Assigned colleges: information and directions

4.2 An assigned college board has additional functions to provide information to its regional strategic body and to comply with directions issued by it under section 23N of the 2005 Act (see **Appendix 4**).

Board failure/mismanagement

4.3 Provisions relating to board failure/mismanagement are set out in section 24 of the 1992 Act (see **Appendix 5**).

Code of Governance

4.4 Provisions relating to principles of good governance for the college sector are set out under section 9B of the 2005 Act.

4.5 Ministers have required the Scottish Further and Higher Education Funding Council (commonly known as the Scottish Funding Council or "SFC") to identify principles of good practice for publicly funded colleges and regional strategic bodies.

4.6 Publicly funded colleges are required to comply the **Code of Good Governance for Scotland's Colleges**[2] as a term and condition of grant provided by either the SFC or a regional strategic body. Regional strategic bodies are similarly required to comply with the Code.

Equality

4.7 A board is subject to section 26A of the 2005 Act, which is reproduced below (a board is a post-16 education body).

[2] The Code of Good Governance for Scotland's Colleges has been identified by the SFC as the principles of good governance for the purposes of section 9B of the 2005 Act.

26A Equal opportunities: post-16 education bodies etc.

(1) Every post-16 education body and regional strategic body must, when making appointments to its governing body or exercising any of its other functions, do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities requirements.

(2) In subsection (1), "equal opportunities" and "equal opportunity requirements" have the same meanings as in Section L2 (equal opportunities) of Part II of Schedule 5 to the Scotland Act 1998.

4.8 A board is also bound by the Equality Act 2010 and the Equality Act 2010 (Specific Duties) (Scotland) Regulations 2012[3], which introduced specific equality duties to assist bodies to meet the general public sector equality duty. The general equality duty requires public authorities, in the exercise of their functions, to have due regard to the need to:

- eliminate unlawful discrimination, harassment and victimisation and other prohibited conduct;
- advance equality of opportunity between people who share a relevant protected characteristic and those who do not; and
- foster good relations between people who share a protected characteristic and those who do not.

Charity

4.9 Every board is a charitable body under the Charities and Trustee Investment (Scotland) Act 2005. As such it is regulated by the Office of the Scottish Charity Regulator and board members have duties under section 66 of that Act to act in the charity's interest, subject to obeying other laws. It is a legal requirement that a board complies with directions from its regional strategic body and, as such, compliance with directions would not compromise individual board members in their capacity as charity trustees[4].

4.10 The Charity Test (Specified Bodies) (Scotland) Order 2008 (as amended) disapplies the Ministerial control aspect of the charity test in section 7 of the Act in relation to the boards of management of colleges listed in the Schedule to that Order[5]. Ministerial controls do not therefore disbar such colleges from being charities.

[3] The Regulations were amended by the Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2015 to ensure that they continue to apply to all publicly funded colleges (i.e. colleges that are generally eligible to be funded by the SFC or a regional strategic body).
[4] The Scottish Government's view on this is set out in a letter published on the Scottish Parliament's website.
[5] The Schedule, which lists incorporated colleges, was updated by the Post-16 Education (Scotland) Act 2013 (Modification of Legislation) Order 2015

Ethical Standards

4.11 The Ethical Standards in Public Life etc. (Scotland) Act 2000 provides for Codes of Conduct for members of relevant public bodies and imposes on them a duty to help their members to comply with the relevant code. A board is subject to this legislation. Board members accordingly have a responsibility to make sure that they are familiar with, and that their actions comply with, the provisions of the Code of Conduct adopted by the board.

Protection of Vulnerable Groups (PVG) Scheme

4.12 It is an offence under section 35(1) of the Protection of Vulnerable Groups (Scotland) Act 2007 for a regional college board or in the case of an assigned incorporated college, a regional strategic body, to appoint a person to the college board if that individual is barred from regulated work[6]. By virtue of paragraph 18 of schedule 2 to that Act, regulated work with children includes being a member of the board. Under section 35(7) of that Act, the regional college board/regional strategic body can offer a board appointment subject to it being satisfied that the individual is suitable, e.g. by requesting a PVG scheme record. It is an offence under section 34 of that Act for any person who is barred from regulated work with children to seek to be a board member.

Scottish Public Services Ombudsman

4.13 Under the Scottish Public Services Ombudsman Act 2002, a publicly funded college falls within the remit of the Scottish Public Services Ombudsman.

Freedom of Information

4.14 Under the Freedom of Information (Scotland) Act 2002, a publicly funded college falls within the remit of the Scottish Information Commissioner.

Auditor General for Scotland

4.15 Paragraph 18(2A) of Schedule 2 to the 1992 Act provides that the college accounts are audited by the Auditor General for Scotland. The Auditor General for Scotland may under section 21 of the Public Finance and Accountability (Scotland) Act 2000 appoint another person to audit the accounts. Under section 23(2)(a) of that Act the Auditor General for Scotland may initiate examinations into the economy, efficiency and effectiveness of the college.

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[6] Section 91(2) of, and schedule 2 to, the Protection of Vulnerable Groups (Scotland) Act 2007 define "regulated work with children" and section 92 sets out when an individual is "barred from regulated work".

Academic Freedom

4.16 A board is subject to section 26 of the 2005 Act, which is reproduced below (a board is a post-16 education body)[7].

26 Academic freedom

(1) A post-16 education body must have regard to the desirability of–
(a) ensuring the academic freedom of relevant persons; and
(b) ensuring that the matters mentioned in subsection (2) are not adversely affected by the exercise of a relevant person's academic freedom.

(2) Those matters are–
(a) the appointment held; and
(b) any entitlements or privileges enjoyed,
by the relevant person at the post-16 education body.

(3) In this section, a "relevant person" is a person who is engaged in–
(a) teaching, or the provision of learning, at a post-16 education body; or
(b) research at a post-16 education body.

(4) For the purposes of this section, "academic freedom" includes freedom (within the law) to–
(a) hold and express opinion;
(b) question and test established ideas and received wisdom; and
(c) present controversial or unpopular points of view.

[7] Please note that the Higher Education Governance (Scotland) Bill introduced in the Scottish Parliament on 16 June 2015 proposes to amend section 26.

APPENDIX 1

SECTION 12 OF THE 1992 ACT (AS AMENDED)

BOARDS OF MANAGEMENT

12. (1) A board of management shall have the duty of managing and conducting their college.

(2) A board of management shall have the power -

(a) to provide or secure the provision of further education (within the meaning of section 1(5)(b) of the 1980 Act);

(aa) to provide part-time and full-time courses of instruction for persons of school age;

(b) to charge fees for or in connection with the provision by them of any form of further education or any course of instruction provided under sub-paragraph (aa);

(c) to provide to students of the college such assistance of a financial or other nature (including waiving or granting remission of fees) as they may consider appropriate;

(d) for the purpose of the administration and management of the college, to receive any property, rights, liabilities and obligations transferred to the board under or in pursuance of any provision of this Part of this Act or of the Further and Higher Education (Scotland) Act 2005;

(e) to provide facilities of any description appearing to the board to be necessary or expedient for the purpose of or in connection with the carrying on of any of the activities mentioned in this subsection or in subsection (1) above (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students who have learning difficulties and disabled staff);

(f) to supply goods and services;

(g) subject to subsection (7)(a) below and section 18 of this Act, to acquire, hold and dispose of land and other property;

(h) to enter into contracts, including in particular -

(i) contracts for the employment of teachers and other staff for the purpose of or in connection with the carrying on of any such activities as are mentioned in this subsection or in subsection (1) above; and

(ii) contracts with respect to the carrying on by the board of any of such activities;

(i) to form or promote, or to join with any other person in forming or promoting, companies under the Companies Act 2006;

(j) subject to subsection (7)(a) below and the said section 18, to borrow such sums as the board think fit for the purpose of carrying on any of the activities they have power to carry on or for meeting any liability or obligation transferred to them under or in pursuance of any provision of this Part of this Act and, in connection with such borrowing, to grant such security or give such guarantee or indemnity as they think fit;

(k) to invest any sums not immediately required by the board for the purpose of their carrying on any of the activities which they have power to carry on or for meeting any liability or obligation transferred to them under or in pursuance of any provision of this Part of this Act;

(l) subject to subsection (7)(a) below and the said section 18, to raise funds, accept gifts of money, land or other property and apply it to, or hold or administer it in trust for, the purpose of carrying on any of the activities which they have power to carry on; and

(m) to do all such other things as are calculated to facilitate or are incidental or conducive to the carrying on of any of the activities which the board have power to carry on.

(3) In carrying out their functions under this section a board of management shall have regard to the requirements of persons who have learning difficulties.

(4) A board of management may delegate the performance of any of their functions to their chairman, to any committee appointed by them or to any member of their staff.

(4A) A board of management of a regional college is to pay to the chairing member appointed under paragraph 3(2)(a) of Schedule 2 such remuneration as the Scottish Ministers may in each case determine.

(5) A board of management may pay to persons appointed to be members of the board such allowances and expenses as they may determine; and any allowances and expenses to be paid by virtue of this subsection shall be calculated by reference to such criteria as the Secretary of State may determine.

(6) A board of management shall make such reports or returns and give such information to the Secretary of State as he may require for the purposes of the exercise of his powers and the performance of his duties under this Part of this Act.

(7) A board of management shall not, without the prior consent, given in writing, of the Secretary of State -

(a) borrow money from any source, give any guarantee or indemnity or create any trust or security over or in respect of any of their property; or

(b) effect any material change in the character of their college.

(8) The Secretary of State may by order amend the provisions of subsection (2) above by varying, adding to or removing the powers conferred by that subsection.

(9) An order shall not be made under subsection (8) above unless the Secretary of State has consulted such persons or organisations appearing to him to be representative of boards of management and such other persons as appear to him to be appropriate as to the amendments proposed to be made by the order.

(10) Schedule 2 to this Act shall have effect with respect to the constitution and proceedings of and other matters relating to every board of management established in pursuance of any provision of this Part of this Act.

References to:

“the 1980 Act” are to the Education (Scotland) Act 1980;
“the Secretary of State” are to the Scottish Ministers.

APPENDIX 2

SCHEDULE 2 TO THE 1992 ACT

CONSTITUTION AND PROCEEDINGS OF BOARDS OF MANAGEMENT

Status

1. A board of management (in this Schedule referred to as “the board”) shall not-

(a) be regarded as the servants or agents of the Crown;

(b) have any status, immunity or privilege of the Crown,

and their property shall not be regarded as property of, or held on behalf of, the Crown.

Membership

3. (1) The board of a regional college is to consist of no fewer than 15 nor more than 18 members.

(2) The board is to be comprised of—

(a) a person appointed by the Scottish Ministers to chair meetings of the board (the “chairing member”);

(b) the principal of the college;

(c) a person appointed by being elected by the teaching staff of the college from among their own number;

(d) a person appointed by being elected by the non-teaching staff of the college from among their own number;

(e) two persons appointed by being nominated by the students’ association of the college from among the students of the college; and

(f) other members appointed by the board.

(3) An appointment made in pursuance of sub-paragraph (2)(f) has effect only if approved by -

(a) the chairing member; and

(b) the Scottish Ministers.

(4) A person is not eligible for appointment as the chairing member under sub-paragraph (2)(a) if the person is -

(a) a member of the Scottish Parliament;

(b) a member of the House of Lords;

(c) a member of the House of Commons; or

(d) a member of the European Parliament,

but such a person may otherwise be appointed as a member of the board[8].

3A. (1) The board of a college which is not a regional college is to consist of no fewer than 13 nor more than 18 members.

(2) The board is to be comprised of -

(a) a person appointed by the regional strategic body to chair meetings of the board (the "chairing member");

(b) the principal of the college;

(c) a person appointed by being elected by the teaching staff of the college from among their own number;

(d) a person appointed by being elected by the non-teaching staff of the college from among their own number;

(e) two persons appointed by being nominated by the students' association of the college from among the students of the college; and

(f) other members appointed by the regional strategic body.

3B. (1) An election to appoint members in pursuance of paragraph 3(2)(c) or (d) or 3A(2)(c) or (d) is to be conducted in accordance with rules made by the board.

(2) Before making, varying or replacing rules about elections to be held in pursuance of paragraph 3(2)(c) or 3A(2)(c), the board must consult the representatives of any trade union which the board recognises as being, or which otherwise appears to the board to be, representative of the teaching staff of the college.

(3) Before making, varying or replacing rules about elections to be held in pursuance of paragraph 3(2)(d) or 3A(2)(d), the board must consult the representatives of any trade union which the board recognises as being, or

[8] This reflects the provision as amended by the Post-16 Education (Scotland) Act 2013 (Modification of Legislation) Order 2015

which otherwise appears to the board to be, representative of the non-teaching staff of the college.

3C. (1) In appointing members under paragraph 3(2) or 3A(2) and in extending the period of appointment of any member so appointed, the board or, as the case may be, regional strategic body must have regard to any guidance issued by the Scottish Ministers in relation to the making of such appointments (including any guidance on the desirability of appointing members with particular skills and experience).

(2) Before issuing guidance under sub-paragraph (1), the Scottish Ministers must consult -

(a) any board to which the guidance relates;

(b) where it relates to the board of a college which is not a regional college, the regional strategic body for the college;

(c) the local authority for any area in which the board to which the guidance relates is situated;

(d) the relevant students' associations;

(e) the representatives of any trade union which is recognised by a board to which the guidance relates or which otherwise appears to the Scottish Ministers to be representative of its staff;

(f) the Council;

(g) any body which appears to the Scottish Ministers to be representative of colleges of further education;

(h) any body which appears to the Scottish Ministers to be representative of local authorities;

(i) any body which appears to the Scottish Ministers to be representative of students of colleges of further education generally; and

(j) any body which appears to the Scottish Ministers to be representative of trade unions in Scotland.

(3) Different guidance may be issued for different purposes.

Qualifications and tenure of office

5. (1) Subject to this paragraph and paragraphs 5A and 5B below, a member of the board -

(a) if appointed in pursuance of paragraph 3(2)(a) as the chairing member of the board of a regional college, holds and vacates office on such terms and conditions as the Scottish Ministers may determine;

(b) if appointed in pursuance of paragraph 3(2)(c) to (f) as a member of the board of a regional college, holds and vacates office on such terms and conditions as the board may determine;

(c) if appointed in pursuance of paragraph 3A(2)(a) or (c) to (f) as a member of the board of a college which is not a regional college, holds and vacates office on such terms as the regional strategic body may determine; and

(d) is, on ceasing to hold office, eligible for re-appointment.

(2) Subject to sub-paragraphs (2A) to (2G) below—

(a) a member appointed by being elected in pursuance of paragraph 3(2)(c) or (d) or 3A(2)(c) or (d) is to hold office for 4 years;

(b) a member appointed in pursuance of paragraph 3(2)(e) or 3A(2)(e) is to hold office until 31 August following appointment; and

(c) each other member of the board (including the chairing member) is to hold office for such period (not exceeding 4 years) as is specified in the member's terms of appointment.

(2A) The Scottish Ministers may extend the period of appointment of the chairing member of a regional college for a single further period not exceeding 4 years.

(2B) The board of a regional college may extend the period of appointment of a member appointed under paragraph 3(2)(f) for a single further period not exceeding 4 years (but such an extension has effect only if approved by the chairing member and the Scottish Ministers).

(2C) A regional strategic body may extend the period of appointment of a member it appoints under paragraph 3A(2)(a) or (f) for a single further period not exceeding 4 years.

(2D) The chairing member of a regional college is to vacate office if the member becomes a person of the type described in paragraph 3(4).

(2E) The principal of a college is to vacate office on ceasing to be the principal.

(2F) A member appointed under paragraph 3(2)(c) or (d) or 3A(2)(c) or (d) is to vacate office if the member ceases to be a member of the teaching or, as the case may be, non-teaching staff of the college before the member's period of appointment ends.

(2G) A member appointed in pursuance of paragraph 3(2)(e) or 3A(2)(e) is to vacate office if the member ceases to be a student of the college before the member's period of appointment ends.

(5) A member of the board, other than the principal of the college, may resign his office at any time by giving notice in writing to -

(a) in the case of the chairing member of the board of a regional college, the Scottish Ministers;

(b) in the case of any other member of the board a regional college, the board;

(c) in the case of any member of the board of a college which is not a regional college, the regional strategic body.

5A. (1) A person is not eligible for appointment as a member of the board if the person –

(a) has within 5 years of the date on which the appointment would take effect, been sentenced (following conviction for an offence in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic) to imprisonment for a period of not less than 3 months, whether suspended or not, without the option of a fine;

(b) is an undischarged bankrupt; or

(c) has been removed from office under section 24 of this Act or section 23Q of the Further and Higher Education (Scotland) Act 2005.

(2) For the purposes of sub-paragraph (1)(b), "undischarged bankrupt" means a person -

(a) whose estate has been sequestrated and who has not been discharged (or against whom a bankruptcy order has been made and is still in force);

(b) who has granted a trust deed for, or made a composition or arrangement with, creditors (and has not been discharged in respect of it);

(c) who is the subject of a bankruptcy restrictions order, or an interim bankruptcy restrictions order, made under the Bankruptcy (Scotland) Act 1985 or the Insolvency Act 1986;

(d) who is the subject of a bankruptcy restrictions undertaking entered into under either of those Acts;

(e) who has been adjudged bankrupt (and has not been discharged); or

(f) who is subject to any other kind of order, arrangement or undertaking analogous to those described in paragraphs (a) to (d), anywhere in the world.

5B. (1) The relevant person must remove a member of the board from office (by giving notice in writing to the member) if—

(a) the member—

(i) is sentenced as mentioned in paragraph 5A(1)(a); or

(ii) has become a person to whom paragraph 5A(1)(b) applies; or

(b) the relevant person is satisfied that the member -

(i) has been absent from meetings of the board for a period longer than 6 consecutive months without the permission of the board; or

(ii) is otherwise unable or unfit to discharge the member's functions.

(2) In sub-paragraph (1), "relevant person" -

(a) in the case of the chairing member of the board of a regional college, means the Scottish Ministers,

(b) in the case of any other member of the board of a regional college, means the board of management of that college,

(c) in the case of a member of the board of a college which is not a regional college, means the regional strategic body for that college.

(3) The Scottish Ministers must, by giving notice in writing to the member, remove a member from office if the member is removed from office under section 24 of this Act (in relation to any other college) or section 23Q of the Further and Higher Education (Scotland) Act 2005 (in relation to any regional board).

(4) Where a member removed under sub-paragraph (3) was appointed under paragraph 3(2)(f) or 3A(2)(a) or (f), the Scottish Ministers may appoint another person in place of the removed member[9].

[9] This reflects the provision as amended by the Post-16 Education (Scotland) Act 2013 (Modification of Legislation) Order 2015

(5) An appointment made under sub-paragraph (4) has effect as if made under the provision under which the removed member was appointed.

5C. Paragraphs 5A and 5B do not apply in relation to the principal of the college.

Proceedings

11. (1) Subject to paragraph 13 below, the board may regulate their own proceedings and those of any committee appointed by them.

(2) The validity of any proceedings of the board or of any committee appointed by them shall not be affected by any defect in the appointment of any member of the board or any member of such committee or by a vacancy amongst the members of the board.

(3) Subject to sub-paragraph (5) below, the board shall make available for inspection at the college at all reasonable times by anyone who wishes to inspect them copies of the documents to which this sub-paragraph applies.

(4) The documents to which sub-paragraph (3) above applies are -

(a) the agenda for any meeting of the board or of any committee of theirs;

(b) the draft minutes of any such meeting as approved by the chairman of the meeting;

(c) the minutes of such meeting as agreed by the board or, as the case may be, committee; and

(d) any report or other document considered by such meeting.

(5) Sub-paragraph (3) above shall not apply to any document or part thereof which relates to -

(a) an employee, former employee or applicant for employment in relation to the college;

(b) a person who is, has been, or is likely to be a student of the college;

(c) any information the disclosure of which is prohibited by anything in any enactment (including this Act and an enactment contained in a subordinate instrument) or rule of law;

(d) anything which it appears to the board should be treated as confidential because of its commercial nature or otherwise.

Committees

13. (1) The board may establish committees for any purpose and any such committee may appoint sub-committees.

(2) Such committees may include persons who are not members of the board; but such persons shall not be entitled to vote at meetings of a committee.

(3) The principal of the college shall be entitled to attend and speak at any meeting of a committee of the board; but he shall be entitled to vote at such meeting only if he is a member of such committee.

(4) The board may pay to the members of such committees (whether or not they are also members of the board) such allowances and expenses as they may determine; and any allowances and expenses to be paid by virtue of this sub-paragraph shall be calculated by reference to such criteria as the Secretary of State may determine.

(5) Any reference in this Schedule to a committee of the board shall include a reference to any sub-committee appointed by such committee.

Staff

16. Subject to section 15 of this Act and paragraph 16A below, the board may appoint on such terms and conditions as they may determine such employees as they think fit.

16A. The appointment of a principal of a college which is not a regional college, and the terms and conditions of such an appointment, have effect only if approved by the regional strategic body for the college.

17. (1) The board may, in the case of such of its employees or former employees as they may, subject to sub-paragraph (2) below, determine -

(a) pay such pensions, allowances or gratuities to or in respect of those employees;

(b) make such payments towards provision of such pensions, allowances or gratuities; or

(c) make such arrangements for the provision and maintenance of such schemes (whether contributory or not) for the payment of such pensions, allowances or gratuities,

as they think fit.

(2) Sub-paragraph (1) above shall not apply to any person who becomes an employee of the board under or by virtue of any provision of this Act (other than paragraph 16 above) unless that person, by notice given in writing, informs the board that he wishes it so to apply.

(3) The reference in sub-paragraph (1) above to pensions, allowances or gratuities in respect of employees of the board includes a reference to pensions, allowances or gratuities by way of compensation to or in respect of any such employee who suffers loss of office or employment.

Accounts

18. (1) It shall be the duty of the board to keep proper accounts and other records.

(2) The accounts shall be prepared in respect of each financial year in such manner as the Scottish Ministers may direct and the accounts shall be submitted to the Scottish Ministers by such time as they may direct.

(2A) The Scottish Ministers shall send the accounts to the Auditor General for Scotland for auditing.

(3) The financial year of the board shall be from 1st April to 31st March.

(4) The Secretary of State may by order provide that the board shall have a different financial year, and an order under this sub-paragraph may make such consequential provision as appears to the Secretary of State to be necessary or expedient.

19. The accounts of the board shall be open to the inspection of the Comptroller and Auditor General, but –

(a) the power conferred by this paragraph; and

(b) the powers under sections 6 and 8 of the National Audit Act 1983 (examinations into the economy, efficiency and effectiveness of certain bodies and access to documents and information) conferred on the Comptroller and Auditor General by virtue of section 6(3)(c) of that Act,

shall be exercisable only in, or in relation to accounts or other documents which relate to, any financial year in which expenditure is incurred by the board in respect of which grants, loans or other payments are made to them under this Part of this Act.

Execution of documents

20. (1) For any purpose other than those mentioned in sub-paragraph (2) below, a document is validly executed by the board if it is signed on their behalf by a member of the board or by their secretary (or any person performing the duties of secretary to the board) or by any person authorised to sign the document on their behalf.

(2) For the purposes of any enactment or rule of law relating to the authentication of documents, a document is validly executed by the board if it

is subscribed on their behalf by being executed in accordance with the provisions of sub-paragraph (1) above.

(3) A document which bears to have been executed by the board in accordance with sub-paragraph (2) above shall, in relation to such execution, be a probative document if the subscription of the document bears to have been attested by at least one witness.

Provision of services

21. The Local Authorities (Goods and Services) Act 1970 (supply of goods and services by local authorities to certain public bodies) shall have effect as if the board were a public body within the meaning of that Act.

References to the "Secretary of State" are to the Scottish Ministers

[Note: In relation to the paragraph 18, the Scottish Ministers have by order changed the financial year of boards. Boards have a financial year of 1 August to 31 July[10]*.*

This Appendix does not reflect changes made to Schedule 2 to the 1992 Act by the Lanarkshire Colleges Order 2014 in relation to New College Lanarkshire, as the changes are in relation to only that college.]

[10] http://www.sfc.ac.uk/web/FILES/Guidance_college_reclassification/Colleges_of_Further_Education_Order_2015.pdf

APPENDIX 3

SECTION 23A – 23D OF THE 2005 ACT

REGIONAL COLLEGES: FUNCTIONS

Regional colleges: general duty

23A (1) It is the duty of a regional college to exercise its functions with a view to securing the coherent provision of a high quality of fundable further education and fundable higher education in the locality of the regional college.

(2) In doing so, the regional college must have regard to any fundable further education and fundable higher education provided by other post-16 education bodies in the locality of the regional college.

Regional colleges: planning, consultation and collaboration

23B (1) A regional college must plan for -

(a) how it proposes to provide fundable further education and fundable higher education; and

(b) how it intends to exercise its other functions.

(2) When making plans, a regional college must have regard to the importance of ensuring that funds made available to it under section 12 are used as economically, efficiently and effectively as possible.

(3) A regional college must, where it considers it appropriate to do so in the exercise of its functions, consult -

(a) the representatives of any trade union which it recognises or which otherwise appears to it to be representative of its staff;

(b) its students' association;

(c) the local authority for the area in which the regional college is situated;

(d) the governing body of any other post-16 education body which provides fundable further education or fundable higher education in the locality of the regional college;

(e) any other regional college or regional strategic body whom it considers likely to have an interest in the matter concerned;

(f) any person who appears to it to be representative of employers in the locality of the regional college;

(g) any person who appears to it to be representative of the interests of any sector for which the regional college provides specialist education or training;

(h) The Open University;

(i) The Skills Development Scotland Co. Limited;

(j) the Scottish Qualifications Authority; and

(k) Scottish Enterprise or Highlands and Islands Enterprise (as appropriate).

(4) Any particular requirement for consultation imposed on a regional college by virtue of this or any other enactment is without prejudice to subsection (3).

(5) A regional college must, so far as is consistent with the proper exercise of its functions, seek to secure the collaboration with the regional college of the following persons -

(a) the representatives of any trade union which the regional college recognises or which otherwise appears to it to be representative of its staff;

(b) the regional college's students' association;

(c) the local authority for the area in which the regional college is situated;

(d) the governing body of any other post-16 education body which provides fundable further education or fundable higher education in the locality of the regional college;

(e) any other regional college or regional strategic body whom it considers it appropriate to collaborate with;

(f) The Open University;

(g) The Skills Development Scotland Co. Limited;

(h) the Scottish Qualifications Authority; and

(i) Scottish Enterprise or Highlands and Islands Enterprise (as appropriate).

(6) The Scottish Ministers may by order modify subsection (3) or (5) by -

(a) adding or removing persons, or types of persons, to which those provisions apply; or

(b) varying the description of any such person or type of person.

(7) But such an order may not modify paragraph (a) or (b) of subsection (3).

Regional colleges: improvement of economic and social well-being

23C (1) A regional college is to exercise its functions with a view to improving the economic and social well-being of the locality of the regional college.

(2) In doing so, the regional college is to have regard to -

(a) social and economic regeneration needs in the locality; and

(b) social cohesion and social inclusion issues in the locality.

(3) For the purposes of subsection (2)(a), “needs” means needs which appear to the regional college -

(a) to exist for the time being or be likely to exist in the future; and

(b) to be capable of being addressed (wholly or partly) by the provision of fundable further education or fundable higher education.

(4) For the purposes of subsection (2)(b), “issues” means issues which appear to the regional college -

(a) to exist for the time being or be likely to exist in the future; and

(b) to be capable of being addressed (wholly or partly) by the provision of fundable further education or fundable higher education.

Regional college to have regard to particular matters

23D (1) In exercising its functions, a regional college is to have regard to—

(a) skills needs in the locality of the regional college;

(b) issues affecting the economy of the locality of the regional college;

(c) social and cultural issues in the locality of the regional college; and

(d) the needs and issues in relation to Scotland identified by the Council for the purposes of section 20(1).

(2) In exercising its functions, a regional college is to have regard to the desirability of the achieving of sustainable development.

(3) In exercising its functions, a regional college is to have regard to the—

(a) United Kingdom context; and

(b) international context,

in which it carries on its activities.

(4) In exercising its functions, a regional college is to have regard to the educational and related needs (including support needs) of persons who are, and the likely educational and related needs (including support needs) of persons who might wish to become, students of the college.

(5) In exercising its functions, a regional college is to have regard to the desirability of enabling, encouraging and improving participation in fundable further education and fundable higher education by persons belonging to any socio-economic group which the regional college reasonably considers to be under-represented in such education.

(6) For the purposes of subsection (1)(a), “skills needs” means any requirement or desirability for skills or knowledge which appears to the regional college –

(a) to exist for the time being or be likely to exist in the future; and

(b) to be capable of being addressed (wholly or partly) by the provision of fundable further education or fundable higher education.

(7) For the purposes of subsection (1)(b) and (c), “issues” means issues which appear to the regional college -

(a) to exist for the time being or be likely to exist in the future; and

(b) to be capable of being addressed (wholly or partly) by the provision of fundable further education or fundable higher education.

(8) For the purposes of subsection (5), a socio-economic group is to be treated as under-represented in fundable further education or fundable higher education if participation in such education by persons in that group is disproportionately low.

(9) A regional college may take into account any social or economic characteristics which it considers appropriate when determining which groups are to constitute “socio-economic groups” for the purposes of subsection (5).

(10) A regional college is to have regard to the under-represented socio-economic groups identified by the Council for the purposes of section 20(4A) when determining -

(a) which groups are to constitute “socio-economic groups” for the purposes of subsection (5); and

(b) whether a socio-economic group so determined is under-represented in fundable further education or fundable higher education.

References to “the Council” are references to the Scottish Funding Council

APPENDIX 4

SECTION 23N OF THE 2005 ACT

ASSIGNED COLLEGES: INFORMATION AND DIRECTIONS

23N (1) A regional strategic body's colleges must provide the regional strategic body with such information as it may reasonably require for the purposes of or in connection with the exercise of any of its functions.

(2) A regional strategic body may give such directions to its colleges, or to any of them, as it considers appropriate.

(3) Directions given under this section may be of a general or specific character.

(4) Before giving directions under this section, a regional strategic body must consult -

(a) any college to which the proposed directions relate;

(b) the representatives of any trade union recognised by such a college or which otherwise appears to the regional strategic body to be representative of its staff; and

(c) the students' association of every such college.

(5) A college must comply with directions given to it under this section.

(6) Directions given under this section may be varied or revoked.

(7) Nothing in this section allows a regional strategic body -

(a) to give directions in relation to the transfer of any staff, property, rights, liabilities or obligations[11]; or

(b) to give directions to a college whose governing body is not a board of management established in pursuance of Part 1 of the 1992 Act.

[11] This reflects the provision as amended by the Post-16 Education (Scotland) Act 2013 (Modification of Legislation) Order 2015, SSI 2015/153

APPENDIX 5

SECTION 24 OF THE 1992 ACT

MISMANAGEMENT BY BOARDS

24 (1) This section applies where -

(a) it appears to the Scottish Ministers that the board of management of any college of further education -

(i) have committed or are committing a serious breach of any term or condition of a grant made to them under section 12 or 12B of the Further and Higher Education (Scotland) Act 2005 ("the 2005 Act");

(ii) have committed or are committing repeated breaches of such terms or conditions;

(iii) have failed, or are failing, to provide or secure the provision of education of such standard as the Scottish Ministers consider appropriate;

(iv) have failed, or are failing, to discharge any of their duties properly; or

(v) have mismanaged, or are mismanaging, their financial or other affairs; or

(b) the Council has informed the Scottish Ministers that a college of further education whose board of management is established in pursuance of this Part is not, or is no longer, a body for which there are suitable provisions, procedures and arrangements of the type described by or under section 7(2) of the 2005 Act.

(2) Where this section applies, the Scottish Ministers may by order—

(a) remove any or all of the members of the board (other than the principal of the college); and

(b) where a removed member was appointed under paragraph 3(2)(a) or (f) or 3A(2)(a) or (f) of Schedule 2, appoint another person in place of the removed member.

(3) Before making an order under subsection (2)(a), the Scottish Ministers must consult the Council.

(4) The Scottish Ministers must give notice of exercise of the power of removal conferred by subsection (2)(a) to the board and the member.

(5) An appointment made under subsection (2)(b) has effect as if made under the provision of Schedule 2 under which the removed member was appointed.

References to "the Council" are references to Scottish Funding Council

UHI INVERNESS

Standing Orders of the Board of Management of Inverness College UHI

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

Reviewer	Date	Review Action/Impact
Gov Officer & Information Development Officer	16 September 2024	Amendments made: formatting, new college logo and changes made to role titles only.
Gov Officer	18 November 2024	Trade union information added to 3.2 & 3.3 as per CDN guidelines.
Gov Officer	24 June 2025	Section 3.2 updated to clarify attendance roles for staff and students when attending Committee and Board meetings.

Preamble

Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

The Standing Orders were adopted by the Board on 24th June 2025 and come into effect on that date. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

1 Meetings of the Board and Committees

1.1 The Board shall hold at least four Board and Committee meetings within each academic year for the performance of its functions and at such times, places and frequency as the Board determines.

1.2 The Governance Officer shall produce an annual programme of meetings which shall be presented to the Board for approval.

1.3 Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.

1.4 Board and Committee meetings shall be called giving no less than five working days’ notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days’ notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than 2 working days’ notice.

2 Quorum and Voting Rights

2.1 The quorum for a meeting of the Board shall be no less than one half of the members entitled to vote at such a meeting or for a meeting of a Committee, no less than three of the members entitled to vote at such a meeting.

2.2 If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.

2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.

2.5 A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.

2.6 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.

2.7 In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:

- the Governance Officer shall email all Board or Committee Members outlining the decision required, together with relevant briefing information
- a quorum, as defined in 2.1 of these Standing Orders, must have replied to the email
- the Governance Officer shall ensure that a deadline for response is clearly specified, and Board members shall endeavour to respond within that timeframe
- any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.

2.8 Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.

2.9 No-one shall be entitled to ender his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.

2.10 No proposal nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding six months unless:
- it is moved by the Chair
- in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

3 Attendance at Board and Sub Committee Meetings

3.1 The Governance Officer shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum with UHI as the Regional Strategic Body, the Scottish Public Finance Manual, the Code of Good Governance for Scotland’s Colleges), the Board’s Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.

3.2 It shall be a matter for the Board or Committee to determine which College employees and students (with the exception of the staff, student and trade union Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. It will be noted that no staff or students will attend the Audit Committee meetings. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion but may not vote or contribute to any decision being taken.

3.3 The Board may decide to meet privately without the Principal or any Executive Management Team members being present. In these circumstances the Governance Officer to the Board shall be present at the meeting unless requested by the Chair to leave. Where the Governance Officer to the Board is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff, trade union and Student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

4 Agenda

4.1 The Governance Officer in consultation with the Chair shall prepare the draft agenda. Other Board members may place an item or paper on the agenda for discussion by submitting this to the Governance Officer to the Board no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Governance Officer shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.

4.2 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for decision, discussion or noting.

4.3 The order of business shall be:

- Apologies for absence
- Declarations of any Potential Conflicts of Interest in relation to any agenda items
- Approval of the minutes of the previous meeting
- Matters arising
- All other business with those items of business requiring a decision or discussion taking precedence over items of business for noting
- Date of the next meeting(s)

4.4 All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.

4.5 The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

5 Board and Committee Papers

5.1 Board and Committee papers may be submitted by the Principal, a Board or Committee member, a member of the Executive Management Team or the Governance Officer to the Board.

5.2 The Governance Officer shall ensure the circulation of papers to Board or Committee members at least 5 working days prior to the meeting. Where this timescale is not possible, the Governance Officer shall advise members of this and advise of the reason for the delay and when papers might be expected.

5.3 The Governance Officer shall be responsible for ensuring that Board papers are timeously published on the College's website, with the exception of those papers which are marked confidential.

6 Minutes of Board and Committee Meetings

6.1 In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.

6.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled "draft".

6.3 Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled "agreed for circulation".

6.4 The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter sign the minute which shall be labelled "final version".

6.5 The Governance Officer shall be responsible for ensuring that a signed final version of the minutes is securely retained.

6.6 The Governance Officer shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.

6.7 In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.

6.8 Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting, labelled as "final version" and signed as soon as is practicable.

6.9 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, agreed for circulation or final version.

7 Establishment of Committees and Sub-Committees

7.1 As provided for in Schedule 2, the Board may establish Committees, and a Committee may establish sub-committees. References in these standing Orders include sub-committees.

7.2 A Committee shall consist of at least five Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.

7.3 Each Committee shall review its remit biennially unless there is an urgent matter to be considered and shall submit any proposed changes to the Board for approval.

8 Appointment of Vice Chair

A Vice Chair shall be appointed by the Board from amongst its members.

In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

9 Suspension of Standing Orders

These Standing Orders may be suspended when at least two-thirds of the members' present entitled to vote agree to such a motion.

Approved by the Board of Management - 24th June 2025

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 amember 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 theCollege 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.

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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~~ Professional Services Staff Member Representative
- Trade Union Teaching Staff Representative
- Professional Services Staff 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 the majority at the meeting.

Frequency of Meetings

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

Specific

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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.

Updated 11/09/2025.

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.

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.

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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 employerof 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~~Talent Management Strategy 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 anddevelopment.
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

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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, Professional Services Staff Representative, Trade Union Teaching Staff Representative, Trade Union Professional Services 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

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 and the Principal *ex officio*. The Principal will be asked to leave the meeting during discussions about their remuneration but may be present during remuneration discussions of other Members of the Executive Management Team and wider college Senior Managers.

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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**~~

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~~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.

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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

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
Next Review Date	October 2025
Equality impact assessment	N/A
Further information (where relevant)	

Reviewer	Date	Review Action/Impact
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 form the previous document but has also taken the updated Code into consideration. The Secretary to the Board has been replaced with Governance Officer.

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 at 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 sued 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 Boad will seek to reflecting ins 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 regarding 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 monito 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 an autonomous student's association an 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.

Renumeration 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 Chairty legislation and for complying with relevant provisions as set out by the Office of the Scottish Chairty Regulator Guidance and Good Practice for Chairty 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 an 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 it's committees will have the appropriate balance of skills, experience, independence an 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 Baord 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 chairty trustees, including staff and student board members, have legal duties and responsibilities under the Chairties 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 Boards'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 an third sector organisation 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.

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	
Next Review Date	
Equality impact assessment	N/A
Further information (where relevant)	

Reviewer	Date	Review Action/Impact

Preamble

In accordance with paragraph 12(4) of the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”) a Board may delegate the performance of any of their functions to their chair, to any Committee appointed by them or to any member of their staff.

In accordance with paragraph C.8 of the Code of Good Governance for Scotland’s Colleges (“the Code”) delegation of responsibilities from, and matters reserved to, the Board and its Committee must be clarified through a Scheme of Delegation including the functions delegated by the Board to the Chair, Committees, the Principal and the Board Secretary.

This Scheme of Delegation must be approved by the Board before it comes into effect, and any subsequent amendments must also be approved by the Board.

1 Authority Reserved to the Board

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

1.1 determining the objectives of the Board
1.2 final approval of the College’s Strategic Plan and Regional Outcome Agreement
1.3 approval of the year-end annual report and accounts
1.4 approval of the annual budget
1.5 final consideration of the Annual Audit Report
1.6 approval of the strategic risk register
1.7 acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
1.8 appointment and removal of the Principal
1.9 appointment and removal of the Board Secretary (in accordance with paragraph D.13 of the Code)
1.10 approval of the Students’ Association constitution and the election regulations for student officers
1.11 delegation of functions of the Board including remits of Committees and this Scheme of Delegation
1.12 the making, amendment and revocation of the Standing Orders of the Board.

2 Delegation to Committees

2.1 In accordance with paragraph 13 of the 1992 Act, the Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.

2.2 In accordance with paragraph C.8 of the Code, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments.

2.3 Each Committee and Sub Committee shall have a clearly defined remit which shall clearly set out the duties and responsibilities delegated. The remit must be approved by the Board. The Committee may suggest amendments to the remit, but any amendments must be approved by the Board before they are implemented.

2.4 The Board may delegate functions to a specific Committee, and this shall be clearly detailed within the minutes of the appropriate meeting.

2.5 The Board reserves the right to review the Committees required and the authority delegated to them as and when it deems it appropriate to do so.

2.6 The minutes of each Committee meeting will be submitted to the Board for information at the next appropriate meeting. In addition, the Committee Chair shall give an update to the Board on key issues where requested to do so.

3 Delegation to Chair of the Board

The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority. The Chair has delegated authority to:

3.1 exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:
3.1.1 an extraordinary Board meeting is called in the case of material decisions;
3.1.2 a proposal is circulated and a decision is approved by email (in accordance with the Standing Orders) and is thereafter homologated at the next Board meeting.

3.2 on behalf of the Board, sign and date the College's Annual Report and Accounts, after Board approval, and other documents as may be required.

3.3 represent the Board within the College and externally.

3.4 issue communications on behalf of the Board in whatever form is appropriate, both within and out with the College.

3.5 monitor, review and record the Principal's performance at least annually against performance measures agreed by the Board.

3.6 monitor, review and record the Board Secretary's performance at least annually against performance measures agreed by the Board.

3.7 ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair.

3.8 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Board Secretary.

3.9 initiate action further to a decision of the Board to appoint a new Principal or Board Secretary.

4 Delegation to the Principal

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic and policy direction by the Board and the terms of any specific authority reserved to the Board. The Principal may in turn delegate tasks as appropriate to staff.

The Principal has delegated authority to:

General Management

4.1 take such measures as may be required in emergencies subject to advising the Chair where possible and homologation at the appropriate Committee or to the Board as soon as possible thereafter on any items for which approval of the Committee or the Board would normally be necessary.

4.2 facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan, the Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board.

4.3 consult on behalf of the Board with representatives from key organisations, local and national, about the priorities contained within the College's Strategic Plan and in the Regional Outcome Agreement prior to final approval by the Board.

4.4 respond on behalf of the Board to consultative documents that may be sent to the College by the Scottish Government, the Scottish Funding Council or other external agencies.

4.5 incur expenditure in making visits and the provision of reasonable hospitality to representatives of other Colleges, organisations and companies, taking into account the principles of the Bribery Act.

4.6 give a direction in special circumstances that any member of staff shall not exercise a delegated function.

4.7 take out membership of and attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of the College to do so.

4.8 authorise the issue of press releases for publication and broadcasting on behalf of the College.

4.9 authorise the publication of any document on behalf of the College.

4.10 engage the services of outside persons, firms or organisations and enter into contracts and sign all deeds and other documents binding the Board for all purposes except those where the power to engage such services is not delegated to a Committee or is not reserved to the Board.

4.11 raise funds for and supply them to any of the activities which the Board has power to undertake.

4.12 provide courses as required by outside agencies and negotiate appropriate charges for these.

4.13 determine the dates of the College holidays and other details of the College's academic calendar.

4.14 appoint a senior member of staff to deputise for the Principal during periods of planned absence.

Staff Management

4.15 determine an appropriate staff structure for the College consistent with the conditions of employment that currently apply after consultation and (where appropriate) negotiation with representatives of recognised trade unions and professional institutions.

4.16 consult and negotiate with representatives of recognised trade unions and professional associations on behalf of the Board.

4.17 establish procedures for the appointment of College staff in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board.

4.18 supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.

4.19 establish procedures for taking disciplinary action against College staff up to and including dismissal subject to complying with the policies laid down by the Board.

4.20 grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.

4.21 represent the Board in negotiating and implementing conditions of service in relation to relevant College staff.

4.22 approve the secondment of College staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.

4.23 in exceptional circumstances, agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council and functions delegated to the Board or a Committee.

4.24 establish any other procedures required for the orderly management of College staff.

Student Management

4.25 arrange for the provision of appropriate curriculum and support services for students and clients.

4.26 administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council, with UHI as the Regional Strategic Body or the Board the disbursement of monies to students attending the College.

4.27 administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.

4.28 set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.

4.29 authorise students, and to make grants to students, to enable them to attend courses and conferences and to undertake educational visits and excursions within, the UK or abroad, within approved budgets and policies of the Board.

4.30 take appropriate disciplinary action, including exclusion, against students in accordance with any policies of the Board.

4.31 provide financial or other assistance to the Students’ Association of the College within the terms approved by the Board.

Property Management

4.32 allocate accommodation within the College in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to College property.

4.33 apply to the appropriate authority for any necessary statutory consents.

4.34 grant any way leave or servitude over property of the College on such terms as may be appropriate.

4.35 grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances.

Financial Management

4.36 take personal responsibility for ensuring the proper and effective operation of financial, planning and management controls, and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure.

4.37 act at all times in compliance with the Financial Memorandum with UHI as the Regional Strategic body, conditions of grant, Scottish Public Finance Manual, and to follow the College's Financial Regulations taking particular account of the delegated financial limits.

4.38 enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the College or to authorise another to enter into such contracts up to a value of the relevant EU Procurement threshold or Board approved budgetary limits and all in accordance with the College's financial regulations.

4.39 terminate contracts, when it is in the best interests of the College to do so.

4.40 check the financial standing of potential contractors.

4.41 dispose of assets up to the value of the delegated financial limit as set out in the Finance Regulations and in line with the requirements of the Scottish Public Finance Manual.

4.42 administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.

4.43 take out any necessary insurances to protect the interests of the College.

4.44 settle any claims whether or not such claims are insured or whether or not a court action has been raised.

4.45 spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.

4.46 arrange for the presentation to the Board for approval an annual budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.

4.47 arrange for the preparation, audit and presentation to the Board of accounts following the end of each financial year in compliance with the requirements of the Accounts Direction and encompassing Audit Scotland and the Scottish Funding Council instruction.

4.48 report to UHI as the Regional Strategic Body, to the Scottish Funding Council should the Board adopt a policy or commission an action which is incompatible with the terms of the Financial Memorandum or the Scottish Public Finance Manual, or which would infringe on the requirements of propriety or regularity, and report to the Board in writing on such matters being considered, and advise the Board that, should it wish to choose to continue with the policy or action, then as accounting officer he or she must report the Board's intentions to UHI as the Regional Strategic Body and to the Scottish Funding Council in writing.

5 Absence of the Principal

5.1 In the absence of the Principal, the Executive Team shall ensure that the essential functions and delegated authorities of the Principal are carried out with due regard to any relevant provisions of the Financial Memorandum with UHI as the Regional Strategic Body

5.2 After a period of four weeks' unplanned continuous absence of the Principal, the Board shall designate the Depute Principal as the accountable officer for the duration of the Principal's absence, ensuring that UHI as the Regional Strategic Body and the Scottish Funding Council is advised of such absence at the earliest opportunity.

6 Delegation to the Board Secretary

The Board Secretary has delegated authority to:

6.1 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.

6.2 undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.

6.3 administer staff elections to the Board and act as returning officer.

6.4 act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).

6.5 in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (i.e. the Scottish Funding Council or the regional strategic body).

7 Absence of the Board Secretary

7.1 In the absence of the Board Secretary, the Board shall agree temporary arrangements that can be put in place either by appointing a staff member to fulfil the delegated functions, or by making such other arrangements as may be required.

8 Previous Schemes

8.1 This Scheme of Delegation replaces any previous versions as may have been approved by the Board.

Approved by the Board 28th March 2017

Code of Good Governance for Scotland's Colleges

1. Background

The original *Code of Good Governance for Scotland's Colleges* was published in December 2014. In Summer 2016, the Good Governance Steering Group undertook a review and the Code was updated. The Cabinet Secretary's Good Governance Task Group recommendations were also taken into account during the 2016 review of the Code. The Code was amended in May 2024 to take account of the addition of Trades Union Members to College Boards.

Colleges Scotland will act as custodian for any future reviews and in keeping with the way that the Code was created, the broad range of stakeholders who developed the Code will be engaged fully with any revisions.

This Code refers to regional colleges, assigned colleges and regional strategic bodies.

2. Foreword

Colleges in Scotland thrive in the heart of their communities, serving the interests of those communities, students, employers, governments and their agencies and other stakeholders. They have an essential and valuable role in Scottish society. Colleges deliver 70 million hours of learning each year, and 95% of these learning hours lead to a recognised qualification. Across Scotland colleges employ 11,000 staff and deliver education, skills and training to 240,000 students, 11,000 apprentices and 52,000 school pupils.

Colleges and regional strategic bodies receive substantial public funding and also operate in an increasingly commercial and enterprising way. We value the significant contribution college board members make to governing our colleges and regional strategic bodies, and to their stewardship of taxpayer's money, ensuring its efficient and effective use.

Boards are expected to innovate, pursue new opportunities and take measured risks in delivering what is best for their stakeholders.

Against this background, it is right and proper that the highest standards of governance and propriety are expected of our boards and those individuals who serve them. This Code of Good Governance codifies the principles of good governance for learners and learning that already exist in our colleges and promotes accountability and continuous improvement in how colleges and regional strategic bodies are governed.

The Code is based on key principles and has been written in a way that is mandatory and anticipates compliance. All colleges that receive funding from the Scottish Funding Council (SFC) or from a regional strategic body must comply with the Code as a term and condition of grant. Exceptions should be rare and must be explained publicly.

In addition to demonstrating good governance, colleges and regional strategic bodies must also ensure compliance with their statutory and other obligations. The governance professional role is vital in providing guidance to the board on its legal and other obligations.

Colleges have an important individual and collective role to play in promoting economic, social and cultural well-being. We expect this Code to provide the essential underpinning to help discharge that role to the highest standards possible.

Waiyin Hatton, Chair of the Good Governance Steering Group
May 2024

3. Code of Good Governance for Scotland's Colleges

Governance and the Code

Corporate governance:

- is the way in which organisations are directed and controlled within a legislative and regulatory framework
- defines the distribution of rights and responsibilities among the different stakeholders and participants in the organisation
- determines the rules and procedures for making decisions on corporate affairs including the process through which the organisation's objectives are set
- provides the means of achieving those objectives and monitoring performance.

Scotland's colleges refer to colleges either funded by SFC or by a regional strategic body for the provision of education. Such colleges can be incorporated or non-incorporated. The overarching purpose of good governance for Scotland's colleges is to:

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

The *Code of Good Governance for Scotland's Colleges* has been developed and is owned by the college sector. Colleges are required to comply with it as a condition of grant from either SFC or their regional strategic body. It establishes standards of good governance practice for all boards and provides the essential foundations for compliance within the legislative framework.

Boards must not only follow the letter but also the spirit of the Code to ensure good governance. Boards must think deeply, thoroughly and on a continuing basis about their overall tasks and the implications of these for the roles of their individual members. Key to this 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 and tackled by all board members.

Statement of Compliance with Good Governance

Each board must state its adoption of the Code in the corporate governance statement contained in its annual financial statement. The chair, on behalf of the board, is expected to report as to how the principles have been applied by the board. Where, for whatever reason, a board's practice is not consistent with any principle of the Code, it should make this known to SFC or, if it is an assigned college, the regional strategic body. This should be done immediately they become aware of an inconsistency and, without exception, in advance of publishing the information. An explanation for that inconsistency must be clearly stated in its corporate governance statement. Boards will be expected to offer a clear rationale for exceptions in the context of their college's operational model and to identify mitigations.

Individual board members have a duty to act on serious concerns about the governance of their body. Information on who board members can approach is included in *The Guide for Board Members in the College Sector*.

4. Principles

Section A: Leadership and Strategy

Conduct in Public Life

A.1 Every college and regional strategic body must be governed by an effective board that is collectively responsible for setting, demonstrating and upholding the values and ethos of the organisation.

A.2 Every board member must ensure that they are familiar with and their actions comply with the provisions of their board's Code of Conduct.

A.3 The *Nine Principles of Public Life in Scotland*, which incorporate the seven Nolan principles, must be the basis for board decisions and behaviour. These key principles, which apply individually and collectively, are:

- Duty/Public Service
- Selflessness
- Integrity
- Objectivity
- Accountability and Stewardship
- Openness
- Honesty
- Leadership
- Respect

Vision and Strategy

A.4 The board is responsible for determining their institution's vision, strategic direction, educational character, values and ethos. Regional strategic bodies must also determine the regional strategy for colleges assigned to them. The board of an assigned college must have regard to the strategy determined by the regional strategic body. Board members have a collective leadership role in fostering an environment that enables the body to fulfil its mission and meet Scottish Government priorities, for the benefit of students and the community it serves.

A.5 The board must develop and articulate a clear vision for the region or college. This should be a formally agreed statement of its aims and desired outcomes which should be used as the basis for its overall strategy and planning processes.

A.6 The board provides overall strategic leadership of the region or college. The board is responsible for formulating and agreeing strategy by identifying strategic priorities and providing direction within a structured planning framework.

A.7 The board (except in the case of assigned college boards) is responsible for overseeing the negotiation of its outcome agreement with SFC, to meet the needs of the college or region and make best use of available funding, consistent with national strategy. The board must ensure effective engagement with all relevant stakeholders in the development of its outcome agreement and monitor performance in achieving the agreed outcomes.

A.8 The roles and responsibilities of the boards of assigned colleges should be undertaken in the context of the roles and responsibilities of their regional strategic body. Assigned college boards must contribute constructively to the development of the outcome agreement led in its region by the regional strategic body and support the regional strategic body to monitor performance in achieving the agreed outcomes.

Performance

A.9 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. It must ensure that it scrutinises performance measures and reports these on their website in a manner that is both timely and accessible to stakeholders. This will allow the board to determine whether or not the vision and mission of the region or the college are being fulfilled and that the interests of stakeholders are being met.

Corporate Social Responsibility

A.10 The board must 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.

A.11 The board must exercise its functions with a view to improving economic, cultural and social wellbeing in the locality of the college or region. It must have regard to social and economic needs and social inclusion.

A.12 The board must provide leadership in equality and diversity.

A.13 The board must seek to reflect in 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 its regional strategic body, as appropriate.

Section B: Quality of the Student Experience

Student Engagement

B.1 The board must have close regard to the voice of its students and the quality of the student experience should be central to all board decisions.

B.2 The board must lead by example in relation to openness, by ensuring that there is meaningful on-going engagement and dialogue with students, the students' association and as appropriate staff and trade unions in relation to the quality of the student experience. Consultation is essential where significant changes are being proposed.

B.3 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.

B.4 The college board must have regard to the Framework for the Development of Strong and Effective College Students' Association in Scotland. It must put in place robust partnership procedures (e.g. partnership agreement) to work together to achieve change and which are supported by regular and open communications.

B.5 The college board must encourage a strong and autonomous students' association and ensure that the students' association is adequately resourced.

B.6 The college board must ensure that the students' association operates in a fair and democratic manner and fulfils its responsibilities.

B.7 The college board should review the written constitution of its students' association at least every five years.

Relevant and High-Quality Learning

B.8 The board must seek to secure coherent provision for students, having regard to other provision in the region or college's locality. The board must be aware of external local, national and international bodies and their impact on the quality of the student experience, including community planning partners, employers, skills development and enterprise agencies and employer bodies. The board must seek to foster good relationships and ensure that the body works in partnership with external bodies to enhance the student experience, including employability and the relevance of learning to industry needs.

Quality Monitoring and Oversight

B.9 The board must ensure appropriate mechanisms are in place for the effective oversight of the quality and inclusivity of the learning experience in the college or region. The board must ensure that the college works in partnership with sector quality agencies and other appropriate bodies to support and promote quality enhancement and high-quality services for students.

Section C: Accountability

Accountability and Delegation

C.1 The board is primarily accountable to its main funder, either SFC or its regional strategic body. Through the chain of funding, the body is ultimately responsible to the Scottish Ministers who are accountable to the Scottish Parliament.

C.2 The board must ensure delivery of its outcome agreement or in the case of an assigned college, its agreed contribution to the region's outcome agreement.

C.3 The board must ensure it fulfils its statutory duties and other obligations on it, and that the terms and conditions of its grant are being met.

C.4 Scottish Ministers have powers to suspend or remove by order any or all board members of an incorporated college (except the principal) or a regional board for serious or repeated breaches of a term and condition of grant.

C.5 The board also has a wider accountability to a range of stakeholders including students (both current and prospective), its staff, the wider public, employers and the community it serves, for the provision high quality education that improves people's life chances and social and economic well-being.

C.6 Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members. Board members have a personal responsibility to ensure any changes to their register of interests are notified timeously to the governance professional and to declare any specific conflicts of interest in the business of the meeting prior to the commencement of each meeting of the board and its committees and withdraw from meetings as appropriate. See section D.6 for the 'objective test' for judging if there is a conflict of interest.

C.7 The board must ensure that its decision-making processes are transparent, properly informed, rigorous and timely, and that appropriate and effective systems of financial and operational control, quality, management of staff, risk assessment and management are established, monitored, continuously improved and appropriately impact assessed. This includes:

a) the prompt production, dissemination and online publication of board/committee agendas, minutes and papers to the public
b) every board meeting and every committee meeting having a well-structured agenda circulated timeously in advance
c) the retention of all key documentation which help justify the decisions made by the board and its committees
d) setting quorum for board and committee meetings in line with good practice and preferably at 50% or higher are non-executive members. A board should satisfy itself that adequate arrangements are in place to ensure that decisions it has delegated to a committee are taken with a non-executive majority. When determining a quorum, the chair of the board may be considered to be a non-executive member. (see Annex 1 for the definition of non- executive)

C.8 The board may delegate responsibilities to committees for the effective conduct of board business. As a minimum the committees required are Audit, Remuneration, Finance and Nominations/Appointments. Delegation of responsibilities from and matters reserved to the board and its committees must be set out in a scheme of delegation including the functions delegated by the board to the chair, committees, the principal and the governance professional (and any other members of staff). Incorporated college boards and regional boards have no powers to delegate functions to an individual board member (except the chair who has no authority to act out with their delegated powers).

C.9 The board must ensure every board committee has a specified member of the management team to provide objective, specialist advice to support it to discharge its remit, including by explaining in an accessible way the matters under discussion and the possible implications of different options.

C.10 The board must consider and have in place procedures to ensure effective working relationships and constructive dialogue amongst the board as a whole and ensure there are effective reporting and two-way communications between committees and the board. The board must ensure that discussions and decisions of every committee are accurately recorded and reported to the board, no later than the next meeting of the board.

Risk Management

C.11 The board of a college or a regional body is responsible for the overall management of risk and opportunity. It must set the risk appetite of the body and ensure there is an appropriate balance between risk and opportunity and that this is communicated via the principal to the body's management team.

C.12 The board must ensure that sound risk management and internal control systems are in place and maintained. It must ensure there is a formal on-going process for identifying, reporting, evaluating and managing the body's significant risks and review the effectiveness of risk management, business continuity planning and internal control systems.

Audit Committee

C.13 The Audit Committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the body's governance, risk management and internal control framework. The Scottish Government Audit and Assurance Committee Handbook promotes the development of an assurance framework to aid the Committee in fulfilling this role. See Audit and Assurance Committee Handbook

C.14 The scope of the Audit Committee's work must be defined in its terms of reference and encompass all the assurance needs of the board and the principal. The Audit Committee must have particular engagement with internal and external audit, and must work with management and auditors to resolve any issues in relation to financial reporting.

C.15 The Audit Committee must promptly pursue recommendations arising from audit reports and must monitor their implementation.

C.16 The membership of the Audit Committee cannot include the board chair or the principal and, in line with the Audit and Assurance Committee Handbook, 'executive members of the organisation should not be appointed to the Audit and Assurance Committee', and the majority of members must be non-executive. The role of the college executive is to attend meetings at the invitation of the committee chair and to provide information for particular agenda items.

C.17 The Audit Committee terms of reference must provide for the committee to sit privately without any non-members present for all or part of a meeting if they so decide. The Audit Committee members should meet with the internal and external auditors without the executive team present at least annually.

C.18 At least one member of the Audit Committee should have recent relevant financial or audit experience.

Remuneration Committee

C.19 It essential that members of the Remuneration Committee understand their role and responsibilities. Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.

C.20 The board must have a formal procedure in place for setting the remuneration of the principal by a designated committee of non-executive members. The board may wish to supplement this by taking evidence from a range of sources. In particular, staff and students should have a role in gathering and submitting evidence in relation to the college principal to the relevant committee.

C.21 The board chair cannot be the chair of the Remuneration Committee (but they can be a member of it).

Financial and Institutional Sustainability

C.22 The board is responsible for ensuring the financial and institutional sustainability of the body. The board must ensure compliance with its Financial Memorandum (either with SFC or the regional strategic body, depending on which is funding it), including in relation to incorporated colleges and regional boards, relevant aspects of the Scottish Public Finance Manual.

C.23 The board must ensure that:

- funds are used as economically, efficiently and effectively as possible
- effective monitoring arrangements are in place
- college staff report relevant financial matters to it.

C.24 For colleges that are charitable organisations, board members are also charity trustees. The board of a college that is a charity must ensure its members are aware of their responsibilities under charity legislation and for complying with relevant provisions as set out by the Office of the Scottish Charity Regulator. See *OSCR Guidance and Good Practice for Charity Trustees*.

Staff Governance

C.25 The college board as the employer, is responsible for promoting positive employee relations and for ensuring effective partnership between recognised trade unions and management.

C.26 The board must have a system of corporate accountability in place for the fair and effective management of all staff, to ensure all legal obligations are met and all policies and agreements are implemented and identify areas that require improvement and to develop action plans to address them.

C.27 The board must comply with the nationally agreed college sector *Staff Governance Standard*.

C.28 The college board must comply with collective agreements placed on it through national collective bargaining for colleges.

Section D: Effectiveness

The Board Chair

D.1 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 board's 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 must engage with the principal and the governance professional in a manner which is both constructive and effective.

D.2 The board and its committees must have the appropriate balance of skills, experience, independence and knowledge of the body to enable them to discharge their respective duties and responsibilities effectively.

D.3 Senior Independent Member

The board must appoint one of the non-executive members 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 professional when necessary (see Annex 1 for the definition of 'non-executive'). The senior independent member should also be available where contact through the normal channels of chair, principal or governance professional has failed to resolve an issue or for which such contact is inappropriate. 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 Further information on the role of the senior independent member can be found in *The Guide for Board Members in the College Sector*.

Board Members

D.4 Each board member is collectively responsible and accountable for all board decisions. Board members must make decisions in the best interests of the college and/or region as a whole rather than selectively or in the interests of a particular group.

D.5 Staff, student and trade union board members are full board members and bring essential and unique, skills, knowledge and experience to the board. Staff, student and trade union board members must not be excluded from board business unless there is a clear conflict of interest, in common with all board members.

D.6 Where the college is a charity, all board members, as charity trustees, including staff, student and trade union 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 body. 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

D.7 The college board must appoint the principal as chief executive of the college, securing approval for the appointment and terms and conditions of the appointment from the regional strategic body if necessary.

D.8 The college board must ensure there is an open and transparent recruitment process for the appointment. Students and staff must have an opportunity to contribute to the recruitment process.

D.9 The college board must delegate to the principal, as chief executive, authority for the academic, corporate, financial, estate and human resource management of the college, and must ensure the establishment of such management functions are undertaken by and under the authority of the principal.

D.10 The college board must ensure a clear process is in place to set and agree personal performance measures for the principal. This process should seek the views of students and staff. The chair, on behalf of the board, should monitor, review and record the principal's performance, at least annually, against the agreed performance measures.

D.11 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 professional. The principal also enables good governance through supporting effective communication and interaction between the body and the rest of the college including staff and students.

D.12 The board provides strategic direction for the region and/or college, and the chair provides leadership to the board. The principal provides leadership to the staff of the body.

D.13 The board must provide a constructive challenge to the principal and executive team and hold them to account.

Governance Professional

D.14 The board must 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 of the board.

D.15 All board members must have access to the governance professional who has an important governance 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 powers, including in relation to relevant legislation
    - the board's compliance with its Financial Memorandum, the Code for 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 professional 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.
- attending and providing support to every board meeting and every meeting of every board committee. Where the governance professional is unable to attend, while the governance professional retains overall responsibility, proper arrangements must be made to cover the role with a person who is fully able to discharge the role effectively.
- having an unambiguous right to speak at board and committee meetings to convey any concerns they may have about governance. This extends to someone substituting for the governance professional.
- reporting any unresolved concerns about the governance of the body to the relevant funding body (i.e., SFC or the regional strategic body).

D.16 The board must ensure the governance professional:

- 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.

D.17 The board must ensure arrangements are in place to deal with a governance professional's potential or real conflicts of interest.

Board Member Appointment, Induction and Training

D.18 For boards with responsibility for board appointments, the board must ensure a formal and open procedure is in place for recruiting and selecting new non-executive board members. Boards must have regard to current Ministerial Guidance on board appointments.

D.19 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 and trade union members to the board.

D.20 The chair must ensure that new board members receive a formal induction on joining the board, tailored in accordance with their individual and collective needs. The governance professional should support the chair in the provision of relevant induction for new board members.

D.21 The board must ensure all board members undertake appropriate training and development in respect of their governance role. The governance professional should support the chair in the provision of relevant training and development opportunities for board members, which should be tailored to meet board members skills and needs. The governance professional must keep records of the development activity of board members, including the chair.

D.22 The board must ensure that new committee members receive a committee induction and have their specific training needs assessed and met.

Board Evaluation

D.23 Extension of the term of office of board appointments requires evidence and the board must ensure appropriate mechanisms are in place to support this.

D 24 The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness every three to five years. The board should determine the timing for this externally facilitated review as part of the annual effectiveness review. The board must send its self-evaluation (including an externally facilitated evaluation) and board development plan (including progress on previous year's plan) to its funding body and publish them online.

Commented [cm1]: Pending agreement from SFC and Scottish Government

D.25 The board must agree a process for evaluating the effectiveness of the board chair and the committee chairs. The evaluation of the board chair should normally be led by the senior independent member.

D.26 The board must ensure all board members are subject to appraisal of their performance, conducted at least annually, normally by the chair of the board.

D.27 The performance of regional college chairs will also be evaluated by the Scottish Government, as regional college chairs are appointed by the Scottish Ministers and are personally accountable to them.

D.28 The performance of assigned, incorporated college chairs will also be evaluated by the regional strategic body, as they are appointed by the regional strategic body and are personally accountable to them.

Section E: Relationships and Collaboration

Partnership Working

E.1 The board must work in partnership to secure the coherent provision of high quality fundable further and higher education in their localities.

E.2 The board must ensure effective consultation, local and regional planning and must follow the principles of effective collaborative working: mutual respect, trust and working towards commonly agreed outcomes.

E.3 The board must 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.

E.4 The board must encourage and support effective partnership working and collaboration within and across regions to address local needs and meet national priorities and specialisms.

Annex 1

References and Definitions

- "**college**" means a college funded by either SFC or a regional strategic body.
- "**incorporated college**" means a college with a board of management under part 1 of the Further and Higher Education (Scotland) Act 1992.
- "**assigned** college" means a college assigned to a regional strategic body.
- "**regional board**" means a regional strategic body that has no other functions. There is one regional board – Glasgow Colleges' Regional Board.
- "**board**" means the governing body of the college or to the regional strategic body.
- "**body**" means the organisation in question, i.e., a college or regional strategic body.
- "**principal**" includes where appropriate in the context, the chief officer or equivalent person of a regional strategic body.
- '**non-executive**' means a member who is not the chair of the board and who does not otherwise hold a specific position on the board i.e., is not a student member or a staff or trade union member; and in the case of a college board, is not the principal; and in the case of a regional board is not the chair of an assigned college.
- The reference to a non-executive majority under C.7(d) reflects the underlying governance principle of ensuring an appropriate degree of independence and objectivity in all board decision-making. A board quorum should always require a non-executive majority. When determining a quorum, the chair of the board may be considered to be a non-executive member.
- In the context of the regional strategic body in the Highlands and Islands, the board means the Court of the University of the Highlands and Islands (UHI).
- New College Lanarkshire is the designated regional college and regional strategic body with South Lanarkshire College as an assigned college.
- Glasgow Colleges' Regional Board: this is the only part of Scotland with a regional strategic body which has been established as an organisation with only this role.

ITEM 03.e

UHI | INVERNESS

Code of Conduct for Members 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	June 2015
First Review Date	June 2018
Date review approved by BoM	March 2021
Next Review Date	March 2024
Equality impact assessment	N/A
Further information (where relevant)	

Reviewer	Date	Review Action/Impact
Secretary to BoM	01.12.2020	Approved by BoM
Secretary to BoM	31.03.2022	Adoption of Updated Model Code of Conduct by BoM. Approved by BoM

CODE OF CONDUCT for MEMBERS of the BOARD of MANAGEMENT OF UHI INVERNESS

CONTENTS

ANNEXES

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

1.1 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the Ethical Standards in Public Life etc. (Scotland) Act 2000 (the "Act").

1.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.

1.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in Section 2 and set out how the provisions of the Code should be interpreted and applied in practice.

My Responsibilities

1.4 I understand that the public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.

1.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of my public body, have referred to myself as a board member or could objectively be considered to be acting as a board member.

1.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.

1.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and my public body's rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland ("Standards Commission") and my public body, and endeavour to take part in any training offered on the Code.

1.8 I will not, at any time, advocate or encourage any action contrary to this Code.

1.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of my public body. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

Enforcement

1.10 Part 2 of the Act sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at **Annex A**.

SECTION 2: KEY PRINCIPLES OF THE MODEL CODE OF CONDUCT

2.1 The Code has been based on the following key principles of public life. I will behave in accordance with these principles and understand that they should be used for guidance and interpreting the provisions in the Code.

2.2 I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.

The key principles are:

Duty
I have a duty to uphold the law and act in accordance with the law and the public trust placed in me. I have a duty to act in the interests of the public body of which I am a member and in accordance with the core functions and duties of that body.

Selflessness
I have a duty to take decisions solely in terms of public interest. I must not act in order to gain financial or other material benefit for myself, family or friends.

Integrity
I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

Objectivity
I must make decisions solely on merit and in a way that is consistent with the functions of my public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship
I am accountable to the public for my decisions and actions. I have a duty to consider issues on their merits, taking account of the views of others and I must ensure that my public body uses its resources prudently and in accordance with the law.

Openness
I have a duty to be as open as possible about my decisions and actions, giving reasons for my decisions and restricting information only when the wider public interest clearly demands.

Honesty
I have a duty to act honestly. I must declare any private interests relating to my public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership
I have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of my public body and its members in conducting public business.

ITEM 04.e

Respect

I must respect all other board members and all employees of my public body and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

SECTION 3: GENERAL CONDUCT

Respect and Courtesy

3.1 I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.

3.2 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.

3.3 I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.

3.4 I accept that disrespect, bullying and harassment can be:

a) a one-off incident,
b) part of a cumulative course of conduct; or
c) a pattern of behaviour.

3.5 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal and non-verbal conduct.

3.6 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies and training material (where appropriate) to ensure that my knowledge and understanding is up to date.

3.7 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.

3.8 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.

3.9 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.

3.10 I will respect and comply with rulings from the Chair during meetings of:

a) my public body, its committees; and
b) any outside organisations that I have been appointed or nominated to by my public body or on which I represent my public body.

3.11 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

Remuneration, Allowances and Expenses

3.12 I will comply with the rules, and the policies of my public body, on the payment of remuneration, allowances and expenses.

Gifts and Hospitality

3.13 I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services ("gift or hospitality") that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.

3.14 I will never **ask for** or **seek** any gift or hospitality.

3.15 I will refuse any gift or hospitality, unless it is:

a) a minor item or token of modest intrinsic value offered on an infrequent basis;
b) a gift being offered to my public body;
c) hospitality which would reasonably be associated with my duties as a board member; or
d) hospitality which has been approved in advance by my public body.

3.16 I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.

3.17 I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.

3.18 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, my public body.

3.19 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to my public body at the earliest possible opportunity and ask for it to be registered.

3.20 I will promptly advise my public body's Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that my public body can monitor this.

3.21 I will familiarise myself with the terms of the Bribery Act 2010, which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality

3.22 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.

3.23 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.

3.24 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit my public body (even if my personal view is that the information should be publicly available).

3.25 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

Use of Public Body Resources

3.26 I will only use my public body's resources, including employee assistance, facilities, stationery and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.

3.27 I will not use, or in any way enable others to use, my public body's resources:

a) imprudently (without thinking about the implications or consequences);
b) unlawfully;
c) for any political activities or matters relating to these; or
d) improperly.

Dealing with my Public Body and Preferential Treatment

3.28 I will not use, or attempt to use, my position or influence as a board member to:

a) improperly confer on or secure for myself, or others, an advantage;
b) avoid a disadvantage for myself, or create a disadvantage for others or
c) improperly seek preferential treatment or access for myself or others.

3.29 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.

3.30 I will advise employees of any connection, as defined at Section 5, I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

Appointments to Outside Organisations

3.31 If I am appointed, or nominated by my public body, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.

3.32 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and my public body.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.

4.2 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member, and register any changes to those interests within one month of those changes having occurred.

4.3 The interests which I am required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

Category One: Remuneration

4.4 I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:

a) employed;
b) self-employed;
c) the holder of an office;
d) a director of an undertaking;
e) a partner in a firm;
f) appointed or nominated by my public body to another body; or
g) engaged in a trade, profession or vocation or any other work.

4.5 I understand that in relation to 4.4 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.

4.6 I understand that if a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under Category Two, "Other Roles".

4.7 I must register any allowances I receive in relation to membership of any organisation under Category One.

4.8 When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.

4.9 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph 6.7 of this Code.

4.10 Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.

4.11 When registering a directorship, it is necessary to provide the registered name and registered number of the undertaking in which the directorship is held and provide information about the nature of its business.

4.12 I understand that registration of a pension is not required as this falls outside the scope of the category.

Category Two: Other Roles

4.13 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.

4.14 I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.

Category Three: Contracts

4.15 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.19 below) have made a contract with my public body:

a) under which goods or services are to be provided, or works are to be executed; and
b) which has not been fully discharged.

4.16 I will register a description of the contract, including its duration, but excluding the value.

Category Four: Election Expenses

4.17 If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.

Category Five: Houses, Land and Buildings

4.18 I have a registrable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of my public body.

4.19 I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to my public body and to the public, or could influence my actions, speeches or decision-making.

Category Six: Interest in Shares and Securities

4.20 I have a registerable interest where:

a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or
b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.

Category Seven: Gifts and Hospitality

4.21 I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.

Category Eight: Non–Financial Interests

4.22 I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).

Category Nine: Close Family Members

4.23 I will register the interests of any close family member who has transactions with my public body or is likely to have transactions or do business with it.

SECTION 5: DECLARATION OF INTERESTS

Stage 1: Connection

5.1 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.

5.2 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.

5.3 A connection includes anything that I have registered as an interest.

5.4 A connection does not include being a member of a body to which I have been appointed or nominated by my public body as a representative of my public body, unless:

a) The matter being considered by my public body is quasi-judicial or regulatory; or
b) I have a personal conflict by reason of my actions, my connections or my legal obligations.

Stage 2: Interest

5.5 I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

Stage 3: Participation

5.6 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.

5.7 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.

5.8 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.

5.9 I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept the appointment or nomination.

SECTION 6: LOBBYING AND ACCESS

6.1 I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations and companies. I must distinguish between:

a) any role I have in dealing with enquiries from the public;
b) any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
c) lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with my public body (for example contracts/procurement).

6.2 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or my public body's, decision-making role.

6.3 I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of my public body or any statutory provision.

6.4 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon my public body.

6.5 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of my public body.

6.6 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.

6.7 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the Lobbying (Scotland) Act 2016.

6.8 I will not accept any paid work:

a) which would involve me lobbying on behalf of any person or organisation or any clients of a person or organisation.

b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence my public body and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of my public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

ANNEX A: BREACHES OF THE CODE

Introduction

1. The Ethical Standards in Public Life etc. (Scotland) Act 2000 ("the Act") provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.

2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.

3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the Standards Commission for Scotland ("Standards Commission") and the post of Commissioner for Ethical Standards in Public Life in Scotland ("ESC").

4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body's Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.

5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

Investigation of Complaints

6. The ESC is responsible for investigating complaints about members of devolved public bodies. It is not, however, mandatory to report a complaint about a potential breach of the Code to the ESC. It may be more appropriate in some circumstances for attempts to be made to resolve the matter informally at a local level.

7. On conclusion of the investigation, the ESC will send a report to the Standards Commission.

Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:

   - Do nothing;
   - Direct the ESC to carry out further investigations; or
   - Hold a Hearing.

9. Hearings are held (usually in public) to determine whether the member concerned has breached their public body's Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities, that there has been a contravention of the

Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

Sanctions

10. The sanctions that can be imposed following a finding of a breach of the Code are as follows:

- **Censure**: A censure is a formal record of the Standards Commission's severe and public disapproval of the member concerned.
- **Suspension**: This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. Partial suspension means that the member is suspended from attending some of the meetings of the public body. The Commission can direct that any remuneration or allowance the member receives as a result of their membership of the public body be reduced or not paid during a period of suspension.
- **Disqualification**: Disqualification means that the member is removed from membership of the body and disqualified (for a period not exceeding five years), from membership of the body. Where a member is also a member of another devolved public body (as defined in the Act), the Commission may also remove or disqualify that person in respect of that membership. Full details of the sanctions are set out in section 19 of the Act.

Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

- That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or
- That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found here.

12. The decision to impose an interim suspension is not, and should not be seen as, a finding on the merits of any complaint or the validity of any allegations against a member of a devolved public body, nor should it be viewed as a disciplinary measure.

ANNEX B: DEFINITIONS

"Bullying" is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted.

"Chair" includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

"Code" is the code of conduct for members of your devolved public body, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.

"Cohabitee" includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

"Confidential Information" includes:

- any information passed on to the public body by a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public;
- information of which the law prohibits disclosure (under statute or by the order of a Court);
- any legal advice provided to the public body; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

"Election expenses" means expenses incurred, whether before, during or after the election, on account of, or in respect of, the conduct or management of the election.

"Employee" includes individuals employed:

- directly by the public body;
- as contractors by the public body, or
- by a contractor to work on the public body's premises.

"Gifts" a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services or facilities at a cost below that generally charged to members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

"Harassment" is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

"Hospitality" includes the offer or promise of food, drink, accommodation, entertainment or the opportunity to attend any cultural or sporting event on terms not available to the general public.

"Relevant Date" Where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5th April immediately following that date and in each succeeding year, where the interest is retained on that 5th April.

"Public body" means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

"Remuneration" includes any salary, wage, share of profits, fee, other monetary benefit or benefit in kind.

"Securities" a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

"Undertaking" means:
a) a body corporate or partnership; or
b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

Financial Memorandum between University of the Highlands and Islands (Regional Strategic Body) and Inverness College UHI (Assigned College)

Lead Officer	Chair of the Board of Management
Review Officer	Secretary to the Board of Management
Date first approved by BoM	1 January 2016
First Review Date	1 January 2019
Date review approved by BoM	
Next Review Date	
Equality impact assessment	N/A
Further information (where relevant)	

Reviewer	Date	Review Action/Impact
Gov Officer	11/09/2025	College logo updated.

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FINANCIAL MEMORANDUM

Introduction

Purpose of this document

1. This Financial Memorandum (FM) sets out the formal relationship between the University of the Highlands & Islands Regional Strategic Body and Inverness College UHI (the College) and the requirements with which the College must comply in return for payment of grant by the Regional Strategic Body.

2. The FM also makes it a term and condition of grant from the Regional Strategic Body that Inverness College UHI complies with the requirements of the Scottish Public Finance Manual (SPFM) and sets out the special actions and derogations, which have been agreed with the Scottish Ministers.

Definitions

3. University of the Highlands & Islands (Court) is the Regional Strategic Body, therefore any reference to Regional Strategic Body should be read as the University of the Highlands and Islands. It is noted that the University Court has delegated consideration of further education matters to the UHI FE Regional Board although ultimate accountability rests with the Court.

4. Chief Officer is defined as the Principal and Vice Chancellor of University of the Highlands and Islands.

5. Chief Executive Officer is defined as the College Principal.

Compliance with the Financial Memorandum

6. The responsibility for ensuring that the College complies with this FM rests with the governing body of the College. Questions about the interpretation of the FM may be raised with officers of the Regional Strategic Body.

7. Where the College's interpretation of the FM differs from that of the Regional Strategic Body, the Regional Strategic Body will seek, wherever possible, to reach agreement in a spirit of partnership with the College.

However, the Regional Strategic Body's interpretation of this FM shall be final.

Effective date

8. This FM shall take effect from 1st January 2016.

Structure of this document

9. The FM is in four parts:

- Part 1: defines the relationship between the Regional Strategic Body and the College and the responsibilities of each for the proper stewardship of public funds
- Part 2: contains the general requirements that apply to the College
- Part 3: contains additional requirements for incorporated colleges

Part 1: The relationship between the Regional Strategic Body and the College

Responsibilities of the Regional Strategic Body

1. The Regional Strategic Body has been established under the Further and Higher Education (Scotland) Act 2005, as amended by the Post-16 Education (Scotland) Act 2013, to support a regional approach to the planning and funding of college provision.

2. A Regional Strategic Body may make grants, loans or other payments to the governing bodies of colleges assigned to it for the provision of further education, higher education, research and related activities.

3. The legislation also confers certain duties and responsibilities on the Regional Strategic Body, including to exercise its functions with a view to securing coherent, high quality further and higher learning provision in the localities of its colleges, and monitoring the performance of its colleges.

4. Under the terms of the 2005 Act, the Regional Strategic Body may attach terms and conditions to the payment of grant made to its colleges. It is a term and condition of grant payment from the Regional Strategic Body that the governing body of the College and its designated officers comply with the requirements set out in this FM.

Accountability

5. The Regional Strategic Body is accountable to the Scottish Funding Council (SFC) for the use of public funds provided to it by SFC under the terms of the relevant legislation.

6. The Chief Officer of the Regional Strategic Body is responsible and accountable to the SFC for ensuring that funds provided to the Body are used for the purposes for which they have been given, and in ways that comply with the conditions attached to them. The Chief Officer has a personal responsibility for the propriety and regularity of the public finances provided to the Regional Strategic Body, and for ensuring that funding is used economically, efficiently and effectively.

Assurance

7. In order to meet his or her responsibilities, the Chief Officer of the Regional Strategic Body must be satisfied that the governing body of the College meets the requirements of this FM as a condition of receiving grant funding from the Regional Strategic Body. The Regional Strategic Body will therefore

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seek financial management and other information from the College but, as far as possible, will rely on data and information that the College has produced to meet its own needs. If further information is required, the Regional Strategic Body will make a specific request in the context of its commitment to efficient regulation.

8. The Chief Executive Officer of the College shall provide a letter of representation (template will be provided) to the Chief Officer of the Regional Strategic Body on 30th April each year confirming that all requirements of the financial memorandum have been met. If any requirements cannot be confirmed, the reasons for non-compliance should be explained in writing by the Chief Executive Officer and actions to rectify the position agreed with the Chief Officer of the Regional Strategic Body.

9. Where the Regional Strategic Body has concerns or insufficient information to provide the assurance required, it will, in the first instance, seek to resolve matters with the Chief Executive Officer of the College. Where this has not proved possible, or in the case of significant concerns, the Chief Officer of the Regional Strategic Body will inform the Chair of the College governing body and the College's Chief Executive Officer in writing – and without delay – and will specify what action is required to address these concerns.

10. Where circumstances warrant it, the Regional Strategic Body's Chief Officer may suspend the payment of any or all grants to the College. The Regional Strategic Body may also use its powers to attend and address a meeting of the College governing body.

What the College can expect from the Regional Strategic Body

11. The Regional Strategic Body will conduct its affairs to high standards of corporate governance and public administration. It will maintain a complaints procedure and a separate appeals process for funding decisions.

12. The Regional Strategic Body will act reasonably on the basis of the fullest available evidence and objective analysis. Subject to any legal requirement to observe confidentiality, it will be open and transparent with the College, and with other stakeholders, and will give or be prepared to give a public justification of its decisions.

13. In discharging its responsibilities, the Regional Strategic Body will seek to make regulation efficient and effective.

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14. The Regional Strategic Body will seek at all times to work in a spirit of partnership with the College, including maintaining regular dialogue with the College and, where appropriate, its representative bodies. The shared aim of that partnership will be to work collaboratively to support the College deliver its strategic priorities and commitments in terms of the Regional Outcome Agreement with SFC, and to ensure that the Regional Strategic Body can deliver its regional priorities and undertake its statutory and other functions. The Regional Strategic Body recognises that the College may also undertake activities, and have to comply with legislation and regulation, which may fall outside the scope of this partnership.

15. The Regional Strategic Body will allocate and pay grant to the College in accordance with its current policies and procedures. The College will be consulted in advance and given reasonable notice of any significant change to these policies and procedures and of significant changes in overall funding levels.

The Regional Strategic Body's governance requirements of the College

16. The Regional Strategic Body must be able to rely on the whole system of governance, management and conduct of the College to safeguard all funds of the College deriving from the Regional Strategic Body and achieve the purposes for which those funds are provided.

17. The Regional Strategic Body requires the governing body of the College to comply with the principles of good governance set out in the Code of Good Governance for Scotland's Colleges. The Regional Strategic Body also requires the governing body of the College to ensure that:

- Public funds are used in accordance with relevant legislation, the requirements of this FM and only for the purpose(s) for which they were given. Strategic, Capital or other grant funding must only be used for the purpose for which it is provided by the Regional Strategic Body
- Subject to any legal requirement to observe confidentiality, the College will be open and transparent with the Regional Strategic Body and other stakeholders, and will give, or be prepared to give, a public justification of its decisions in relation to the use of public funds
- The College strives to achieve value-for-money and is economical, efficient and effective in its use of public funding
- There is effective planning and delivery of the College's activities in

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accordance with its mission and its commitments to the Regional Outcome Agreement agreed with SFC

- The College plans and manages its activities to remain sustainable and financially viable. A College is being managed on a sustainable basis if, year on year, it generates sufficient income to cover its costs and allow for maintenance of and investment in its infrastructure (physical, human and intellectual) at a level which enables it to maintain adaptive capacity necessary to meet future demands
- The College has a sound system of internal management and control, including an audit committee, an effective internal audit service, and adequate procedures to prevent fraud or bribery
- The College has an effective policy of risk management and risk management arrangements. The College complies with the Regional Strategic Body policy on risk management and risk management arrangements and shares information with the Regional Strategic Body in line with agreed protocol
- The College has regular, timely, accurate and adequate information to monitor performance and account for the use of public funds. Such information will be made available to the Regional Strategic Body on request, as necessary, for the exercise of its functions and to gain assurance
- The College is engaged actively in continuously enhancing the quality of its activities and involves the Regional Strategic Body, students and other stakeholders in these processes
- The Regional Strategic Body Internal Audit Service has rights of access to all the College's premises, staff, records information and assets which it considers necessary to fulfil its role and responsibilities. Access will be arranged by prior agreement where possible
- As well as being accountable directly to the governing body of the College for the proper conduct of the College's affairs, the Chief Executive Officer of the College is also accountable directly to the Regional Strategic Body's Chief Officer for the College's proper use of funds deriving from the Regional Strategic Body and its compliance with the requirements of this FM.

18. The Chief Executive Officer of the College must inform the Regional Strategic Body's Chief Officer without delay of any circumstance that is having, or is likely to have, a significant adverse effect on the ability of the College to deliver its education programs, and other related activity, including delivery of its

commitment to the Regional Outcome Agreement with SFC. He or she must also notify the Regional Strategic Body's Chief Officer of any serious weakness, such as a significant and immediate threat to the College's financial position, significant fraud or major accounting breakdown or any material non-compliance with any requirement of this FM.

19. The Regional Strategic Body reserves the right to investigate any of the matters notified above in order to establish the facts and to determine whether appropriate actions have been or are being taken to mitigate the risk of reoccurrence.

Revisions to the Financial Memorandum

20. The Regional Strategic Body will make changes to the requirements of this FM only after consulting the SFC, the College, its representative bodies and other relevant stakeholders.

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Part 2: General requirements

1. Unless otherwise stated, the following general requirements apply to the College.

Financial Memorandum

2. It is a term and condition of grant payment from the Regional Strategic Body that the governing body of the College and its designated officers comply with the requirements set out in this FM.

Post-16 Education Body criteria

3. In undertaking its functions, the governing body of the College must keep under review and have in place satisfactory provision in relation to the list of matters set out in section 7 (2) of the 2005 Act, as amended by the Post-16 Education (Scotland) Act 2013.

Outcome Agreement

4. The College must deliver its commitment to the Regional Outcome Agreement with SFC as agreed with the Regional Strategic Body.

Payment of Strategic, Capital or other Grants

5. Where the Regional Strategic Body makes a payment to the College of a Strategic, Capital or other grant, the College will be required to comply with any additional requirements attached to the grant, as well as with this FM.

Changes to grant payments

6. If the SFC revises its payment of grant to the Regional Strategic Body, then the Regional Strategic Body reserves the right to make adjustments to its payment of grant to the College.

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Repayment of grant

7. If the College fails to comply with the requirements of this FM, and any other specific terms and conditions attached to the payment of grant from the Regional Strategic Body, it may be required to repay the Regional Strategic Body any sums received from it and may be required to pay interest in respect of any period during which a sum due to the Regional Strategic Body in accordance with this or any other condition remains unpaid.

8. If, in the reasonable opinion of the Regional Strategic Body, any provision set out in this FM is not observed by the College, the Regional Strategic Body will be entitled, in respect of the payment of grant from the Regional Strategic Body:

   - In the case of funding by way of grant: to require immediate repayment of any and all grants or any part or parts of any grants at any time after the Regional Strategic Body becomes aware of such failure to observe (without prejudice to further demands until the whole of all sums made available by way of grant shall have been paid in full)
   - In the case of funding by way of loan (notwithstanding the terms of any agreement attached to the same): to require immediate repayment of the whole or part of each such loan at any time after the Regional Strategic Body becomes aware of such failure to observe (without prejudice to further demands until the whole of all sums made available by way of loan shall have been repaid in full).

Public sector pay policy

9. The College must have regard to public sector pay policy set by the Scottish Ministers.

Tuition fees

10. Where applicable, the College must charge student tuition fees at the levels set by the Scottish Ministers under either the Student Fees (Specification) (Scotland) Order 2006 or the Student Fees (Specification) (Scotland) Order 2011, whichever is applicable.[1]

[1] The level of tuition fees in 2014-15 for full-time undergraduate first degree students is £1,820. The same fee applies for PGDE and PGDipCE courses. A higher medical fee £2,895 applies only to

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continuing students. Forfull-time higher education courses at sub-degree level, a fee of £1,285 should be charged.

However:

- the tuition fee levels set by the Scottish Ministers under the student Fees (Specification) (Scotland) Order 2006 do not apply to students who do not have a relevant connection with the United Kingdom and Islands or are not excepted students within the meaning of the Education (Fees and Awards) (Scotland) Regulations 2007; and
- The tuition fee levels set by the Scottish Ministers under the Student Fees (Specification) (Scotland) Order 2011 do not apply to students who do not have a relevant connection with Scotland or are not excepted students within the meaning of the Education (Fees) (Scotland) Regulations 2011, but any tuition fees charged to students from the rest of the United Kingdom must not exceed £9,000 per year[2].

Disposal of exchequer funded assets

11. In disposing of exchequer funded assets, the College must in the first instance notify the Regional Strategic Body and follow the guidance in the relevant procedure notes on the SFC website as amended from time-to-time.

Student activity

12. Where appropriate, the College must provide data returns requested by the SFC to the standards specified and by the deadline set by the Regional Strategic Body. For further education activity the SFC's Student Activity Data Guidance for Colleges can be found on the SFC website.

Student support guidance

13. Where appropriate, the College's must follow SFC's Student Support Guidance.

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2 At the moment, this £9,000 limit is not set by legislation but will be once an order is made under section 9D of the Further and Higher Education (Scotland) Act 2005 (as inserted by the Post-16 Education (Scotland) Act 2013.).

European Social Funds

14. Where the College is in receipt of European Social Fund funding, it must follow SFC's ESF guidance and the Regional Strategic Body protocol.

Audit and accounting

15. The governing body must appoint and have in place an effective audit committee and ensure the establishment and maintenance of effective arrangements for the provision of internal and external audit. For incorporated colleges, Audit Scotland will appoint external auditors.

16. The Audit Committee must produce an annual report to the governing body of the College

Accounts direction

17. The College must follow the SFC's current Accounts Direction in the preparation of its annual financial statements and comply with the Regional Strategic Body requirements to facilitate the production of consolidated statutory accounts if required.

Internal audit

18. The College must have in place an effective internal audit service. The operation and conduct of the internal audit service should conform to the professional standards of the Chartered Institute of Internal Auditors. For incorporated colleges, the operation and conduct of internal audit must comply with Public Sector Internal Audit Standards and, where relevant the SFPM.

19. The College must inform the Regional Strategic Body when an internal auditor is appointed and must inform the Regional Strategic Body immediately if the internal auditor is removed or departs before the end of their term of office.

20. The internal audit service must provide the governing body and senior

management of the College with an objective assessment of adequacy and effectiveness of risk management, internal control, governance, and value-for- money.

21. The internal audit service must extend its review over all the financial and other management control systems, identified by the audit needs assessment process. It must cover all activities in which the College has a financial interest, including those not funded by the Regional Strategic Body. It must include review of controls – including investment procedures – that protect the College in its dealings with organisations, such as subsidiaries or associated companies, Arms-Length Foundations, students' associations, and collaborative ventures or joint ventures with third parties.

22. The internal audit service will work with the Regional Strategic Body Internal Audit Service to coordinate audit planning and auditing activities in an effort to optimise audit assurance and minimise duplication.

23. The internal audit service where required by the Regional Strategic Body Internal Audit Service shall carry out audits of, but not limited to, Student statistical returns, Education Maintenance Allowances, Student Support Funds in accordance with the relevant guidance and report the findings and provide appropriate audit certificates to the Regional Strategic Body Internal Audit Service.

24. The internal auditor must produce an annual report for the governing body of the College on its activities during the year. The report must include an opinion on the adequacy and effectiveness of the College's risk management, internal control, and governance. The report must be presented to the College's audit committee and a copy sent to the Regional Strategic Body.

25. The College must not in any way limit the Regional Strategic Body access to assurance information and reports from the College's Internal Audit Service.

Value for money

26. The College must have a strategy for reviewing systematically management's arrangements for securing value for money.

27. As part of its internal audit arrangements, the College must obtain a comprehensive appraisal of management's arrangements for achieving value for money. A copy of this appraisal should be included in the

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College's Internal Auditors Annual Report.

External Audit

28. The external auditor must be entitled to receive all notices of and other communications relating to any meeting of the governing body of the College which any member of the governing body is entitled to receive. They must also be entitled to attend any such meeting and to be heard at any meeting which they attend, on any part of the business which concerns them as auditors.

29. The external auditor must also be entitled to attend the meeting of the governing body of the College or other appropriate committee at which the College's annual report and financial statements are presented.

    The external auditor is expected to attend, as a minimum, any meetings of the audit committee of the College where relevant matters are being considered, such as planned audit coverage, the audit report on the financial statements and the audit management letter. It is the responsibility of the secretary to the College audit committee to notify the external auditor of such meetings.

30. The external auditors, notwithstanding responsibilities to their clients, are expected to co-operate fully with any enquiries or routine monitoring that the Regional Strategic Body undertakes.

31. The College must not in any way limit the Regional Strategic Body's access to the College's external auditors.

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Part 3: Additional requirements for incorporated colleges

1. The following additional requirements apply to incorporated colleges.

Scottish Public Finance Manual

2. The College must follow the requirements of the Scottish Public Finance Manual (SPFM) except where any special actions or derogations have been agreed with the Scottish Ministers.

3. The derogations and actions in the following paragraphs have been agreed with the Scottish Ministers and must be read in conjunction with the SPFM. Where reference is made to the SPFM, please refer to the relevant section for the detailed requirements.

4. In cases where the SPFM requires bodies to notify or request prior approval from the Scottish Government or SFC, the College must, in the first instance, contact the Regional Strategic Body.

Borrowing

5. All borrowing by the College will require the approval of the Scottish Ministers. Requests to borrow must be submitted, through the Regional Strategic Body, to the SFC in the first instance.

Cash management and banking

6. Grant payment will not be made in advance of need, as determined by the level of unrestricted cash reserves and planned expenditure. Unrestricted cash reserves held during the course of the year must be kept to the minimum level consistent with the efficient operation of the College and the level of funds required to meet any relevant liabilities at the year-end. Grant-in-aid not drawn down by the end of the financial year (31 March) shall lapse. Grant-in-aid must not be paid into any restricted reserve held by the College.

7. The Regional Strategic Body will work with individual incorporated colleges to ensure that there is an internal partnership solution so that it is not necessary for the College to use arms' length foundations to keep the funding available for use within the partnership.

8. Banking arrangements must ensure they offer best value and comply with the Banking section of the SPFM. The Scottish Ministers have approved a derogation which delays the move to the Government Banking Service (GBS)

to 2016-17 at the earliest.

9. The College may extend existing banking arrangements, provided they are not extended beyond Financial Year 2016-17. Any extension beyond Financial Year 2016-17 requires the agreement of the Scottish Ministers.

10. The College can operate bank overdraft facilities to assist it in managing the timing of income and expenditure through its bank account. Overdrafts should not be used as a means of increasing borrowing.

Contingent commitments

11. The College must seek, through the Regional Strategic Body, SFC's prior written consent if it intends to lend or give a guarantee, indemnity or letter of comfort. The value of the guarantee should be equal to the total contingent liability over the term of the guarantee. In all cases, the College must take steps to restrict the contingent liability to a minimum and should undertake a careful appraisal of the risks before accepting any contingent liability.

12. The College must also provide assurance that, in the event of the contingent liability arising, it can be met from within the College's own resource, or that appropriate insurance cover has been arranged.

13. However, SFC's written consent is not required for such arrangements if the indemnity is of a standard type contained in contracts and agreements for 'day-to-day' procurement of goods and services in the normal course of business.

Delegated financial limits and annual reporting requirements

14. The College's specific delegated financial limits are set out in **Appendix A**. The College must obtain, through the Regional Strategic Body, SFC's prior written approval before entering into any undertaking to incur any expenditure that falls outwith these delegations.

15. Prior SFC approval, through the Regional Strategic Body, must always be obtained before incurring expenditure for any purpose that is, or might be considered, novel, contentious or repercussive or which has or could have significant future cost implications.

16. What might be regarded as novel or contentious inevitably involves a degree of judgement. Novel would include proposed expenditure or financial

arrangements of a sort not undertaken previously or which is not standard practice. Contentious would include proposed expenditure or financial arrangements where there was any doubt as to its regularity – for example, its compliance with relevant legislation or guidance – or its propriety – for example, compliance with the standards expected of publicly funded bodies or their officials. Proposed expenditure or financial arrangements that might be considered to be sensitive politically would also be regarded as contentious.

17. In addition, any frauds that are detected must be reported, through the Regional Strategic Body, to SFC as and when they occur.

18. The College must establish appropriate documented internal delegated authority arrangements consistent with the Delegated Authority section of the SPFM and this FM.

19. Appendix A also sets out the levels for certain categories of expenditure above which the College should report annually through the Regional Strategic Body to SFC. The report should describe the number of instances and total cost, by category of expenditure.

Duties to provide information on certain expenditure as required by The Public Services Reform (Scotland) Act 2010

20. As soon as is reasonably practicable after the end of each financial year, the College must publish a statement of any expenditure that it has incurred during that financial year on or in connection with the matters described below.

- Public relations
- Overseas travel,
- Hospitality and entertainment,
- External consultancy.

21. As soon as is reasonably practicable after the end of each financial year, the College must publish a statement specifying the amount, date, payee and subject-matter of any payment, relating to any of the matters listed above, made during that financial year which has a value in excess of £25,000.

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Early departures of staff

22. The College must follow the requirements of the SPFM in determining settlement agreements, severance, early retirement and redundancy arrangements and payments. In addition, the College must have regard to the principles of good practice in managing early departures of staff contained in Audit Scotland's May 2013 report: *Managing early departures from the Scottish public sector.*

23. In line with the requirements of the SPFM, the College's severance scheme must be approved, through the Regional Strategic Body, by SFC. Provided a severance payment is within the parameters of a scheme, which has been approved by the SFC, there will be no need for the College to seek approval to the individual payment from SFC.

24. However, special severance payments in excess of £1,000 must be approved, through the Regional Strategic Body, by SFC, except where provision for such payments has been included in a severance scheme approved by SFC. (See Appendix A).

External business and management consultancy contracts

25. Any external consultancy contracts with a value of more than £100,000 must be approved in advance, through the Regional Strategic Body, by the SFC.

Impairments, provisions and write-offs

26. Assets must be recorded in the Balance Sheet at Depreciated Replacement Cost for Land and Buildings and at Historic Cost less depreciation for Equipment in accordance with the Financial Reporting Manual (FReM). Where an asset, including investments, suffers impairment, it is important that the prospective impairment and background is communicated, through the Regional Strategic Body, to the SFC at the earliest possible point in the financial year to determine the budget implications. Any significant movement in existing provisions or the creation of new provisions must be discussed, through the Regional Strategic Body, with the SFC.

27. Write-off of bad debt and/or losses score against resource Departmental Expenditure Limits (DEL).

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Income generation

28. The College will be able to retain all commercial income, gifts, bequests or donations received. These funds will be in addition to any grant or funding the College receives from the Regional Strategic Body.

Insurance

29. The Scottish Ministers have agreed a derogation whereby colleges can extend their current commercial insurance arrangements for three years to 31 July 2018.

Investments

30. The College must not make any investments of a speculative nature without the prior written approval, through the Regional Strategic Body, of SFC.

Procurement and payment

31. The College's procurement processes must reflect the relevant guidance contained in the Advanced Procurement for Universities and Colleges, and relevant policy and advice issued by the Scottish Procurement Directorate. Procurement must be undertaken by appropriately trained and authorised staff and treated as a key component of achieving the College's objectives consistent with the principles of Best Value, the highest professional standards and any legal requirement.

32. Any proposal to award a contract without competition (non-competitive action) must be approved, through the Regional Strategic Body, in advance by SFC. Specific delegated authority is given to award a contract without competition for £25,000 or less without advance approval. (See Appendix A)

Transfer of surplus funds to arms-length foundations

33. The Regional Strategic Body will exercise strategic management of resources across the region to ensure regional priorities are identified and supported. Transfers to arms' length foundations would therefore normally be allowed by the Regional Strategic Body. However, in exceptional circumstances, the College and the Regional Strategic Body may agree to an alternative arrangement.

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Appendix A

Delegated financial limits and annual reporting requirements for incorporated colleges

Delegated financial limits

External Business and management consultancies	£100,000
Special severance payments	£1,000
Operating leases-non property	£250,000
Procurement non-competitive action	£25,000

Annual reporting requirements

Extra contractual payments	£5,000
Compensation payments	£5,000
Ex-gratia payments	£1,000
Claims waived or abandoned	£3,000
Write-off of bad debt	£3,000
Losses	£3,000
Overseas student irrecoverable loss	£6,000
Fraud loss	£5,000

UHI | INVERNESS

Appointment of Teaching (Academic) and Non-Teaching (Support) Staff Members to the Board of Management of Inverness College UHI

Lead Officer	Chairman of the Board of Management
Review Officer	Board of Management Secretary
Date first approved by BoM	Mar 2017
First Review Date	Mar 2020
Date review approved by BoM	01 December 2020
Next Review Date	December 2023
Next Review Date	29 May 2025
Next Review Date	October 2025
Equality impact assessment	N/A
Further information (where relevant)	

Reviewer	Date	Review Action/Impact
Secretary to the BoM	01/12/2020	Approved by BoM.
Governance Officer	29/05/2025	Approved by BoM. Changes included new college log, formatting and new job title for Secretary to the BoM changed to Governance Officer.

Election Rules

1 In accordance with Schedule 2 to the Further and Higher Education (Scotland) Act 1992 ("Schedule 2), the Board must include two members of staff. One shall be appointed by being elected by the teaching ("academic") staff of the college from amongst their own number and the other shall be appointed by the non-teaching ("professional services") staff of the college from amongst their own number.

2 Paragraph 3B (1) of Schedule 2 provides that such elections must be held in accordance with rules made by the Board.

3 Before making, varying or replacing these Election Rules, the Board must, as required under 3B of Schedule 2, consult the representatives of any trade union which the Board recognises as being, or which otherwise appears to the Board to be, representative of the academic/professional services staff of the College.

4 Having consulted relevant representatives as required under paragraphs 3(B)(2) and (3) of Schedule 2, these election rules have been made by the Board under paragraph 3(B)(1) of Schedule 2. These rules were made by the Board on 28th March 2017 and come into effect on that same date.

5 For the purposes of these election rules, staff groups are defined as follows:

- **Teaching Staff/Academic Staff** – all staff (including Managers) who are on the academic staff payroll.
- **Non-Teaching Professional Services Staff** – all staff (including Managers) who are on the professional services staff payroll.

6 Appointments shall proceed as follows:

(a) The appointment shall be made by election administered by the Returning Officer (the Returning Officer shall normally be the Governance Officer. Where the Governance Officer is unavailable, the Board must appoint another staff member to act as Returning Officer).
(b) The Returning Officer shall communicate to staff any vacancies that arise and request nominations for membership from the Academic or Professional Services Staff as relevant.
(c) Such nominations must be received by the Returning Officer by the date specified in the communication, being not less than fourteen days from the date of the communication.
(d) Each nomination must be signed by the nominee, the proposer and one other person all being members of the academic or professional services staff as appropriate. Only academic members of staff may nominate the academic member and only professional services staff may nominate the professional services staff member.
(e) If more than one nomination is received, the Returning Officer shall thereafter arrange for an election to be conducted using an appropriate electronic system and shall notify each member of the academic or professional services staff of the

college as appropriate of the names of the nominees and the process to be followed.

(f) The election shall be completed by the date and time specified in the notice issued by the Returning Officer being not less than seven days from the date of the issue of the notice of the election. Only academic members of staff may vote for the academic member and only professional services staff may vote for the professional services staff member. All staff members who are eligible to vote shall each be entitled to one vote.

7 The following rules shall be followed as regards counting votes:

(a) The Returning Officer shall offer each nominee the opportunity to be present or represented at the counting of votes.
(b) The counting of votes shall take place within 24 hours of the time set for the close of the election and shall be done by the Returning Officer in the presence of such nominees or their representatives as have chosen to attend.
(c) The nominee receiving the most votes shall be declared elected.
(d) In the event of a tie the election shall be decided by the drawing of cards or lots amongst the nominees with the most number of votes.
(e) In the event of elections for academic and professional services staff members being held concurrently, the counting of votes shall be done as a separate and consecutive process for each election.
(f) The Returning Officer may use such staff of the College as may be necessary to assist in the counting of votes.
(g) The names of the persons elected shall be reported to the next meeting of the Board after the election and announced to all staff.

The ‘counting of votes’ may be a physical count of ballot papers where a paper system has been used, or the opening of an electronic report where an electronic voting system has been used.

8 The following rules shall apply in the event of a vacancy arising in respect of the appointment for a staff member

(a) In the event of an election requiring to be held because of the expiry of the term of office of the respective members of the Board the procedures set out above shall be completed no later than four weeks prior to the date of expiry.
(b) In the event of an election requiring to be held because of a resignation or death of the respective members of the Board the procedures set out shall be completed no later than eight weeks after the vacancy occurs. The eight weeks excludes College vacation periods to ensure that all staff have the opportunity to participate.

UHI | INVERNESS

Appointment of Teaching (Academic) and Non-Teaching (Professional Services) Staff Members to the Board of Management of UHI Inverness

Sample Advertisement

As you may be aware, membership of the College Board of Management includes two places for College staff members (one academic and one professional services). The position of [**academic/professional services**] member will become vacant on [**date**]**.** The Board has a strong commitment to equality and diversity and particularly welcomes Board members from those groups under-represented on Scotland's public bodies.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are **not** there as 'representatives' of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Nominations are sought to fill the current vacancy. Nominations must come from current members of [**academic/professional services** staff. Each nomination will require a proposer and seconder, both also current members of [***academic/professional services***] staff. The nominee must also prepare a support statement, which should give a brief outline of why they should be elected to the Board. This will be used in the event of an election being required.

Where only one nomination is received, that nominee will automatically be elected to the Board. Where more than one nomination is received, an election by electronic secret ballot will take place and the nominee receiving the most votes shall become elected to the Board. In the event of a tie the nominee shall be determined by the drawing of cards or lots.

The term of appointment shall be for a period of four years.

Information about the role and on the role of a Board member is available ....

Nomination forms can be found ....

Should you require any additional information or have any queries, the Governance Officer would be happy to meet with you – [***insert name***] – [***insert e mail***]

UHI | INVERNESS

Appointment of Teaching (Academic) and Non-Teaching (Professional Services) Staff Members to the Board of Management of HI Inverness

Sample Nomination Form

We, the undersigned, wish to nominate:

Name: ....

[**Curriculum Area / Department**]: ....

For election as the [**academic/professional services**] staff member of the Board of Management. Our nominee has agreed to stand for election and has provided a supporting statement overleaf.

PROPOSER

Name: ....

Signed: ....

Department: ....

Date: ....

SECONDER

Name: ....

Signed: ....

Department: ....

Date: ....

Notes

- All proposers, seconders and nominees must be eligible to stand for election as the [**academic/professional services**] staff member on the Board of Management.
- Proposers can only propose one person and cannot be a nominee or seconder.
- Seconders can only second the nomination of one person and cannot themselves be a nominee or proposer,
- Nominees cannot act as a proposer or seconder to any other nominee.
- Proposers, seconders and nominees shall be entitled to one vote in the event that an election is required.

- Return Form to: [***insert name***] Governance Officer, Board of Management, 1 Inverness Campus, Inverness, IV2 5NA or e mail [***insert e mail***] by ***[insert date and time]***. Late returns shall not be accepted.

Nominee's Supporting Statement
(Maximum 150 Words)

I accept the nomination to stand for election as the [**academic/professional services**] staff member of the Board of Management.

Name: ....

Signed: ....

[Curriculum area / Department]: ....

Date: ......ate: ....