

## Board of Management

Meeting	Chairs Committee
Date and time	Tuesday 31 January 2017 at 9.00 a.m.
Location	Board Room, 1 Inverness Campus

College Secretary  
24 January 2017

### AGENDA

#### Welcome and Apologies

#### Declarations of Interest

- 1. MINUTES OF MEETING OF THE COMMITTEE HELD ON 24 NOVEMBER 2016**
- 2. STRATEGY / KPI HALF DAY EVENT – DISCUSSION**
  - a) Event planning
  - b) Consideration of supporting strategies
  - c) KPIs
  - d) Risk appetite
- 3. COMMITTEE STRUCTURE AND TERMS OF REFERENCE - DISCUSSION**
  - a) Structure
  - b) Terms of Reference
- 4. NON-EXECUTIVE BOARD MEETING**
- 5. ARTICLES OF GOVERNANCE**
  - a) Covering report by Board Secretary
  - b) Statement on constitution
  - c) Standing orders
  - d) Scheme of delegation
  - e) Staff member election rules
- 6. BOARD MEMBER EVALUATION – UPDATE**
- 7. ACADEMIC MANAGEMENT COMMITTEE MINUTES**

To discuss whether to include in Board Committee papers or not
- 8. ASSURANCE FRAMEWORK**

Extract from Audit Committee – 29 November 2016

**9. UHI STRATEGY EVENT & MARCH COURT MEETING – SUBSTITUTE FOR CHAIR**

Information and Proposed Schedule

**10. DATE OF NEXT MEETING**

Thursday 23 February 2017 - 8.30 a.m.

**MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room,  
1 Inverness Campus on Thursday 24<sup>th</sup> November 2016**

**PRESENT:** Brian Henderson (by VC), Neil Stewart, John Wilson  
**CHAIR:** Neil Stewart  
**APOLOGIES:** Hazel Allen, Louise James  
**ATTENDING:** Principal  
Board Secretary

**1. MINUTES OF MEETING OF THE COMMITTEE HELD ON 28 SEPTEMBER 2016**

The Minutes of the Meeting held on 28 September 2016 were agreed as a correct record, **APPROVED** and signed.

**Matters Arising – Board Member Evaluation**

A date was agreed to evaluate John Wilson and dates would be agreed for the evaluation of Hazel Allen and Louise James prior to Christmas

**2. EXTERNALLY FACILITATED EFFECTIVENESS REVIEW**

Following the last meeting on 28<sup>th</sup> September, quotes were sought from Jan Polley Solutions, Henderson and Loggie and Scott Moncrieff to carry out the externally facilitated effectiveness review of the Board of Management.

Quotes had been received from all three parties. However, Jan Polley had subsequently withdrawn from the process. The quote from Scott Moncrieff was considerably lower than the two other quotes and the Committee **AGREED** that clarification was required to ensure that they understood the scope and what was expected of them. Thereafter John Wilson, the College Secretary and the Contracts & Procurement Coordinator would complete the evaluation and advise the Committee on the preferred bidder.

The Committee also **AGREED**

1. That a sense check be carried out on the pro-forma / questionnaire prior to its use.
2. That the successful facilitator be asked to undertake option 3) within the tender document, namely to undertake 1 to 1 interviews with some board members, including a staff and student member and some senior staff.
3. There was a need to identify the Board and SMT members who would be part of the process at 2) above.

**3. PUBLICATION OF AGENDAS, PAPERS AND MINUTES**

The Board Secretary advised that under the terms of the Code of Good Governance for Scotland's Colleges, there was now a requirement to produce, disseminate and publish online, board and committee agendas,

minutes and papers. Previously, there was a requirement to publish only agendas and minutes.

Freedom of Information legislation provided the criteria under which a paper could be deemed to be closed and therefore withheld from public view.

The Committee considered the process followed by UHI and two other colleges and **AGREED** to adopt the template used by UHI in their committee papers.

#### **4. E MAIL FROM CHAIR OF UHI COURT**

The Chair of the board had received an e mail from the Chair of the UHI Court suggesting ways to improve the level of contact between partners and court. In the first instance, he suggested an informal meeting with the Board Chair and other Board members to share information about the work of the board and the work of the Court.

The Committee **AGREED** that the Chair would take this matter forward.

#### **5. STRATEGY WORKING GROUP – UPDATE**

The Principal provided a brief update on the actions which were being progressed following the final meeting with the Depute First Minister in October.

The three new Vice Principal posts would be advertised in January together with the VP FE post. UHI had asked Thorntons LLP to advise on a number of employment issues associated with AP Principals undertaking dual roles.

The Principal also confirmed that John Sturrock, a former QC and specialist in change management had been engaged by the Deputy First Minister on a consultancy basis to advise on the behaviour, change management and leadership aspects of the management restructure.

#### **6. COLLEGE OUTCOME AGREEMENTS**

The Board Secretary referred to the guidance received from SFC on the process and framework for developing and negotiating College Outcome Agreements. The Outcome Agreement was to be negotiated and agreed with the regional strategic body.

The Principal advised that Inverness College had no input to the discussions and was discussing the role of the Vice Principal FE in the process.

The Committee expressed their concern and disappointment at this position and **AGREED** that this was a matter which could be discussed with the Chair of the UHI Court.

#### **7. GOOD PRACTICE IN COLLEGE GOVERNANCE**

The Board Secretary referred to the guidance received from SFC on the requirements for colleges to comply with the revised Code of Good Governance for Scotland's Colleges.

Colleges were expected to comply with the principles of the updated Code from 1 August 2016 and the first year of compliance with the updated Code would be reported in the Corporate Governance statement included in the 2016-17 annual financial statements of the College.

Each College had to either comply with the Code or if a board's practice was not consistent with any particular principle of the code, to explain the reasons for this to UHI as the Regional Strategic Body.

The Committee **NOTED** the requirements.

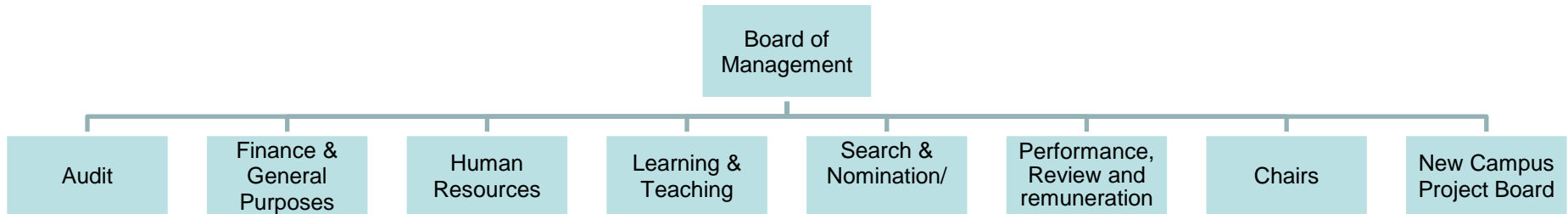
**8. DATE OF NEXT MEETING**

Thursday 17<sup>th</sup> January 2017 – 8.30 a.m.

**Signed by the Chair:** \_\_\_\_\_

**Date:** \_\_\_\_\_

# Inverness College UHI Board of Management Committee Structure





## **Board of Management**

### **Terms of Reference**

## **Board of Management Terms of Reference**

### **Membership**

The membership of the Board will be as determined by the Post 16 Education (Scotland) Act 2013 and as set out in paragraph 3.2 of the Constitution.

### **Quorum**

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

### **Frequency of Meetings**

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

### **Specific**

The Board has responsibility for overseeing the business of the College, determining its future direction and fostering an environment in which the College mission is achieved and the potential of all learners is maximised.

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

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:

1. determining the objectives of the Board of Management;
2. matters of new policy or variation of existing policy;
3. borrowing money (other than overdraft facilities within the Principal's delegated authority) and, in connection with such borrowing, granting securities or giving guarantees or indemnities. Any such borrowing, granting securities or indemnities must comply with Section 12.7(a) of the Further and Higher Education (Scotland) Act 1992;
4. the final approval of the annual budget;
5. the final approval of the College Strategic Plan;
6. approval of the year end Annual Accounts and Financial Statements for submission to the Regional Strategic Body;
7. approval of material changes to staff pay levels to the extent that any such changes fall outwith the terms of the approved annual budget of the College or any delegation to the Joint Negotiating Committee or otherwise in



terms of this Scheme of Delegation and/or the Constitution;

8. the final consideration of the Annual Audit Report;
9. the acquisition and disposal of heritable property, whether by way of sale, transfer, assignation, lease, licence or otherwise or the granting or any standard securities, charges or any other rights in respect of any heritable property which relate to the College's title thereto;
10. The appointment of co-opted members
11. The appointment of members and co-opted members to standing committees;
12. the appointment of and disciplinary action against the Principal;
13. the approval of early retirement packages, enhanced pension arrangements or financial packages in excess of statutory provisions;
14. delegation of functions of the Board of Management;
15. the making, amendment and revocation of the Constitution and Standing Orders of the Board of Management (including, but not limited to, the code of conduct, Committee terms of reference and the Scheme of Delegation);
16. entering into of any material contracts or any contract or transaction which is not in the ordinary and proper course of the business of the College and on arm's length terms;
17. commencing any legal or arbitration proceedings (other than routine debt collection);
18. establishing committees and determining the terms of reference thereof; and
19. forming or promoting or joining with any other person in forming or promoting companies.
20. any functions, the exercise of which is clearly reserved to the Board in terms of any direction by Parliament or the Scottish Funding Council

## 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.

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 person appointed by the Students Association.

Commented [FA1]: This no longer appears to the case

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

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

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 three times each year.

### Remit

The Committee's remit is to review and monitor the following aspects of the College's operations, and to advise the Board appropriately on the:

1. Governance and management of the College.
2. Risk management and business continuity.
3. Adequacy of the College's financial management.
4. Effectiveness of the internal control and management systems.
5. Effectiveness of arrangements for safeguarding the assets of the College and the public funds at its disposal.
6. Economy, efficiency and effectiveness of the College's activities.
7. Effectiveness of the corporate governance and conduct of the College operations.

8. Internal audit.
9. External audit.
10. Value for money audit.
11. Health and Safety
12. Public interest disclosure (whistle-blowing) arrangements.
13. Data Protection and Freedom of Information

Specifically, the Audit Committee shall:

1. Receive updates to and review the contents of the risk register maintained by the College.
2. Review the reports submitted by the College's Internal Auditors and receive progress reports from College Management on the Internal Audit recommendations.
3. Jointly with the Board's Finance and General Purposes Committee review the annual report of the College's external auditors and the associated College financial statements on which that report is based
4. prepare an annual report for the Board of Management

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.

## **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*.

### **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 responsibility (within the Financial Memorandum between the College and the Regional Strategic Body) for the direction and oversight of the College's financial affairs.

The Committee has responsibility for the College's existing buildings and estates.

The Finance and General Purposes Committee shall:

1. Monitor the financial control of the college and keep the College Financial Regulations under review.
2. Review and approve the establishment of any arrangements to provide the College with banking facilities. This is subject to the authorisation limits set by SFC for the drawing down of loans.
3. Monitor actual expenditure and income against budget and report to the Board on any necessary action.
4. Monitor capital expenditure against agreed development plans.
5. Consider financial benchmarking information and monitor unit costs.
6. Advise the Board on financial strategy.
7. Review the effectiveness of financial management within the College.
8. Recommend to the Board the college's annual budget.
9. Consider and report on the annual financial statements.
10. Approve all key decisions taken in relation to college finance.
11. Make recommendations to the Board regarding the level of tuition fees and other charges.
12. Approve fee waivers on behalf of the Board and approve the write-off of bad debts (in accordance with the limits set in the Scheme of Delegation).
13. Consider and report on any other financial matters which the Board

may delegate or refer from time to time.

14. Consider, and contribute to, the overall risk management strategy of the college.
15. Ensure compliance with statutory and regulatory requirements;
16. Consider and report on Shared Services in so far as they relate to the provision of such services to the college
17. Consider and report on issues of procurement
18. Consider and recommend to the Board on all matters relating to the operation of the Arms Length Foundation
19. Consider and report on all matters relating to student residences
20. Consider and report on all matters relating to the operational stage of the New Campus buildings
21. Ensure that the college's existing buildings and estates are fit for purpose;
22. Ensure that the college's existing buildings and estates are maintained to an appropriate standard;
23. Ensure that the college's existing buildings and estates are reasonably accessible and comply with the terms of the Equality Act 2010 and
24. Provide a healthy and safe environment for the college's staff, students and visitors.

Commented [FA2]: These paragraphs are no longer relevant

Commented [FA3]: There is no reference to Business Development activities

## **Human Resources Committee Terms of Reference**

### **Membership**

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

Board Members who are employed at the College may not Chair the Committee.

### **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 responsibility for the direction and oversight of all personnel matters relating to the function of the Board of Management as employer of the College's staff.

The Committee shall oversee the development and auditing of all human resource strategies and work streams and this shall include:

1. Overseeing the Human Resources Strategy and Annual Action Plan and monitoring actual performance against KPIs.
2. Auditing Human Resource policies and practices within the College, including those relating to recruitment and selection, terms and conditions of employment including Discipline and Grievance, Health and Safety, and training and development, staff development and appraisal.
3. Overseeing the provision of occupational health support, the provision of computerised human resources systems and a Job Evaluation system.
4. Monitor progress against Equality Scheme Action Plans.
5. Monitor the Investors in People standard and ensure the College provides appropriate Staff training and development.
6. Ensuring the College has in place an effective Performance Management framework monitored through regular statistical reports to the Committee.
7. Ensuring appropriate arrangements are in place for effective dialogue with trade unions
8. Ensuring that pay and conditions of employment are properly determined and that pension arrangements are monitored
9. Ensuring that the college is operating within all legal requirements relating to employment law and other legislation affecting employment

## **Learning and Teaching Committee Terms of Reference**

### **Membership**

At least five members of the Board, including the Principal *ex officio*, the Teaching Staff Representative and the Student Representatives.

### **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 three times each year.

### **Remit**

The Committee has overall responsibility for monitoring the direction and performance of learning and teaching at the College.

The Learning and Teaching Committee shall:

1. Monitor the development of the College's Learning & Teaching Strategy.
2. Review the academic and student support aspects of the College Operational Plan to ensure consistency with the Strategic Plan.
3. Recognise trends in education and recommend specific initiatives in the College.
4. Monitor student retention and achievement and request specific action plans, as necessary.
5. Monitor data relating to the student experience at the College.
6. Review all student support mechanisms and structures, and ensure that these meet the needs of learners.
7. Monitor the College's preparations for and aspects of Education Scotland Reviews and other quality reviews.
8. Monitor the development of the College's Research Strategy
9. Monitor the development of the College's International links
10. To receive regular reports from the Students Association and monitor the college response to student concerns

## **Performance Review and Remuneration Committee Terms of Reference**

### **Membership**

Chair of the Board of Management and the Chairs of the standing committees.

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.

### **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.

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.



## Search and Nomination Committee Terms of Reference

### Membership

Chair of the Board of Management and the Chairs of the standing committees.

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.

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

The UHI Court has 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, a member of the UHI Court or a member of FERB and 1 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. Agree timescale/location for selection panel meeting
3. Agree where to place advertisements and local groups to circulate
4. Agree further information schedule relevant to Inverness College (with UHI input)
5. Agree local panel membership
6. Agree that standard templates fit circumstances

### **New Campus Project Board – Terms of Reference**

New Campus Project Board shall continue to conduct business only for so long as is considered necessary after the project has been completed and a post implementation review is provided and reported to the Board of Management.

#### **Membership**

Chair of the Board of Management  
(Chair) Principal (Project Owner)  
Five other Board  
members\*  
Secretary of UHI

\*To include one member from the Audit Committee and one member from the Finance and General Purposes Committee

#### **Quorum**

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

#### **Frequency of Meetings**

The Project Board shall meet not less than four times per year and in accordance with business requirements.

#### **Reporting**

The Project Board will provide regular progress reports on the Project to the Audit Committee and Finance and General Purposes Committee as required.

#### **Remit**

The New Campus Project Board will monitor progress on the Project on behalf of the Board of Management, provide advice and support to the Project Steering Group as required and make decisions within the Project Board's delegated authority.

#### **Responsibilities**

- Overseeing the progress of the Project on behalf of the Board of Management. The Project Board will operate in an advisory capacity and concern itself with the efficient and effective management and organisation of the Project.
- Maintain visible and sustained strategic commitment to the delivery of the Project.
- Appoint the Project Sponsor and approve the key appointments to the Project Team.
- Review reports from the Project Steering Group and Project Manager.

- Oversight of the implementation of the Estates Strategy as it relates to the new campus development.
- Ensure that communication and consultation strategies are in place for the Project.
- Monitor the risk register established for the Project.
- Monitor regular budget reports.
- To consider any necessary changes to the Project and make recommendations to the Board of Management.
- At each approval gateway, evaluate the business case and investment proposals to ensure that it is satisfied that risks associated with the Project are being managed effectively and that the Project remains affordable. In the event that any gateway review identifies serious deficiencies, difficulties or budget concerns in respect of the Project, the Project Board shall determine the appropriate means of addressing and remedying such serious deficiencies, difficulties or budget concerns.
- Review and scrutinise the performance of each of: the Project Steering Group; the Project Sponsor; the Project Manager; and the Project Team against their respective responsibilities all as set out in the Project Implementation Plan. In the event that the Project Board considers that: the Project Steering Group; the Project Sponsor; the Project Manager; and/or the Project Team have failed to meet any such responsibilities, the Project Board shall determine the appropriate means of addressing and remedying such failure.
- Ensure that a post-implementation review is provided and reported to the Board of Management.

### **Delegated Authority**

The Project Board shall have authority to make commitments on behalf of the Board of Management, including matters that have received Board approval in principle.

This would include specifically, but not exclusively:

- Conclude any contracts of sale or purchase as previously approved by the Board.
- Post the approval of Stage D design, approve any changes that do not fundamentally change the design concept or result in an aggregated potential capital cost over-run compared to Scottish Government NPD Capital cap of more than £100,000 (any such over-runs to be funded from non NPD sources). The cumulative impact of any such changes to be reported to the Board of Management.
- Post the approval of Stage D design, approve any changes that do not

fundamentally change the design concept or result in an aggregated potential cost over-run of more than £100,000. The cumulative impact of any such changes to be reported to the Board of Management.

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### 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, and the Principal who is a member *ex officio*.

#### Quorum

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

#### Frequency of Meetings

The Group 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 shall be the judge and where it is not practicable to convene a meeting of the Board of Management.

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**Commented [FA4]:** Add something along the lines of - Consider all matters relating to the Good Governance of the College

## Board of Management

Subject/Title:	Articles of Governance		
Meeting and date:	Chairs Committee – 31 January 2016		
Author:	Fiona Ambrose, Secretary to the Board		
Link to Strategic Plan:			
Cost implications:	No		
Risk assessment:	Yes <b>If yes, please specify:</b> Financial: Operational: Organisational: required for the proper Governance of the College		
Status – Confidential/Non confidential	Non Confidential		
Freedom of Information Can this paper be included in “open” business	Open		
If a paper should <b>not</b> 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 confidence actionable in court (S36)	
Its disclosure would constitute a breach of the Data Protection Act (S38)		Other (please give further details)	
For how long must the paper be withheld? (express either as the time which needs to pass or a condition which needs to be met.)			

### Recommendation(s)

The Committee is invited to

1. note the Guide relating to the key functions, constitution and proceedings of Boards of Management,
2. consider the attached Scheme of Delegation and Standing Orders and recommend them, subject to any agreed changes, to the Board of Management for approval.

3. Recommend the staff member election rules to the board of Management for approval.

## **Purpose of report**

The purpose of the report is to provide the Board of Management with a draft Scheme of Delegation and Standing orders, which together with the constitutional arrangements set out expressly in the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”) and the Guide to key functions, constitution and proceedings of incorporated college boards, provide the Board with the required Articles of Governance.

## **Main body of information**

Incorporated colleges are established under the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”). Under that Act, Boards of Management are responsible for developing Standing Orders, Schemes of Delegation and Staff Member Election Rules. Other aspects of their constitutional arrangements are set out expressly in the 1992 Act, most notably in section 12 and Schedule 2.

## **Constitutions**

Incorporated colleges do not require to “adopt” the provisions in section 12 and Schedule 2. They have direct legislative effect. In other words, boards do not have to do anything for these provisions to have force in their college. The Board of Inverness College UHI have formally recognised the authority of Schedule 2 in its governance arrangements.

The practice in the past was for a Board of Management to adopt constitutions along with standing orders and schemes of delegations. Indeed, Inverness College UHI adopted an amended constitution in June 2015 which made reference to the Post 16 Education (Scotland) Act 2013 and the designation of UHI as the Regional Strategic Body.

The constitution forms part of the College Governance Manual which also includes the Standing Orders, Scheme of Delegation, Terms of Reference, Code of Conduct for Members of the Board of Management and the Financial Memorandum between UHI as the Regional Strategic Body and the College. The current Governance Manual can be accessed on the [website](#).

However, guidance from the Scottish Government’s Governance Team in December 2015 pointed out that Colleges should not adopt constitutions, which merely re-stated the provision made in the 1992 Act. The reason was that even slight changes to the carefully constructed language in the legislation, some nuances in meaning could easily be lost.

In addition, changes to legislation could be overlooked creating erroneous constitutions. The Head of the College Governance team identified this as a contributory factor towards the governance failings at Glasgow Clyde College.

That said, the Scottish Government’s Governance Team understood the desire of incorporate colleges to have relevant provisions in one place so they produced a Guide (Paper 5b) which brings together key pieces of legislation relating to the key functions,

constitution and proceedings of Boards of Management. The text highlighted in green identifies provisions specific to assigned incorporated colleges, of which Inverness College UHI is one.

### **Model Standing Orders and Scheme of Delegation**

When the guide was produced, it was agreed that the Good Governance Steering Group would develop model standing orders, schemes of delegation and staff member election rules.

The model standing orders and the model scheme of delegation are attached as Papers 5c) and 5d) respectively.

### **Staff member Election Rules**

Before making, varying or replacing the election rules, there is a requirement to “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/support staff of the College”.

Following an approach by the Secretary to the Board, EIS and Unison have advised in writing that they have no objection to the formal adoption of the rules. GMB have been approached on a number of occasions and have failed to respond. They have been advised if no response is received it will be assumed that they have no objection and the rules will be submitted to the Board of Management for formal adoption.

The staff member election rules are attached as Paper 5e.



# 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<sup>1</sup> 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.

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<sup>1</sup> 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**<sup>2</sup> 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).

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<sup>2</sup> 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](#)<sup>3</sup>, 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<sup>4</sup>.

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<sup>5</sup>. Ministerial controls do not therefore disbar such colleges from being charities.

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<sup>3</sup> 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).

<sup>4</sup> The Scottish Government’s view on this is set out in a [letter published on the Scottish Parliament’s website](#).

<sup>5</sup> 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<sup>6</sup>. 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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<sup>6</sup> 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)<sup>7</sup>.

### 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.

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

**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.*



**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 subparagraph (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<sup>8</sup>.

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

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<sup>8</sup> 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<sup>9</sup>.

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<sup>9</sup> 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<sup>10</sup>.*

*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.]*

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<sup>10</sup>[http://www.sfc.ac.uk/web/FILES/Guidance\\_college\\_reclassification/Colleges\\_of\\_Further\\_Education\\_Order\\_2015.pdf](http://www.sfc.ac.uk/web/FILES/Guidance_college_reclassification/Colleges_of_Further_Education_Order_2015.pdf)

**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*

**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<sup>11</sup>; 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.

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



**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*

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## Standing Orders of the Board of Management of Inverness College UHI

### 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 ..... (Date) and come into effect on ..... (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 as many~~ 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 Board Secretary 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.

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### 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 shall be no less than one third/one half of the 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

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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 Board Secretary 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 Board Secretary 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 enter 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 Board Secretary 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

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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 (with the exception of the staff 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. 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 Senior Management Team members being present. In these circumstances the Secretary to the Board shall be present at the meeting unless requested by the Chair to leave. Where the Secretary 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 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 Board Secretary 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 Secretary 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 Secretary 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 approval, ~~decision, discussion, or~~ noting ~~or for~~ ~~information purposes.~~
- 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 approval or a decision 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**

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- 5.1 Board and Committee papers may be submitted by the Principal, a Board or Committee member, a member of the Senior Management Team or the Secretary to the Board.
- 5.2 The Board Secretary 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 Board Secretary shall advise members of this and advise of the reason for the delay and when papers might be expected.
- 5.3 The Board Secretary shall be responsible for ensuring that Board papers are timeously published on the College's website, only redacting information where it is 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 "unapproved circulated".
- 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 ~~confirm~~ the minute which ~~shall~~ be labelled "final version".
- 6.5 The Board Secretary shall be responsible for ensuring that a signed final version of the minutes is securely retained.
- 6.6 The Board Secretary 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, ~~and~~ 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, unapproved circulated or final version.

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**Commented [FA1]:** This would refer specifically to Search and Nomination and PR&R and if it meets again New Campus Project Board. This is a change from the current practice whereby a minute is not approved until the next meeting, however far away in the future

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## 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.

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

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Commented [FA2]: All our committees currently have at least 5 members

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

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## 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 XX Month 20XX

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

### 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 of Board members, in accordance with the [1992 Act](#) and the [College Sector Board Appointments: 2014 Guidance](#)
- 1.9 appointment and removal of the Principal
- 1.10 appointment and removal of the Board Secretary (in accordance with paragraph D.13 of the [Code](#))
- 1.11 approval of terms and conditions of appointment of Board members
- 1.12 approval of the Students' Association constitution and the election regulations for student officers
- 1.13 delegation of functions of the Board including remits of Committees and this Scheme of Delegation
- 1.14 the making, amendment and revocation of the Standing Orders of the Board.

Commented [FA1]: Applicable to regional boards only to be deleted

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### 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.

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- 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.

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- 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.

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## 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 Fundable Bodies in the College Sector~~, 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 a Vice 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.

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## 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 XX Month 20XX

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

**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 (“support”) 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/support 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 20<sup>th</sup> December 2016 and come into effect on 20<sup>th</sup> December 2016.
- 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 Staff/Support Staff**– all staff (including Managers) who are on the support 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 Secretary to the Board. Where the Secretary to the Board 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 Support 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 support staff as appropriate. Only academic members of staff may nominate the academic member and only support staff may nominate the support 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 support 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 support staff may vote for the support 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 support 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.

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

**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 support). The position of **[academic/support]** 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/support]** staff. Each nomination will require a proposer and seconder, both also current members of **[academic/support]** 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 Board Secretary would be happy to meet with you – Fiona Ambrose – [fiona.ambrose.ic@uhi.ac.uk](mailto:fiona.ambrose.ic@uhi.ac.uk)





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

**Sample Nomination Form**

We, the undersigned, wish to nominate:

Name: .....

[Curriculum Area / Department]: .....

For election as the [academic/support] 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/support] 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: Fiona Ambrose, Secretary to the Board of Management, 1 Inverness Campus, Inverness, IV2 5NA or e mail [fiona.ambrose.ic@uhi.ac.uk](mailto:fiona.ambrose.ic@uhi.ac.uk) by [insert date and time]. Late returns shall not be accepted.

**Nominee's Supporting Statement**  
**(Maximum 150 Words)**

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I accept the nomination to stand for election as the [**academic/support**] staff member of the Board of Management.

Name: .....

Signed: .....

**[Curriculum area / Department]:** .....

Date: .....



Extract from Audit Committee – 29 November 2016.

It was **AGREED** that the Board needed an overview of the whole assurance framework and an understanding of how audits and quality assurance meshed together. This matter would be discussed at a future meeting of the Chairs Committee as it was a potential area for board development.

The Committee also **AGREED** that there was a need to ensure that there was a clear link between the audit plan and the strategic risk register.



## UHI STRATEGY EVENT AND COURT MEETING- 21 & 22 MARCH 2017

Note from Roger Sendall, Head of Governance and Records Management, UHI

Time	Tuesday 21 <sup>st</sup> March 2017 – Perth (exact venue to be confirmed)
18:00 -18:30	Delegates arrive – welcome drinks.
19:00	Dinner and networking session
12:40 - 13:30	Wednesday 22 <sup>nd</sup> March 2017 – Perth (exact venue to be confirmed)
09:30	Welcome - Garry Coutts, Chair of Court
09:30 - 10:30	Session with Deputy First Minister & Minister for Further Education, Higher Education and Science
10:30 - 12:30	Strategy Session part 1
12:30 - 13:00	Working lunch
13:00 - 15:30	Strategy session part 2
15:30 – 17:30	<b>University Court Meeting – separate agenda.</b>

The date for the strategy session has been chosen to fit with the Court meeting date that was already scheduled for 22<sup>nd</sup> March and to facilitate a session with Scottish Ministers who have confirmed their availability to meet in Perth on the morning of 22<sup>nd</sup> March for a follow up session and progress report in relation to the October 2016 agreement.

Our intention is to assemble in Perth on the evening of Tuesday 21st March for a dinner. This will provide an opportunity for members of the Court, AP Chairs, AP Principals, SMT and the Independent members of FERB to mix and to get to know each other better in an informal atmosphere. We would then meet with Scottish Ministers at 09:30 the following morning (Wednesday 22<sup>nd</sup> March) for approximately one hour, before our strategic event.

The Court business meeting would follow the close of the strategic event (beginning at approximately 15:30).