

Board of Management

Meeting	Chairs Committee
Date and time	Thursday 5 November 2020 at 8.30 a.m.
Location	Microsoft Teams via Calendar Link

Board Secretary
29 October 2020

The timings on this agenda are indicative only and the meeting may extend beyond the anticipated finish time.

AGENDA

Welcome and Apologies

Declarations of Interest

1. **MINUTES**
Meeting of the Committee held on 8th October 2020
2. **OUTSTANDING ACTIONS**
Action List
3. **GOVERNANCE DOCUMENTS FOR APPROVAL**
 - 3a. Standing Orders
 - 3b. Scheme of Delegation
 - 3c. Code of Conduct
 - 3d. Rules for Election of Staff to Boards
4. **FINANCIAL RECOVERY PLAN – CONFIDENTIAL**
Financial Recovery Plan Progress Report by Principal
5. **STRATEGY – UPDATE ON PROCESS**
Verbal Update from Principal and Chair of Board of Management
6. **AOCB (10)**
7. **DATE OF NEXT MEETING – 3rd December 2020 at 8.30 a.m.**



Board of Management

MINUTES of the MEETING of the CHAIRS COMMITTEE held via Microsoft Teams on Thursday 08 October 2020

PRESENT:	Sarah Burton, John Wilson, Donald MacKenzie, Innis Montgomery
APOLOGIES:	Fiona Neilson
CHAIR:	Sarah Burton
ATTENDING:	Principal Secretary to the Board of Management

There were no declarations of interest noted.

1. MINUTES

The minute of the Meeting of the Committee held on 10 September 2020 was **ACCEPTED** as a correct record and was **APPROVED**.

2. OUTSTANDING ACTIONS

Board Member Evaluations

It was noted that evaluations have begun with some now complete. It was **AGREED** that this will remain on the list until all evaluations have been carried out.

FEC Costing

The Committee was advised that this is progressing. A new model is being developed by the SMT which will also facilitate SRP decisions and the Curriculum Plan. Although this model is not yet finalised it is proving a useful tool in highlighting sustainable courses. The Committee noted that the new model will enable us to help identify partnership courses which are not viable in their current format.

Innis Montgomery joined the meeting at this point.

The Committee acknowledged the work taking place on developing the FEC model and **AGREED** that this item can be removed from the outstanding actions list and will be further discussed within the F&GP Committee meetings.

3. FINANCIAL RECOVERY PLAN - CONFIDENTIAL

The Principal advised the Committee of confidential SMT matters that will require to be addressed in the future.:

The Committee requested that a PR&R meeting should be scheduled at an appropriate time to consider these within November. It was **AGREED** that the Board Secretary will schedule this meeting.

The Committee noted that the FRP will be reviewed by SMT this month and part of this review will look at whether reports are providing the information that is required by Committees with target forecasts and graphics being highlighted as particularly useful to ensure that reports circulated to Committees remain meaningful.

4. RECRUITMENT, CONVERSION AND FINANCIAL IMPACT

The Principal presented a confidential update to the Committee.

The Committee noted the successful marketing and communications campaign that supported an increase of 8% of students registered. Staff are continuing to enrol students virtually and it is hoped that conversion rates will remain high.

With regards FE the Committee noted that we are almost at the same position as last year - pre Covid-19.

The Principal advised the Committee that apprenticeships have continued to have a positive impact on our finances and, where apprentices can work off-site, we have continued to monitor and assess them virtually.

The Committee commended the flexibility that has been offered to students to ensure that their practical skills can continue and noted the use of learning bubbles within the College for students who have to be taught within the building.

5. STRATEGIC UPDATE

The Principal advised the Committee that we are 6-8 months behind in developing our strategic plan. Workshops have been held with staff with regards the vision for 20-25 and we require to begin to move forward with the next stage which would be to present a draft to the Board of Management for their critique and discussion. Following this, external stakeholders would be engaged in the process ahead of bringing the draft strategy back to the Board of Management for final approval.

The Committee discussed the merits of following a similar approach to the strategic documentation structure as per our previous strategy, with each Board Committee reviewing the strategic principles which underpin their committee's terms of reference.

The Committee **AGREED** to set a timescale for Board Workshops. The Principal **AGREED** to circulate the Oakley paper to all outwith this meeting.

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The Chair of the Board of Management, the Principal, the PA to the Principal and the Board Secretary will meet to discuss the structure of the Board contribution prior to the next Chairs Committee Meeting.

6. AOCB

ELCC- a confidential discussion with regards the ELCC took place.

7. DATE OF NEXT MEETING

Thursday 5th November 2020 - 8.30 a.m.

Signed by the Chair:

Date:

ITEM 02

Outstanding Actions - Chairs Committee

12 March 2019				
Item	Action	Responsibility	Time line	Actioned
Board member evaluation	Evaluations to be completed	All Chairs	By end June 2019	To be completed June 2020. Board Sec will provide reminders for who each Chair should be evaluating. Ongoing
8th October 2020				
FRP	A PR&R Meeting to be scheduled for November to review the job description for the DofF and the FM posts.	Board Secretary	November	
Strategy	A draft strategy to be available for Committees to review in the March 21 cycle.			March 21
	Timescale for Board Workshops to be agreed.	Board Secretary		Oct 21
	Principal to circulate the Oakley paper to all.	Principal		Oct 21
	Sub Group to meet to discuss structure of away day	Board Secretary		Prior to Nov meeting.
ELCC	Costs involved for extending the ELCC to April and June to be given to the Committee	Director of External Relations		Prior to Nov Meeting.

Board of Management

Subject/Title:	Board of Management Policies & Procedures
Author: [Name and Job title]	Lisa Ross, Board Secretary
Meeting:	BoM Chairs Committee
Meeting Date:	5 th November 2020
Date Paper prepared:	30 th October 2020
Brief Summary of the paper:	<p>BoM Chairs Committee are asked to agree the following policies which have been reviewed by the Board Secretary in order to facilitate progression to the next stage of approval.</p> <ul style="list-style-type: none"> • Standing Orders – Approve policy as is after review as no updates are required. • Scheme of Delegation – Approve policy as is after review as no updates are required. • Code of Conduct – Approve changes to section 1.3 of the policy (update to Acts Revised dates). • Rules for Election of Staff to Boards – Approve policy as is after review as no updates are required.
Action requested: [Approval, recommendation, discussion, noting]	Approval
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 	Governance of Board of Management
Resource implications:	Yes / No If yes, please specify:
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:
Equality and Diversity implications:	Yes/ No If yes, please specify:

<p>Consultation: [staff, students, UHI & Partners, External] and provide detail</p>	
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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



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

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

Reviewer	Date	Review Action/Impact
Secretary to the BoM	19/12/2017	Minor change approved by BoM

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 19th December 2017 and come into effect on that date. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

1 Meetings of the Board and Committees

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

2 Quorum and Voting Rights

- 2.1 The quorum for a meeting of the Board shall be no less than one half of the members entitled to vote at such a meeting or for a meeting of a Committee, no less than three of the members entitled to vote at such a meeting.
- 2.2 If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is

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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 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, decision, discussion or noting.
- 4.3 The order of business shall be:
- Apologies for absence
 - Declarations of any Potential Conflicts of Interest in relation to any agenda items
 - Approval of the minutes of the previous meeting
 - Matters arising
 - All other business with those items of business requiring a decision or discussion taking precedence over items of business for noting
 - Any other competent business (AOCB)
 - Date of the next meeting(s)
- 4.4 All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.

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

5 Board and Committee Papers

- 5.1 Board and Committee papers may be submitted by the Principal, a Board or Committee member, a member of the 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, with the exception of those papers which are marked confidential.

6 Minutes of Board and Committee Meetings

- 6.1 In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.
- 6.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled "draft".
- 6.3 Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled "agreed for circulation".
- 6.4 The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter sign the minute which shall be labelled "final version".
- 6.5 The 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, labelled as “final version” and signed as soon as is practicable.

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

7 Establishment of Committees and Sub-Committees

- 7.1 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish sub-committees. References in these Standing Orders include sub-committees.
- 7.2 A Committee shall consist of at least five Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.
- 7.3 Each Committee shall review its remit biennially unless there is an urgent matter to be considered and shall submit any proposed changes to the Board for approval.

8 Appointment of Vice Chair

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

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

9 Suspension of Standing Orders

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

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

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

Reviewer	Date	Review Action/Impact

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Preamble

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

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

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

1 Authority Reserved to the Board

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

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

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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.

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- 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.

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- 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.

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- 4.21 represent the Board in negotiating and implementing conditions of service in relation to relevant College staff.
- 4.22 approve the secondment of College staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.
- 4.23 in exceptional circumstances, agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council and functions delegated to the Board or a Committee.
- 4.24 establish any other procedures required for the orderly management of College staff.

Student Management

- 4.25 arrange for the provision of appropriate curriculum and support services for students and clients.
- 4.26 administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council, with UHI as the Regional Strategic Body or the Board the disbursement of monies to students attending the College.
- 4.27 administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.
- 4.28 set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.
- 4.29 authorise students, and to make grants to students, to enable them to attend courses and conferences and to undertake educational visits and excursions within, the UK or abroad, within approved budgets and policies of the Board.
- 4.30 take appropriate disciplinary action, including exclusion, against students in accordance with any policies of the Board.
- 4.31 provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

Property Management

- 4.32 allocate accommodation within the College in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to College property.
- 4.33 apply to the appropriate authority for any necessary statutory consents.

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- 4.34 grant any way leave or servitude over property of the College on such terms as may be appropriate.
- 4.35 grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances.

Financial Management

- 4.36 take personal responsibility for ensuring the proper and effective operation of financial, planning and management controls, and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure.
- 4.37 act at all times in compliance with the Financial Memorandum with UHI as the Regional Strategic body, conditions of grant, Scottish Public Finance Manual, and to follow the College's Financial Regulations taking particular account of the delegated financial limits.
- 4.38 enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the College or to authorise another to enter into such contracts up to a value of the relevant EU Procurement threshold or Board approved budgetary limits and all in accordance with the College's financial regulations.
- 4.39 terminate contracts, when it is in the best interests of the College to do so.
- 4.40 check the financial standing of potential contractors.
- 4.41 dispose of assets up to the value of the delegated financial limit as set out in the Finance Regulations and in line with the requirements of the Scottish Public Finance Manual.
- 4.42 administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.
- 4.43 take out any necessary insurances to protect the interests of the College.
- 4.44 settle any claims whether or not such claims are insured or whether or not a court action has been raised.
- 4.45 spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.
- 4.46 arrange for the presentation to the Board for approval an annual budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.

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- 4.47 arrange for the preparation, audit and presentation to the Board of accounts following the end of each financial year in compliance with the requirements of the Accounts Direction and encompassing Audit Scotland and the Scottish Funding Council instruction.
- 4.48 report to UHI as the Regional Strategic Body, to the Scottish Funding Council should the Board adopt a policy or commission an action which is incompatible with the terms of the Financial Memorandum or the Scottish Public Finance Manual, or which would infringe on the requirements of propriety or regularity, and report to the Board in writing on such matters being considered, and advise the Board that, should it wish to choose to continue with the policy or action, then as accounting officer he or she must report the Board's intentions to UHI as the Regional Strategic Body and to the Scottish Funding Council in writing.

5 Absence of the Principal

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

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

6 Delegation to the Board Secretary

The Board Secretary has delegated authority to:

- 6.1 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.
- 6.2 undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.
- 6.3 administer staff elections to the Board and act as returning officer.
- 6.4 act as Standards Officer in accordance with Advice on the [Role of a Standards Officer](#) (issued by the Standards Commission for Scotland).
- 6.5 in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (i.e. the Scottish Funding Council or the regional strategic body).

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7 Absence of the Board Secretary

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

8 Previous Schemes

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

Approved by the Board 28th March 2017

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Code of Conduct for Members of the Board of Management of Inverness College UHI

Lead Officer	Chair of the Board of Management
Review Officer	Secretary to the Board of Management
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**CODE OF CONDUCT for MEMBERS of the BOARD of
MANAGEMENT OF INVERNESS COLLEGE UHI**

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SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

1.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. You must meet those expectations by ensuring that your conduct is above reproach.

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1.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000, “the Act”, provides for Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland, “The Standards Commission” to oversee the new framework and deal with alleged breaches of the codes.

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1.3 The Act requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. The Model Code for members was first introduced in 2002 ~~and has now been revised in December 2013 following consultation and the approval of the Scottish Parliament. During 2014 the Scottish Government undertook a review of the model of Code of Conduct following which a public consultation was then carried out. The revised Model Code of Conduct was introduced in February 2014.~~ These revisions will make it consistent with the relevant parts of the Code of Conduct for Councillors, which was revised in ~~2010~~ July 2018 following the approval of the Scottish Parliament.

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1.4 As a member of the Board of Management of Inverness College UHI “the Board”, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct which has now been made by the Board.

Appointments to the Boards of Public Bodies

1.5 Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government’s equality outcome on public appointments is to ensure that all appointments are more diverse than at present. In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a board’s appointments process should encourage as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the public body on which you serve and of wider diversity and equality issues.

1.6 You should also familiarise yourself with how the public body’s policy operates in relation to succession planning, which should ensure the public body have a strategy to make sure they have the staff in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

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Guidance on the Code of Conduct

1.7 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.

1.8 The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the public body. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

1.9 You should familiarise yourself with the Scottish Government publication “On Board – a guide for board members of public bodies in Scotland”. This publication will provide you with information to help you in your role as a member of a public body in Scotland and can be viewed on the Scottish Government website.

Enforcement

1.10 Part 2 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 sets out the provisions for dealing with alleged breaches of this Code of Conduct and where appropriate the sanctions that will be applied if the Standards Commission finds that there has been a breach of the Code. Those sanctions are outlined in **Annex A**.

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

1.1. The general principles upon which this Code is based should be used for guidance and interpretation only. These general principles are:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Selflessness

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

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

Objectivity

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

Accountability and Stewardship

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

Openness

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

Honesty

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

Leadership

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

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly you must respect members of the public when performing duties as a member of your public body.

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1.2. You should apply the principles of this Code to your dealings with fellow members of the public body, its employees and other stakeholders. Similarly you should also observe the principles of this Code in dealings with the public when performing duties as a member of the public body.

SECTION 3: GENERAL CONDUCT

3.1 The rules of good conduct in this section must be observed in all situations where you act as a member of the public body.

Conduct at Meetings

3.2 You must respect the chair, your colleagues and employees of the public body in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings.

**Relationship with Board Members and Employees of the Public Body
(including those employed by contractors providing services)**

3.3 You will treat your fellow board members and any staff employed by the body with courtesy and respect. It is expected that fellow board members and employees will show you the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behaviour in their organisation. Public bodies should promote a safe, healthy and fair working environment for all. As a board member you should be familiar with the policies of the public body in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

Remuneration, Allowances and Expenses

3.4 You must comply with any rules of the public body regarding remuneration, allowances and expenses.

Gifts and Hospitality

3.5 You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.

3.6 You must never ask for gifts or hospitality.

3.7 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your public body. As a general guide, it is usually appropriate to refuse offers except:

- (a) isolated gifts of a trivial character, the value of which must not exceed £50;
- (b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or

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(c) gifts received on behalf of the public body.

3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your body may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your public body then, as a general rule, you should ensure that your body pays for the cost of the visit.

3.9 You must not accept repeated hospitality or repeated gifts from the same source.

3.10 Members of devolved public bodies should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality Requirements

3.11 There may be times when you will be required to treat discussions, documents or other information relating to the work of the body in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. You must always respect the confidential nature of such information and comply with the requirement to keep such information private.

3.12 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain, or for political purposes or used in such a way as to bring the public body into disrepute.

Use of Public Body Facilities

3.13 Members of public bodies must not misuse facilities, equipment, stationery, telephony, computer, information technology equipment and services, or use them for party political or campaigning activities. Use of such equipment and services etc. must be in accordance with the public body's policy and rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the public body.

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Appointment to Partner Organisations

3.14 You may be appointed, or nominated by your public body, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.

3.15 Members who become directors of companies as nominees of their public body will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the public body. It is your responsibility to take advice on your responsibilities to the public body and to the company. This will include questions of declarations of interest.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called “Registerable Interests”. You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the body’s Register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.

4.2 The Regulations¹ as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. **Annex B** contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

Category One: Remuneration

4.3 You have a Registerable Interest where you receive remuneration by virtue of being:

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm; or
- undertaking a trade, profession or vocation or any other work.

4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.

4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, “Related Undertakings”.

4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.

4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.

¹ SSI - The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended.

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4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.

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

4.11 Registration of a pension is not required as this falls outside the scope of the category.

Category Two: Related Undertakings

4.12 You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.

4.13 You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.

4.14 The situations to which the above paragraphs apply are as follows:

- you are a director of a board of an undertaking and receive remuneration declared under category one – and
- you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

Category Three: Contracts

4.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with the public body of which you are a member:

- (i) under which goods or services are to be provided, or works are to be executed; and
- (ii) which has not been fully discharged.

4.16 You must register a description of the contract, including its duration, but excluding the consideration.

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Category Four: Houses, Land and Buildings

4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed.

4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision making.

Category Five: Interest in Shares and Securities

4.19 You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) the body to which you are appointed and (b) the **nominal value** of the shares is:

- (i) greater than 1% of the issued share capital of the company or other body; or
- (ii) greater than £25,000.

Where you are required to register the interest, you should provide the registered name of the company in which you hold shares; the amount or value of the shares does not have to be registered.

Category Six: Gifts and Hospitality

4.20 You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in paragraph 3.7 (a) to (c) of this Code.

Category Seven: Non-Financial Interests

4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.

4.22 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

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General

5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of the public body. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.

5.2 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the public body and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.

5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the **objective test** ("the objective test") which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of a public body.

5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the board chair.

5.5 As a member of a public body you might serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between your public body and another body. Keep particularly in mind the advice in paragraph 3.15 of this Code about your legal responsibilities to any limited company of which you are a director.

Interests which Require Declaration

5.6 Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with

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(a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.

5.7 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of a public body. In the context of any particular matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of a public body as opposed to the interest of an ordinary member of the public.

Your Financial Interests

5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code). If, under category one (or category seven in respect of non-financial interests) of section 4 of this Code, you have registered an interest

- (a) as the Principal of the College;
- (b) as a member of the teaching staff of the College having been elected from their number to the Board;
- (c) as a member of the non-teaching staff of the College having been elected from their number to the Board;
- (d) as a student of the College having been nominated by the Students' Association of the College to the Board; or
- (e) in relation to any particular experience or position which was relevant to / a reason for your appointment to the public body (for example, as director of an education authority)

you do not, for that reason alone, have to declare that interest.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

Your Non-Financial Interests

5.9 You must declare, if it is known to you, any non-financial interest if:

- (i) that interest has been registered under category seven (Non-Financial Interests) of Section 4 of the Code; or
- (ii) that interest would fall within the terms of the objective test.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

The Financial Interests of Other Persons

5.10 The Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.

You must declare if it is known to you any financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;
- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable expenses.

There is no need to declare an interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

5.11 This Code does not attempt the task of defining "relative" or "friend" or "associate". Not only is such a task fraught with difficulty but is also unlikely that such definitions would reflect the intention of this part of the Code. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the public body and, as such, would be covered by the objective test.

The Non-Financial Interests of Other Persons

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5.12 You must declare if it is known to you any non-financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;
- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable election expenses.

There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

There is only a need to withdraw from the meeting if the interest is clear and substantial.

Making a Declaration

5.13 You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.

5.14 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words "I declare an interest". The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Frequent Declarations of Interest

5.15 Public confidence in a public body is damaged by perception that decisions taken by that body are substantially influenced by factors other than the public interest. If you would have to declare interests frequently at meetings in respect of your role as a board member you should not accept a role or appointment with that attendant consequence. If members are frequently declaring interests at meetings then they should consider whether they can carry out their role effectively and discuss with their chair. Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

Dispensations

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5.16 In some very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before your public body and its committees.

5.17 Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

6.1 In order for the public body to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the public body conducts its business.

6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups.

Rules and Guidance

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

6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the public body.

6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the public body.

6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.

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6.7 You should not accept any paid work:-

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

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

6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the public body.

ANNEX A**SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE**

- (a) Censure – the Commission may reprimand the member but otherwise take no action against them;
- (b) Suspension – of the member for a maximum period of one year from attending one or more, but not all, of the following:
 - i) all meetings of the public body;
 - ii) all meetings of one or more committees or sub-committees of the public body;
 - (iii) all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member.
- (c) Suspension – for a period not exceeding one year, of the member's entitlement to attend all of the meetings referred to in (b) above;
- (d) Disqualification – removing the member from membership of that public body for a period of no more than five years.

Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of that public body be reduced, or not paid.

Where the Standards Commission disqualifies a member of a public body, it may go on to impose the following further sanctions:

- (a) Where the member of a public body is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from their public body and terminating membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.
- (b) Direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members' code applicable to that body is then in force) and may disqualify that person from office as the Water Industry Commissioner.

In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer.

Full details of the sanctions are set out in Section 19 of the Act.

ANNEX B

DEFINITIONS

“**Chair**” includes Board Convener or any person discharging similar functions under alternative decision making structures.

“**Code**” code of conduct for members of devolved public bodies

“**Cohabitee**” includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of husband and wife.

“**Group of companies**” has the same meaning as “group” in section 262(1) of the Companies Act 1985. A “group”, within s262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.

“**Parent Undertaking**” is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking’s memorandum or articles or (ii) by virtue of a control contract; or d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the rights in the undertaking.

“**A person**” means a single individual or legal person and includes a group of companies.

“**Any person**” includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.

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

“**Related Undertaking**” is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.

“**Remuneration**” includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.

“**Spouse**” does not include a former spouse or a spouse who is living separately and apart from you.

“**Undertaking**” means:

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



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

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

Reviewer	Date	Review Action/Impact

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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 28th March 2017 and come into effect on that same date.
- 5 For the purposes of these election rules, staff groups are defined as follows:
 - **Teaching Staff/Academic Staff** – all staff (including Managers) who are on the academic staff payroll.
 - **Non-Teaching 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)~~ ~~(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

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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 – **[insert name]** – **[insert e mail]**

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: [insert name] Secretary to the Board of Management, 1 Inverness Campus, Inverness, IV2 5NA or e mail [insert e mail] by [insert date and time]. Late returns shall not

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

be accepted.

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

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:

Chairs Committee

Subject/Title:	Financial Recovery Plan – Update
Author: [Name and Job title]	Professor Chris O’Neil, Principal & Chief Executive
Meeting:	Chairs Committee
Meeting Date:	05 November 2020
Date Paper prepared:	30 October 2020
Brief Summary of the paper:	To provide the Chairs Committee with an update on the progress of the FRP.
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 	
Resource implications:	Yes / No If yes, please specify:
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:
Equality and Diversity implications:	Yes/No If yes, please specify:
Consultation: [staff, students, UHI & Partners, External] and provide detail	

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Status – [Confidential/Non confidential]	Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No		
*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)	X
Its disclosure would substantially prejudice the commercial interests of <u>any person or organisation</u> (S33)	X	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