

Board of Management

Meeting	Chairs Committee
Date and time	Thursday 14 September 2017 at 8.30 a.m.
Location	Board Room, 1 Inverness Campus

College Secretary
7 September 2017

AGENDA

Welcome and Apologies

Declarations of Interest

1. MINUTES

- a) Meeting of The Committee held on 17 August 2017

2. TERMS OF REFERENCE

- a. Chairs Committee
- b. Search and Nomination Committee
- c. Performance, Review and Remuneration Committee

3. GOVERNANCE

- a. Outstanding actions
- b. Board evaluation – combined responses

4. STRATEGIC DIALOGUE MEETING – 8TH NOVEMBER (discuss programme and agree on other Board member(s) involvement)

5. STANDING ITEM – ISSUES FROM CHAIRS

6. AOCB

7. DATE OF NEXT MEETING

- Thursday 23 November 2017- 8.30 a.m.

**MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room,
1 Inverness Campus on Thursday 17 August 2017**

PRESENT: Hazel Allen, Sarah Burton, Neil Stewart, Steve Walsh,
John Wilson
CHAIR: Neil Stewart
APOLOGIES: Brian Henderson
OBSERVER: Lindsey Mitchell
ATTENDING: Acting Principal
Secretary to the Board of Management

1. MINUTES

The minutes of the Meetings of the Committee held on 13th June 2017 was **ACCEPTED** as a correct record, was **APPROVED** and signed by the Chair

2. GOVERNANCE – OUTSTANDING ACTIONS

Following the last meeting in June, an action list had been developed which showed the outstanding governance actions and the timelines for taking each forward.

The Board Secretary highlighted the progress which had been made and also the actions which were still outstanding.

It was **AGREED** that the Board Secretary would resend the link to the Governance Hub and the remuneration module.

The Committee considered the requirement for the Chair to evaluate each Board member and agreed that this was a very onerous task. The Committee **AGREED** that in future, the Chair of the Board would evaluate the Committee Chairs and that the Chairs would, in turn, evaluate board members on their committee. Where board members were on more than one committee, the “primary” committee would be identified and the chair of that committee would carry out the evaluation.

3. GOOD GOVERNANCE

A covering report by the Board Secretary referred to a model reporting format for Audit Committee annual reports to the Board of Management which had been suggested by UHI and to two CIPHA best practice guides on Audit and Finance committee self-evaluation.

The Committee **AGREED** that

1. the model reporting format for the Audit Committee annual report be adopted and that it be submitted to the Audit Committee for noting and
2. the two CIPHA best practice guides should be adopted for Audit and Finance Committee evaluations, that they be circulated to both

Committees for noting, and that the first evaluations would take place at the end of this academic year.

4. BOARD OF MANAGEMENT AND COMMITTEES – PROPOSED SCHEDULE OF DOCUMENT SUBMISSIONS

A covering report by the Board Secretary referred to a schedule of document submissions which had been drawn up for each of the committees. The schedule identified standing items for each committee as well as reports which were required to be considered at a particular time each year.

The Committee welcomed the schedule of document submissions, noted that the timings of some reports might be adjusted to better meet the needs of the committees and also that some adjustments would be made after the KPIs had been agreed.

It was **AGREED** that the Board Secretary would forward the schedule to the Acting Principal for circulation to the SMT.

5. CHAIRS COMMITTEE – DISCUSSION ON ROLE

The Chair led a discussion on the role of the Chairs Committee and suggested that it could provide a forum for the better exchange of information between Chairs. Each Chairs Committee could have a standing item to allow each Chair to raise any particular item of business. The Chairs would have a better understanding of the discussions at each committee and this in turn could enhance the business of the Board by presenting a joined up approach and which would allow more discussion on strategic issues, rather than the Board simply approving recommendations from committees.

The Committee **AGREED** that this was a positive proposal and that the Board Secretary should contact each Chair for items of business to be considered at the next Chairs Committee on 14th September.

The Chair asked whether it would be beneficial for each committee to prepare an annual report outlining the business conducted throughout the year.

The Committee **AGREED** that this was not required as it would not add any value.

6. AOCB

a. NATIONAL BARGAINING

The Acting Principal referred to

- a. a paper which had been prepared by the Director of Organisational Development on national bargaining,
- b. to a circular (03/17) which had been issued on 16th August by the National Joint Negotiating Committee setting out interim arrangements for the salary placement for new un-promoted lecturers
- c. and also to a meeting with Colleges Scotland and representatives from UHI on 16th August which had been attended by the Director of Organisational Development and the Director of Finance to discuss the financial impact on UHI colleges.

The report by the Director of Organisational Development highlighted the position with regard to Lecturers, Promoted Lecturers (Programme Development Managers) and to support staff. The report also highlighted the potential risks in job evaluation and harmonisation.

The acting Principal understood that the meeting in Stirling on funding for UHI Colleges had had a positive outcome.

The Committee **NOTED** the position.

b. HIGHER MEDIA STUDIES INVESTIGATION

The Chair referred to the unfortunate situation which had arisen with the Media Studies Higher and assured the Acting Principal and the SMT that they had the full support of the Board. The investigation which was being undertaken would allow the College to learn lessons and act on these appropriately.

The Chair of the Learning and Teaching Committee provided an update on the investigation which had started 8 days ago. A remit for the investigation, which was being led by the Quality Manager, had been agreed. To date 5 interviews had been held, with a further 7 outstanding. Documents would be reviewed from 15/16 and assurance would be sought that the college had delivered against the course specification.

The investigation was complex as the SQA were less than forthcoming with data. The Acting Principal advised that the Association of Media Educators in Scotland (AMES Charity) had issued a questionnaire to schools and colleges asking a number of simple questions. There was not yet a sense of the main issues which had led to the course failure.

Talks had been held with the Head of Qualifications at SQA on why and how the College had missed the standards required as the internal verification had indicated good practice with a positive outcome expected. As much detail as possible was being requested from the SQA.

The Chair of the Learning and Teaching Committee also made reference to the investigation into Higher History to see if there were any systemic issues across both courses.

She advised that a further update meeting had been arranged for the week beginning 28 August.

7. DATE OF NEXT MEETING

Thursday 14th September 2017 at 8.30 a.m.

Signed by the Chair: _____

Date: _____

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, the Senior Independent Member and the Principal who is a member *ex officio*.

Quorum

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

Frequency of Meetings

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

Remit

Review the membership ~~and terms of reference~~ of the Board's Standing Committees and the overall effectiveness of the Board's Committee Structure and to recommend to the Board any amendments or additions considered appropriate.

Ensure effective self-evaluation of the Board, its members, its Standing Committees and its Chairs.

Develop the annual Board development day programme.

Oversee the planning of the Board's training and development programme.

Oversee development of the Board's stakeholder engagement.

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

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

Search and Nomination Committee Terms of Reference

Membership

Chair of the Board of Management, ~~and~~ the Chairs of the standing committees and the Senior Independent member.

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 ~~assist the Selection Panel to determine the skills and experience required of prospective members~~
2. Agree which Inverness College members should be on the Selection Panel
3. Agree which member of the University Court should be invited to join the Selection Panel and also identify an independent person to be invited to join the Selection Panel
4. Agree a timetable for the recruitment and selection process.
timescale/location for selection panel meeting
—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 ~~where to place advertisements and local groups to circulate~~
5.
—Agree ~~the key information to be included in the advertising material.~~
schedule relevant to Inverness College (with UHI input)
—Agree local panel membership
—Agree that standard templates fit circumstances
- 6.

Role of UHI as the Regional Strategic Body

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

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College UHI, and will at all times adhere to the College Sector Board Appointments: 2014 Ministerial Guidance.

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:- established a Nominations Committee, which in turn has delegated responsibility for recruitment and selection to a Selection Panel which will comprise two members of the Nominations Committee, 2 members from the Board of Management of Inverness College and 1 independent person.

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

- Member of the University Court
- Chair of the Further Education Regional Board
- The Chair of the Board of Inverness College UHI
- Board Member of Inverness College UHI
- Independent person

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Non-Executive members (4 members)

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

REMIT

~~The Search and Nomination committee shall~~

- ~~1. Consider the skills matrix of current Board Members to assist the Selection Panel to determine the skills and experience required of prospective members~~
- ~~2.1. Agree timescale/location for selection panel meeting~~
- ~~3.1. Agree where to place advertisements and local groups to circulate~~
- ~~4.1. Agree further information schedule relevant to Inverness College (with UHI input)~~
- ~~5.1. Agree local panel membership~~
- ~~6.1. Agree that standard templates fit circumstances~~

Performance Review and Remuneration Committee Terms of Reference

Membership

Chair of the Board of Management

Vice Chair

~~and the~~ Chairs of the standing committees: Audit, Human Resources, Learning and Teaching, Finance and General Purposes

Senior Independent Member.

There shall be no co-option to the Committee.

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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 Principal may not be a member of 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.

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Quorum

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

Frequency of Meetings

The Committee shall meet at least once each year.

Remit

The Committee shall consider and make decisions on the remuneration package and conditions of service, and any changes thereof, of the College Principal and such other senior staff as is considered appropriate, taking into account:

1. That College senior management should be fairly rewarded for their individual performance and contribution to the College's overall performance
2. Where, in terms of senior management remuneration, the College stands in relation to other comparable institutions in the sector, organisations of a similar size and the local market;
3. The Scottish Government's approach to remuneration in the public sector;
4. The relationship between the remuneration of the senior management and that of other employees of the College
5. The benefits granted to senior management; and
6. The adequacy of pension arrangements and also the cost implication of pension arrangements including the pension effect of remuneration proposals.

The Committee shall review the annual appraisal of the Principal and Chief Executive by the Chair of the Board and review 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 Senior Management appointments.

The Committee shall consider such other matters relating to the Board of Management which the Chair shall from time to time determine, in particular in relation to severance payments.

The Committee should endorse any proposals for severance payments to Senior Managers and any exceptional settlements which will require to be formally notified to the Board of Management.

Code Principal	Action required	Responsible person	Timescale/ Comments
Section C: Accountability			
Risk Management			
C11	The board 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.	Process to set the risk appetite to be undertaken	Chair of Audit Committee
			Process to be undertaken at October Board meeting
Audit Committee			
C17	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.	Include in review of terms of reference	Board Secretary
			Audit Committee – September 2017
Remuneration Committee			
C19	Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.	Provide link to Training module on Governance Hub All members of PR&R to complete the training module	Board Secretary Neil Stewart, John Wilson, Brian Henderson, Hazel Allen Sarah Burton, Steve Walsh
			By end June 2017 COMPLETE By end July 2017 (Neil complete, John 25% complete, Brian 87% complete) By end August 2017 (Sarah Complete , Steve 57% complete)
C20	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.	Glasgow Kelvin College procedure to be adapted for use by IC	Board Secretary
			End August 2017 for approval by the board of Management at its meeting in October. Procedure adapted ready for October Board
Staff Governance			
C27	The board must comply with the nationally agreed college sector <u>Staff Governance Standard</u>.	Board of Management needs to confirm that it will comply	Board Secretary
			Include on Agenda of Board meeting in October
Section D: Effectiveness			
Board Members			
D9	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.	Glasgow Kelvin procedure to be adapted for use by IC	Board Secretary
			End August 2017 for approval by the board of management meeting in October Procedure adapted ready for October Board
Board Secretary			
D14	Where the board secretary is unable to attend every board and committee meeting, while the board secretary retains overall responsibility, proper arrangements must be made to cover the role with a person who is fully able to discharge the role effectively.	Arrangements to be put in place to cover role of Board Secretary	Acting Principal in discussion with Chair
			End July 2017 PA to the Principal to cover - Complete

Code Principal		Action required	Responsible person	Timescale/ Comments
D16	The board must ensure arrangements are in place to deal with a board secretary's potential or real conflicts of interest.	Role to be covered if Board Secretary declares conflict of interest	Chair in discussion with Acting Principal	By end July 2017 PA to the Principal to cover - Complete
Board Member Appointment, Induction and Training				
D20	The board secretary 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.	Progress as necessary once development needs identified from annual appraisal exercise,	Chair + Board Secretary	By end December 2017
Board Evaluation				
D22	Extension of the term of office of board appointments requires evidence and the board must ensure appropriate mechanisms are in place to support this.	Board chair to carry out appraisals per D25 and submit to Board Secretary for recording	Chair	By mid August
D23	The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. The board must send its self-evaluation to its funding body and publish them online.	Adapt evaluation process used by West Highland College All Board members to complete Chairs Committee to consider combined response. Submit to Board for ratification Send to RSB and publish online	Board Secretary All Board Members Chairs Board Secretary Board Secretary	End June 2017 Complete End July 2017 Complete 14 th September meeting October Board meeting Following October Board meeting
D25	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.	Chair to complete evaluations – Hazel Allen, Helen Miller, Lindsey Mitchell, Steve Walsh, Mick Longton, Jaci Douglas, Gavin Ross, Gabbi Starr	Chair	By end July 2017

SELF-EVALUATION REVIEW 2016/17

ROLE OF THE BOARD

COMBINED RESPONSES

1	Question	Response
	<p>Am I confident that the board has the right information to assess the College's and management's performance?</p>	<p>YES</p> <p>Yes. The most recent ongoing work on Strategic planning and sub strategic plans allied to forthcoming event on PIs, show we are continually re-evaluating how we can do this even better.</p> <p>Yes. While there could be a little more structured approach to information, the Executive provide detailed papers on strategic and significant matters and are able to substantiate their position when challenged.</p> <p>Yes, I believe the correct information is fed into both the committee meetings and the board meetings. It is something that should be regularly reviewed however as we can never know everything</p> <p>Yes, I believe that the IC SMT are very collaborative and provide the information transparently that the board needs to be confident that the college is being managed appropriately.</p> <p>Broadly yes. However, I think the agreement and production of the strategic KPIs will further empower the Board to understand current performance and also,</p>

		<p>crucially, help play a part in improving the College's resiliency in respect of future years' performance. Further planned developments in procurement management and also ROI metrics re course and investment decisions will also help</p> <p>Mostly - reports tend to be of a high standards - sometimes it requires follow up questions at the board meeting but answers from officers are always full and more than adequate</p> <p>The College Management team operates in a transparent and open manner at all times. The information presented to the Board and at all of the sub-committee's that I have been privy to has been thorough and allowed the correct level of scrutiny to be applied. Any requests for additional information or points of clarification have been answered in full.</p> <p>Yes. We have access to and discuss regularly a range of key performance measures. Any other information that the Board or its Committees have asked for has, in my opinion been provided in a timely manner.</p> <p>There is a wealth of quantitative information which enables an assessment of this type. There is not a great deal of qualitative information about the experience of students & staff but I'm not sure whether a Board needs, or indeed, wants this.</p>
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2.	Question	Response
	<p>Am I sure that the board has effectively assessed the risks facing the College and has plans in place to manage those risks?</p>	<p>YES</p> <p>This is an area that although we are reasonable add still needs more work, particularly in understanding risk and risk appetite. Again, however, this has been recognised and work is progressing led by Chair of Audit Comm</p> <p>Yes. Again there needs to be a slightly more structured approach to ensuring that risk mitigation and management actions are working and the Audit Committee will follow up on this as part of their risk assessment process</p> <p>Yes, but I do think there is room for improvement with how the board, manage and monitor risks.</p> <p>The Chair has worked hard to get a good mix of board members from different backgrounds that can identify and ensure that they are tracked and mitigation put in place.</p> <p>Yes, as far as is truly possible in the financial and regulated environment within which the College must operate.</p> <p>Although the Risk element as a Board activity is concentrated mainly with the Audit Committee, I believe there are systematic and healthy discussions around risk at the committees that I attend and a clear and understood path for escalation for Board members.</p> <p>SMT are also aware of the Boards role and concern in such matters.</p> <p>Yes - risks are assessed very thoroughly and a lot of time is taken to review the risk register.</p> <p>The College's attitude to risk management is based on sound methodology and a realistic approach to mitigation.</p> <p>The recent application of a corporate methodology for recording risk has caused a degree of confusion but has not deflected the UHI Board from</p>

		<p>keeping a close eye on risks and their management.</p> <p>Yes. We have had in depth discussions at both the Audit Committee and Board of the IC risk register, its content and the link to the UHI risk register and the mitigating plans that are in place to manage those risks. The difficulty comes when ownership of risk(s) falls out with the College</p> <p>Yes, it appears that this is an area in which a great deal of work has taken place. There is a visible trail of risk assessment etc</p>
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3.	Question	Response
	<p>Am I confident that the board has the right skills, knowledge and expertise?</p>	<p>YES</p> <p>Yes. Recent recruitment exercises have been geared specifically to areas of need and we ran an extra exercise to bring in educational background and understanding expertise.</p> <p>Yes. The Board has a broad skillset commensurate with all aspects of its role and this has been strengthened by recent recruitment</p> <p>Yes, we have an excellent board composition.</p> <p>As above, the new board member recruitment has improved the mix within the board and has strengthened the skills base. The chair has been astute in hiring from the education sector, public and private sector. This, along with the SMT, student and staff representation make this a strong board.</p> <p>We have had a number of new Board members arrive over the past months and it is clear that, as they increasingly find their voice, that the resultant Board has a good mix of skills, knowledge and expertise across the requisite areas. Coupled with the excellent experience of the longer service members such as John and Neil, I think we are in a healthy position.</p> <p>Yes - lots of new members coming onto the board with a wide range of skills and experience</p> <p>There has been a strong emphasis on governance training and a focused effort to bring the right type of people, with a good blend of experience to bring depth to the board. I have a high level of confidence in my fellow board members, recent appointments will only add to the effectiveness of the Board.</p>

		<p>Yes. The skills and experience of Board members are clearly articulated & recorded. This has identified areas that need strengthened and has informed the recent rounds of Board recruitment.</p> <p>The Board has a wide range of skills, knowledge & experience. I'm not aware of there being a high level of these matching to education but I'm not wholly aware of everyone's experience.</p>
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4	Question	Response
	<p>Does the financial and performance information I receive as a board member tell me how the College is performing?</p>	<p>YES</p> <p>I believe so. It is important that variances from planned spend are highlighted and appropriate narrative detail added so that decisions can be made with full confidence. Even more so with a number of new Board members.</p> <p>Yes and improving. We are provided with sufficient detail on finance papers and on indicators that we report externally to allow us to track performance. The development of strategic KPIs will allow us to improve further in this area.</p> <p>Yes, I am happy with the financial info received.</p> <p>I believe it does. There is a lot of detail in the information presented. The internal hire of a Finance Director has also been positive as they are very experienced and knowledgeable and provide concise explanations to any queries the board have.</p> <p>Partly. As indicated above, the new KPIs will play an important role going forward. It will be important to ensure these are strategic performance measures and do not take the Board to an operational level unless truly required. However, currently, I believe indicators are sufficient to highlight any strategic issues.</p> <p>Mostly - sometimes it is presented in a way that can be hard to understand - but again follow up questions are always answered fully and explanations given willingly.</p> <p>Yes.</p>

		<p>See response to question 1.</p> <p>It is also useful to benchmark performance against other Colleges which we do in some areas e.g. student outcomes</p> <p>It gives a great deal of detail about recruitment; retention & achievement and how this translates to income and expenditure. It does not allow, or inform, about staff satisfaction; morale; staff/management relations etc nor about soft skills attained by students of FE & HE.</p>
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5	Question	Response
	<p>Is the relationship between the Chair and Principal effective, balanced and appropriate?</p>	<p>YES FOR DIANE TO BE RECREATED FOR CHRIS</p> <p>This was the case and the Principal was duly challenged where required. A new Principal gives the opportunity to set off off with a clear understanding of roles, responsibilities and expectations all around.</p> <p>While this is a difficult question to answer (there is currently an “Acting Principal” following the departure of the Principal, and the new Principal is not yet in post), there are some healthy tensions at the border of strategic / executive and overall the relationship appears effective</p> <p>I would like to think so.</p> <p>The relationship with the outgoing principal appeared to very professional and I have no reason to doubt that the relationship between the Chair and the new Principal will not be as effective. This will have to be evaluated over time</p> <p>I think the arrival of the new Principal gives Neil an excellent opportunity to develop such a relationship and provide a fresh start.</p> <p>Yes - and with a new principal coming in, it will give the chair the opportunity to ensure the relationship is balanced from the first day</p> <p>The Chair and Principle have a strong professional relationship. Both are open to challenge and collegiate in their respective approaches. The board has responsibility to ensure that this relationship endures as the new Principle takes up appointment.</p> <p>Yes, particularly given the changes in the leadership of the College and associated recruitment process, the Chair has maintained good working</p>

		<p>relations with all involved.</p> <p>I don't feel as though I have sufficient information to comment</p>
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6	Question	Response
	<p>Do the Chair and the Principal understand and respect their respective roles?</p>	<p>YES</p> <p>See above</p> <p>Yes. Again, there have been some healthy tensions at the border of strategic / executive around some issues but again in the main each respects their separate roles.</p> <p>Yes, again I believe so.</p> <p>I know that the present Chair does. As the new Principle has a lot of experience I have no reason to doubt that he would not understand and respect the role of the Chair. Once again this will have to be evaluated over time.</p> <p>With the previous incumbent in the Principal role, I believe that this was a difficult situation at times, not only with Neil but with the Board as a whole. As indicated above, I believe that the new Principal, with a good HE background will provide a great opportunity to get this relationship to a healthy and sustainable level.</p> <p>Yes</p> <p>For the incumbents, yes, for the new Principle it is impossible to say at this early stage – please see answer above which is equally relevant to this question.</p> <p>Yes. Based upon my personal observations of both members, they exhibit behaviours appropriate to their roles.</p> <p>From what I have witnessed, it appears so.</p>

7	Question	Response
	<p>Does the board know when to stay out of the day-to-day running of the organisation?</p>	<p>IN GENERAL YES.....OCCASIONALLY AN INDIVIDUAL WILL GET TOO INVOLVED</p> <p>A great deal of work has been done by way of training to ensure that this is the case. The Balance needs to be worked on continuously. At the moment I think the balance is good</p> <p>There is no evidence that the Board is involved in day-to-day running of the organization.</p> <p>I think this is an area where we have made improvements in the last few years, however I think there is still a need to ensure discussions keep out of the operational, I have a role to play in shaping that, as do the other committee chairs.</p> <p>Yes. From my time on the board there have been discussions about understanding the strategic from the tactical and ensuring that we, as a board, only get involved in the tactical when absolutely necessary.</p> <p>I believe so.</p> <p>Usually although sometimes there is a need for an understanding of the operational to help inform the strategic and the board should be aware on the implications of their decisions on the operation and daily life of the college.</p> <p>The management team is responsible for the day to day operational running of the College. This underpins everything that the Board of Management undertakes in our approach. I have seen nothing from either side that would indicate any inappropriate interference in operational activities.</p> <p>Yes.</p>

		<p>I have not witnessed or been aware of any significant involvement in the operational running of the College other than current investigations which are entirely appropriate.</p> <p>As outlined in question 11, we have better developed our strategic focus through our collective involvement in strategy and KPI setting.</p> <p>In my short experience, the Board does not concern itself with the day-to-day running of the college</p>
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8	Question	Response
	<p>What more could the board do to be open and transparent?</p>	<p>NOTHING</p> <p>To ensure that minutes give an understanding of discussions and rationale behind decisions without being too long winded. This too is being continuously examined. Also to ensure that we do publish details of Board activities on web site. Maintain stakeholder events and look to positively promote the College. Over the last 2-3 years there has been tremendous improvements made in this regard</p> <p>People in the main are most likely to be interested in Board interactions that relate to their more immediate interests and concerns, rather than being informed about what the Board thinks people should be interested in. Regular contact with staff outside of the Senior Management Team at events (including the recruitment of the Principal, strategy discussions, etc) demonstrating a willingness to listen and to explain the Board's role would assist.</p> <p>I think we are open and transparent and moves are afoot to make more of our information available online, a step in the right direction.</p> <p>Spend time with students listening to their experiences and explaining what the role of the board is.</p> <p>It is an issue of time, which for many volunteers in these roles is not at a premium. However, I do not believe there is a systemic issue with transparency at IC. Minutes are shared, discussions are frank and open. Neil does an excellent job of ensuring everyone is given the opportunity to speak and be considered.</p> <p>There is a need to raise the profile of the board amongst the community and stakeholders -- maybe an open evening much like we had before the principal interviews - it was really good to meet stakeholders and get the opportunity for</p>

		<p>informal discussion, networking and IC profile raising. . despite much work, there is still a residual misunderstanding of IC and the board and a 'hangover' from days gone by</p> <p>Difficult to see how this can be achieved. All cttee reports and minutes are now shared with all board members and the Chair and Management Teams are fastidious in ensuring that information is distributed to Board members on local and strategic matters.</p> <p>The only potential point I would make was on the recruitment of the new principle. I was unaware of how the selection committee was established and also how the final decision was achieved. Not a criticism per se, but an observation that I have seen more openness at Board level with regards to this type of decision within other organizations</p> <p>This question suggests that the Board is currently not open & transparent which I'm not sure I would agree with.</p> <p>I don't know</p>
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9	Question	Response
		<p>SHARING TOO MUCH. I WOULD SUGGEST THE BOARD MEETINGS REMAIN HIGH LEVEL ON THE STRATEGIC ISSUES, AND LET THE SUB-COMMITTEES DO THE IN-DEPTH REVIEW. THE BOARD SHOULD NOT THEN AGAIN REVIEW ALL THE SUB-COMMITTEE WORK BUT STAY HIGH LEVEL</p> <p>Probably we could do more here and perhaps the SIM role as it develops might help in this regard and Scotland's Colleges have a key role to play in the spread of best practice.</p> <p>The participation of the College Secretary in the various College Secretary Groups and her subsequent briefings to the Board have provided an excellent conduit for the Board to gain an understanding of other Boards' challenges and of improvements that could be and are made. It's hard to comment on whether this is "enough" but the culture of the Board is for reflective self-assessment and improvement.</p> <p>I think there is scope for us to learn more from others, however I think we are good at what we do and others could also learn from us.</p> <p>No, I believe that this is an area, a board member I have not seen any collaboration, even within UHI.</p> <p>No, although IC does attend it's fair share of communal events. UHI could bring forward specific groupings to aid work in this area.</p> <p>Not really - there was an opportunity to meet with UHI board members at the days training but it would be good to learn from other boards outwith the college sector</p> <p>Not to my knowledge other than through our regular governance training. Having said this, there is undoubtedly information sharing when Chairs get</p>

		<p>together.</p> <p>This is perhaps an area where we could adopt a more open approach</p> <p>I'm not sure. There are two examples where the performance of other Boards have been used in the context of learning from others;</p> <ol style="list-style-type: none">1. The very useful governance training received as part of my Board induction. This included a scenario based session on where there were governance issues in other Boards.2. The College Development Network conference that Brian and I attended last year gave the opportunity to network and learn of areas of good practice from other Boards. <p>I don't think I can think of any other examples where we have looked to or discussed the work of other Boards, both good and bad.</p> <p>I am not aware of being informed about other boards and their processes</p> <p>.</p>
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10	Question	Response
	<p>How could we improve and develop our system of induction, training and assessment of board members?</p>	<p>I THOUGHT THIS WAS THOROUGH AND TO THE CORRECT LEVEL OF DETAIL</p> <p>Difficult to say. Perhaps allied to comments at 9 above. Balance must be struck between improvements and demands on members' time. Board members are voluntary and unpaid. We are in danger of expecting too much in this area. Need to have a simple system that is sufficient for purpose and no more.</p> <p>One of the comments from new Board members is that it takes 4 Board meetings to understand what is happening at committees and what their role is in relation to information provided. Perhaps a ½ day provided by the SMT for batches of new Members about the College, its purpose, and the “business” of running a college would be helpful to reduce this time period of “learning” and enable people to contribute effectively earlier</p> <p>I think committee chairs should reflect about inductions for new committee members. Training still seems sporadic and ad-hoc particularly as it requires members to undertake what is expected of them which they don't always do. Assessment of members is very time consuming and difficult, expecting the chair to assess all 18 members is proving impossible.</p> <p>Have a documented process, with sign off by the secretary, chair and principle, that documented competency criteria have been met and that this a consistent approach across institutions.</p> <p>I think our system is fulsome and effective. Much of this requirement is self driven, with the documentation being available for members to avow themselves of. Fiona does an excellent job of chasing members re their obligations.</p> <p>It was very good- - it is a lot to take in all at once though. Also it would be</p>

		<p>good to have the opportunity for the informal chats</p> <p>This is something that probably needs to be the focus of a workshop. The nature of recent developments has mandated that governance has become the focus of board member training and that is fine and understandable. There is a danger that in focusing on governance, the nuances and particular uniqueness of Inverness College UHI can become lost in the 'big picture' stuff.</p> <p>I think my own induction was quite comprehensive and I would suggest that all Board members have the opportunity to attend Governance training. In terms of training, areas of need should be identified as part of the annual assessment process.</p> <p>Changes to the assessment process discussed at Chairs today</p> <p>Catch up sessions for induction, training etc could be arranged more often.</p>
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11	Question	Response
	<p>Do I think our committee structure enhances our scrutiny work or does it slow us down or draw us into too much detail?</p>	<p>COMMITTEE'S WORK WELL. IT IS THE RE-HASHING AT BOARD LEVEL THAT SLOWS THINGS DOWN</p> <p>I believe the balance here is about right at the moment. There are a number of new Chairs either in place or on the way and this should freshen up both the committee and Chairs Committee in particular. New Board members once bedded in will assist in this regard also.</p> <p>The Committee Structure works well.</p> <p>I think the committee structure works well</p> <p>The committee structure appears to be working with governance in place through the chairs meeting. This gives the Chair a confirmation check that each committee is functioning and delivering to the students.</p> <p>I believe so. The level of debate and challenge is improving with the introduction of new board members and this leads to better decision making.</p> <p>No.</p> <p>Enhances although quite often part of the board is a re-run of the committees and there is duplication. Can we learn from other boards how they deal with minutes etc from committees?</p> <p>I think that it allows just about the right degree of rigor to be applied. I worry that the management team spend a little too much time preparing papers for the Board and think that anything that can be done to relieve this extra effort is worth exploring</p> <p>I think it is not so much about the structure of the committees but how they are Chaired and the agendas set that influence what is discussed and where our</p>

		<p>focus lies. This is where the leadership of the Chair is important too in terms of setting both an example and direction.</p> <p>Our involvement in developing the College strategy and associated KPI's was really useful to help us focus on the longer term development of the College and think collectively at a more strategic level.</p> <p>I think the Committee structure is suitable and necessary</p>
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12	Question	Response
	<p>Am I confident that the board makes the best decisions?</p>	<p>YES</p> <p>What are the Best decisions? I believe that the Board reaches conclusions and the way forward in an honest and unbiased fashion bearing in mind all the information to hand at the time. Only passage of time can say whether it was the “best”.</p> <p>I am confident that the Board, collectively, use their best judgement and skills based on the information available, to take evidenced decisions in the interests of the College. Only hindsight enables the evaluation of these decisions as “best” but looking back over my tenure I cannot identify any that have proven to be a collective misjudgement.</p> <p>YES</p> <p>I believe so. The level of debate and challenge is improving with the introduction of new board members and this leads to better decision making.</p> <p>With the information to hand – yes</p> <p>Yes - I think we all work really hard to be thoughtful and well informed about many decisions we take - it is all learning though and with many new board members (and i still count myself as one!) and all of us juggling jobs and families as well, it can be hard to feel you are fully involved</p> <p>I am confident that the Board makes sound, well balanced decisions based on sound analysis and critical thinking applied to the information provided</p> <p>Yes, in my experience debate and discussion is open and transparent with all points of view given equal time and consideration.</p>

		<p>I find this question difficult to answer. Decisions seem to be more about agreeing with SMT's plans etc rather than the Boards own ideas, or them choosing from options. As a new member, it is possible that this the usual way forward and I'm just not experienced enough to know any different.</p>
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Inverness College UHI

Strategic Dialogue draft Agenda

8 November 2017

Time	Session Length	Description
11.00	30 minutes	SFC team arrive, SFC pre-meeting
11.30	2 hours	Main session to discuss 3 topics: <ul style="list-style-type: none">• Governance and financial sustainability• Topic to be chosen by institution• Topic to be chosen by institution <i>(with Sandwich lunch)</i>
13.30	40 minutes	Refreshment break <i>(This could also include a focussed tour of the institution)</i>
14.10	30 minutes	Staff session <i>(TBC from SFC team to lead)</i>
14.40	30 minutes	Student session <i>(TBC from SFC team to lead)</i>
15.10	15 minutes	Concluding remarks to main college team

A tour could enable the SFC team to view the learning environment and would be factored into the timings as appropriate.

Potential train back: departs Inverness at 15.51 to Perth and beyond.

Participants

Scottish Funding Council

Council member TBC (Team Leader)

Council member TBC

SFC Director, TBC

Sharon Drysdale, Outcome Agreement Manager

Inverness College UHI

Core team:

3x Board members (including Chair)

Professor Christopher O'Neil, Principal

Dr Michael Foxley, Regional Chair, Highlands & Islands (if possible)

Diane Rawlinson, Vice-Principal (Further Education)

SMT (if desired, perhaps depending on discussion topics)

Staff group:

(with job title)

Student group:

(with course/year)