

Board of Management

Meeting	Chairs Committee
Date and time	Thursday 22 February 2018 at the conclusion of the Performance, Review and Remuneration Committee.
Location	Board Room, 1 Inverness Campus

Board Secretary
16 February 2018

AGENDA

Welcome and Apologies

Declarations of Interest

FOR DECISION

1. **MINUTES**
Meeting of the Committee held on 23 November 2017
2. **OUTSTANDING ACTIONS / 2017-18 DEVELOPMENT PLAN**
Action List & Development plan
3. **GOVERNANCE**
 - a. **Position of Vice Chair**
Report by Board Secretary
 - b. **Board member appraisal 2018**
Update position
 - c. **Board member induction – enhancement of process**
Proposal paper
 - d. **UHI Integration Process**
4. **BOARD DEVELOPMENT DAY – FRIDAY 27 APRIL**
 - a.m. session – teambuilding
 - p.m. session – Chairs to determine topic
(Board level discussion on funding gap, risk appetite, risk management and leadership and governance of risk)

FOR DISCUSSION

5. **STANDING ITEM – ISSUES FROM CHAIRS**

FOR NOTING

6. AOCB

7. DATE OF NEXT MEETING

Thursday 24 May 2018 - 8.30 a.m.

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

**MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room,
1 Inverness Campus on Thursday 23 November 2017**

PRESENT: Hazel Allen, Sarah Burton, Brian Henderson (VC), Neil Stewart, Steve Walsh, John Wilson
CHAIR: Neil Stewart
ATTENDING: Principal
Secretary to the Board of Management

1. MINUTE

The minute of the Meeting of the Committee held on 14 September 2017 was **ACCEPTED** as a correct record, was **APPROVED** and signed by the Chair.

Hazel Allen entered the meeting

2. GOVERNANCE

a. Outstanding actions

The Board Secretary referred to the updated action list. The Chair confirmed that the outstanding Board member appraisals for Steve Walsh and Hazel Allen would be completed before Christmas.

b. Board Development Plan

The Board Secretary advised that the actions from the external effectiveness review and the board evaluation exercise had been combined into one document as the Development Plan 2017.

The Committee considered how to implement the four actions arising from the board evaluation and agreed the following:-

1. **Ambassadorial role**

The Board would be guided by the Principal on how members could carry out an ambassadorial role without becoming involved in operational issues.

2. **Sharing and learning from other boards**

This was likely to emerge as part of the discussion on the options for the future of UHI. A Board Development day/team building exercise with the SMT to be arranged for the first quarter of 2018

3. **Induction, training and assessment of board members**

The Board Secretary and Sarah Burton to review the current induction process and paperwork and identify any gaps. Training and development needs for Committee Chairs and the Chair of the Board needed to be identified in advance of members taking on these roles.

4. **Committee structure**

The standing committees (Audit excluded) required to focus more on risk management. Another key issue was the leadership and governance of risk. Risk to be included as part of the Board Development day in 2018.

3. SECTOR CONSULTATIONS

The Committees and the Board of Management had not in the past been made aware of sector consultations and had therefore not provided any input to responses submitted by the College. There was a useful discussion on the need to raise the awareness of the Board on consultations carried out.

It was **AGREED** that in the majority of cases, the Board should receive feedback on any consultation responses submitted by Management for noting only. However, where it was considered that the Board should have input into a response, the SMT would prepare a draft and then submit it to the relevant Committee or to the Board as appropriate for consideration.

The Committee also **REQUESTED** that the responses to the two consultations circulated with the agenda, namely ending period poverty and rural and remoteness funding be circulated to Board Members for information.

4. STANDING ITEM – ISSUES FROM CHAIRS

Brian Henderson, Chair F&GP –He intimated that the new agenda setting procedure had been very productive and that good progress was being made in providing commentary / analysis on the figures which were provided in reports. The other item he wished to raise was that of risk which had already been covered in item 2b4 above.

Hazel Allen, Chair Audit –She referred to the recently completed internal audit review of Risk Management. Improvements were required in the management of risk and consideration as to how risk was integrated into the working of the Board.

The Chair of the Board and the Chair of Audit to meet to discuss how to reflect risk at the Board Development day next year.

John Wilson, Vice Chair HR –He referred to the ongoing discussions on National Bargaining and the associated risks. It was positive that there was an awareness of the financial implications arising from National Bargaining.

Sarah Burton, Chair Learning and Teaching – The Chair concurred with the sentiments of the Chair of F&GP in that the agenda setting procedure for the Learning and Teaching Committee had been very productive.

The Chair suggested that the order of the agenda be changed and that item 7 – AOCB be taken as the next item. This was agreed.

5. AOCB

a. Resignations, Board Composition, Committee membership and Chair appointments

The Chair referred to the recent resignation of Lindsey Mitchel from the Board and to the untimely death of Mick Longton. Carron McDiarmid and Fiona Neilson, currently co-opted members / reserves had been invited to take up an appointment as a non-executive member of the Board. Both had accepted the invitation.

There was a need to find a replacement Chair of HR and PR&R following Lindsey's resignation and Steve Walsh had been invited to take on both roles. Steve had accepted the invitations.

Steve would step down from his role as Senior Independent Member and it was **AGREED** that an invitation would be sent to Members, who did not currently hold potentially conflicting roles, asking if they would wish to take up the position of SIM.

- b. List of outstanding actions from Committee and Board meetings**
It was **AGREED** that the outstanding action lists be included as an item within each committee agenda and that it would be important to clarify when each outstanding action was complete.

6. UHI STRUCTURE

The Chair provided a brief update on the meeting which had taken place with a number of the Chairs of the incorporated College Boards, the Chair of Court and the Acting Chief Executive of the Funding Council on 17th November. He advised that he would provide a comprehensive update to all members of the board in advance of the Special Board meeting on Monday 27th November.

Brian Henderson left the meeting

7. SMT REPORT

This item was carried over to the next meeting.

8. DATE OF NEXT MEETING

Thursday 22 February 2018 - 8.30 a.m.

Signed by the Chair: _____

Date: _____

Outstanding Actions - Chairs Committee

23 November 2017				
Item	Action	Responsibility	Time line	Actioned
Ambassadorial role	Principal to guide board members on this role without becoming involved in operational issues	Principal	End January 2018	
Sharing and learning from other boards	Take forward as part of Board Development day	Board Secretary	First quarter 2018	
Induction, training and assessment of board members	Review the current induction process and paperwork and identify any gaps	Board Secretary / Sarah Burton	January 2018	
Committee structure / risk management	Committees to focus more on risk management. Risk to be included as part of Board Development Day	Board Secretary	First quarter 2018	
Sector Consultations	In the majority of cases, the Board to receive feedback on any consultation responses submitted by Management for noting only. If the Board should have input into a response, the SMT would prepare a draft and then submit it to the relevant Committee or to the Board as appropriate for consideration. Responses to the ending period poverty and rural and remoteness funding review consultation to be circulated to Board members	SMT, Shona MacDonald Board Secretary	As required When responses submitted	
Issues from Chairs	Discuss how to reflect risk at the Board Development Day	Board Chair and Chair of Audit	First quarter 2018	

INVERNESS COLLEGE UHI – BOARD OF MANAGEMENT DEVELOPMENT PLAN

	RECOMMENDATION	ACTION	RESPONSIBLE PERSON	TIMESCALE	Comments
Recommendations 1 – 5 - from the Externally facilitated review of Board Effectiveness carried out by Henderson Loggie and approved by the Board of Management in March 2017					
1	As part of the UHI Court review of governance arrangements, specific clarification should be sought on how decisions taken at FERB and UHI Court, which may have implications for Inverness College UHI, will be translated in key messages which can be disseminated for discussion at the College Board of Management and potentially shared with staff	Clarification will be sought on how this issue can be progressed as part of the UHI Court review of governance arrangements	Chair of the Board of Management	30 April 2017 (extended to Summer 2018)	There is now discussion on integration so the timeline has been extended
2	A revision of the financial reporting format should be a focus for the next Director of Corporate Services (or equivalent); with specific reference to the distillation of key messages (for the F&GP committee and potentially other committees	This will be taken forward as part of the review of financial reporting within the college	Next Director of Corporate Services or equivalent	31 December 2017	Director of Finance appointed July 2017. Discussions have taken place with the Chair of F&GP and this will be actioned in full at the December F&GP meeting
3	The previous work conducted to consider the Board's risk appetite should be revisited and finalised	The work will be progressed following discussion and agreement	To be determined	To be determined	Board of Management at its meeting on 26 Oct 2017 agreed to adopt the UHI Risk Statement and

		on the Executive Lead for risk management			Risk Appetite and to be part of further work which will be undertaken by UHI in 2018. Risk appetite to be discussed at the IC Board Open Day in early 2018
4	The requirement for audit committee members to meet in private with the external auditors annual should be added to the Audit Committee terms of reference when this is next updated	This will be taken forward as part of the scheduled review of all committee terms of reference	Board Secretary	31 October 2016	New terms of reference approved by Board of management on 26 October 2017 COMPLETE
5	Clarity should be sought from both FERB and the UHI Court regarding the process for achieving compliance with Section D27 of the Code of Good Governance	This will be taken forward to ensure compliance with the Code	Board Secretary	30 April 2017	Board Chair appraisal completed by Chair of Court, April 2017 COMPLETE
Recommendations 6 – 9 - from the annual Board appraisal process approved by the Board of Management in October 2017					
6	What more could the board do to be open and transparent?	Board members to engage more in ambassadorial role	All Board members	ongoing	
7	Are we learning and sharing enough from other boards?	Chair to raise this in the first instance through FERB and then consider the wider college sector.	Chair of the Board of Management	Next Meeting FERB / Summer 2018	See 1 above - timeline extended
8	How could we improve and develop our system of induction, training and assessment of board members?	Board Secretary and a few Board members to review the current induction process and materials	Board Secretary	End Feb 2018	Sarah Burton and Board Secretary met on 12 Jan 2018. Number of suggestions for improvement to be incorporated into the Induction process

9	Do I think our committee structure enhances our scrutiny work or does it slow us down or draw us into too much detail?	Chairs Committee to consider how to improve the process	Board Secretary	End Feb 2018	Committees to focus more on risk management. Risk to be included as part of Board Development Day
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Board of Management

Subject/Title:	Position of Vice Chair of the Board
Author: [Name and Job title]	Fiona Ambrose, Board Secretary
Meeting:	Chairs Committee
Meeting Date:	Thursday 22 February 2018
Date Paper prepared:	15 th February 2018
Brief Summary of the paper:	<p>John Wilson holds the position of Vice Chair of the Board of Management. John was appointed to this position in 2010 for a period of 4 years and was reappointed in October 2014.</p> <p>It is important that the Board have a robust succession planning process to reduce any risk associated with the loss of experienced members. John has indicated that he wishes to step down from the position of Chair to allow a new Vice Chair to develop the skills required for this position and potentially the position of Chair.</p>
Action requested: [Approval, recommendation, discussion, noting]	Discussion
Link to Strategy: Please highlight how the paper links to, or assists with:: <ul style="list-style-type: none"> • compliance • partnership services • risk management • strategic plan • new opportunity/change 	N/A
Resource implications:	No If yes, please specify:
Risk implications:	Yes If yes, please specify: Operational: Vice Chair stands in for Chair in his absence. Organisational: The position of Vice Chair is part of the organisational structure of the Board
Equality and Diversity implications:	No If yes, please specify:
Consultation: [staff, students, UHI & Partners, External] and provide detail	N/A

Status – [Confidential/Non confidential]	Non confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	Yes		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)		Its disclosure would constitute a breach of 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.)			

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

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

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

Board of Management – Board Member evaluation

Chair of the Board – Neil Stewart

John Wilson
Sarah Burton
Hazel Allen
Brian Henderson
Steve Walsh

“Primary” Committee of other Board Members. Evaluation to be carried out by respective Chairs

Chair of Audit – Hazel Allen

Jaci Douglas
Fiona Neilson

Chair of HR – Steve Walsh

Andy Gray
Innis Montgomery

Chair of L&T – Sarah Burton

Ollie Bray
Tom Speirs
Helen Miller
Kate White
Gabbi Starr
Chris Shaw

Chair of F&GP – Brian Henderson

Gavin Ross
Carron McDiarmid

January 2018

Suggested enhancements to the induction process for Board members

- Flexibility of attendance if already have good knowledge of topic
- Outline plan – Induction schedule over 6 months
 - Step 1 Housekeeping
 - Step 2 General Governance
 - Step 3 Tour of Campus
 - Step 4 Briefings by SMT members
 - Step 5 Mandatory Governance Training
 - Etc etc
 - Development needs after 6 months review
- Reintroduce induction checklist
- Campus Tour – visibility of staff. Engagement – see and be seen (plus have another Board member in attendance)
- Staff Conference – involvement in sessions – not just cursory invite to Lunch
- As part of recruitment - provide list of potential events to attend throughout the year
 - Graduation, Staff Conference, Prizegiving, Create Business Event etc etc
- Potential events – awards in certain areas, other good news stories etc
- College Staff Induction – any information given about the Board of Management and its role?? Board member to attend
- Provide Board Updates on IConnect
- At first induction session – introductory discussion on “Why I joined the Board”
- Involve committee Chairs in the Induction Process – Chair to outline expectations
- Advise of two committees appointed to and invite to attend the other two as observers within first 12 months
- Highlight review / evaluation process which will be carried out after 6 months and development of training and development plan. Set out expectations and what Board member will deliver in return.
- Highlight current key governance issues at induction session – environment scene setting – e.g. UHI Integration, PAS, etc
- Board Culture session at beginning of Board Open day

- Board Member “engagement” questionnaire
How often do you look at E mails, I Connect, etc. What else do you do??
- As part of Recruitment – highlight more the Engagement role, not just requirement to attend committees. Give a shape of the time commitment – getting involved in college life