



**Dumfries and  
Galloway College**

One step ahead

# BOARD OF MANAGEMENT

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## Articles of Governance and Governance Manual

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Approved by Board of Management – September 2014

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- Scheme of Delegation adopted by the Board on 16 June 23
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# 1. Introduction

## 1.1 This manual sets out:

- The statutory and regulatory responsibilities (including powers and duties) of Dumfries and Galloway College are those set out in the Further and Higher Education (Scotland) Act 1992 (as amended) (the “1992 Act”) and the Further and Higher Education (Scotland) Act 2005 (as amended) (the “2005 Act”). Significant amendments were made to the 1992 Act and the 2005 Act by the Post-16 Education (Scotland) Act 2013 (“the 2013 Act”).
- The Standing Orders of the Board and its Committees
- The Scheme of Delegation, including delegation to the Chair, Committees, the Principal and the Secretary to the Board
- The Board of Management Code of Conduct
- The Terms of Reference of the Board and its Committees.

## 1.2 Code of Good Governance 2016 (Revised 2022):

- The Code of Good Governance for Scotland’s Colleges has been developed and is owned by the college sector. Dumfries and Galloway College is required to comply with it as a condition of grant from SFC. It establishes standards of good governance practice for all boards and provides the essential foundations for compliance within the legislative framework.
- Boards must not only follow the letter but also the spirit of the Code to ensure good governance. Boards must think deeply, thoroughly and on a continuing basis about their overall tasks and the implications of these for the roles of their individual members. Key to this is the leadership of the chair, the support given to and by the principal, and the frankness and openness of mind with which issues are discussed and tackled by all board members.
- Statement of Compliance with Good Governance
  - Each board must state its adoption of the Code in the corporate governance statement contained in its annual financial statement. The chair, on behalf of the board, is expected to report as to how the principles have been applied by the board. Where, for whatever reason, a regional board’s practice is not consistent with any particular principle of the Code, it should make this known to SFC. This should be done immediately they become aware of an inconsistency and, without exception, in advance of publishing the information. An explanation for that inconsistency must be clearly stated in its corporate governance statement. Boards will be expected to offer a clear rationale for exceptions in the context of their college’s operational model and to identify mitigations.
- The code should be read in conjunction with this manual, which includes specific elements of the code of good governance for Scotland’s colleges.

## 1.3 This Manual is not intended to undermine or supersede the formal Instruments and Articles of Governance, under which the College has its charitable status. In the event of any conflict between the contents of this Manual and the Instruments and Articles, the

Instruments and Articles take precedence. Any changes to those Instrument and Articles will, as appropriate, be reflected in the content of this Manual.

- 1.4 There are Appendices covering:
- Declaration form
  - The form for the registration of interests
  - Glossary of Terms.

## **2. Statutory And Regulatory Responsibilities**

- 2.1 The Board is constituted in accordance with the Acts and any relevant Regulations, Statutory Provisions or Orders made by the Scottish Government. Any changes to the Acts or any relevant Regulations, Statutory Provisions or Orders made by the Scottish Government will supersede any arrangements or procedures set out in this Manual.
- 2.2 The Board shall be the College's legal authority and, as such, shall ensure that systems are in place for meeting the College's legal obligations, including those arising from contracts and other legal commitments made in the College's name.
- 2.3 The Board shall act as trustee for any legacy, endowment, bequest or gift given to it in support of the work and welfare of the College.
- 2.4 The Board shall ensure that the College's Constitution is followed and that appropriate advice is available to enable this to happen.
- 2.5 The Board shall be the employer of all employees of the College.
- 2.6 The Board shall ensure that the College operates ethically, responsibly and with respect for the environment and for society at large and will ensure that the College provides public benefit in Scotland and elsewhere through:
- the advancement of education and training; and
  - the advancement of citizenship or community development.
- 2.7 The Board shall ensure that it maintains a balance of appropriate knowledge, skills and experience amongst its membership in order to meet its primary responsibilities.
- 2.8 The Board shall be the principal financial and business authority of the College; shall ensure that proper books of account are kept; shall approve the annual budget and financial statements; and shall have overall responsibility for the assets, property and estate of the College and the use thereof.
- 2.9 The Board shall ensure the establishment and monitoring of systems of control and accountability, including: financial and operational controls; systems in respect of risk assessment and management; clear procedures for handling internal grievances; clear

procedures for managing conflicts of interest; and clear procedures for public interest disclosure, all so as to maintain the solvency of the College and safeguard its assets.

- 2.10 The Board shall ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against approved plans and key performance indicators, which should be benchmarked against other comparable institutions, wherever possible.
- 2.11 The Board shall ensure that arrangements are in place to promote the proper management of the health, safety and security of students, staff and others affected by the College and its operations.
- 2.12 It is the duty of the Board to comply with any direction, requirement, notice or duty imposed by the Charities Act.
- 2.13 The Board shall make provision, in consultation with the Students' Association, for the general welfare of students.

### 3. Standing Orders

#### Executive Summary

- 3.1 The Constitution and Standing Orders of Dumfries and Galloway College Board of Management set out the Board's policy and practice on those issues which it has powers to determine.
- 3.2 The Constitution and Standing Orders also address the arrangements for the reporting of members' interests and the constitution and duties of the Board.
- 3.3 The Constitution and Standing Orders are to be read in conjunction with the following:
- The Further and Higher Education (Scotland) Act 1992, The Further and Higher Education (Scotland) Act 2005 and the amendments in the Post-16 Education (Scotland) Act 2013. In the event of any conflict arising between the Constitution and Standing Orders and the Act, the terms of the Act shall prevail;
  - Code of Good Governance for Scotland's Colleges - 2016
  - The Ethical Standards in Public Life etc. (Scotland) Act 2000;
  - The Scheme of Delegation;
  - The Board of Management Code of Conduct; and
  - Scottish Funding Council Financial Memorandum.
- 3.4 The Board of Management of Dumfries and Galloway College is established as a regional college under the provisions of the 2013 Act and is a charity registered in Scotland in terms of the Charities and Trustee Investment (Scotland) Act 2005 with registered number SC021189.
- 3.5 In the event of a dispute as to the interpretation of any part of the Constitution and Standing Orders the ruling of the Chair shall be sought. In the event of a challenge to the Chair's authority the Board shall refer the matter to statutory provisions.

#### Purpose and Powers

- 3.6 The Board of Management shall have the duty to manage and conduct the business of the College in accordance with the terms of its statutory responsibilities and, in particular, ensure that it provides suitable and efficient further and higher education to students at the College.
- 3.7 The Board has the responsibility for the appointment of the College Principal, and for the conduct of any disciplinary or other action taken against the Principal as the result of an allegation of misconduct or the investigation of a grievance. It shall put in place suitable arrangements for monitoring his/her performance.

- 3.8 The Board shall delegate to the Principal, as Chief Executive, authority for the academic, corporate, financial, estate and human resource management of the College, and shall establish and monitor such management functions as shall be undertaken by and under the authority of the Principal.
- 3.9 The Board has powers to:
- charge fees;
  - provide assistance of a financial or other nature (including waiving or granting remission of fees unless specifically prohibited by legislation from doing so).
  - receive any property, rights, liabilities and obligations transferred under the 2013 and 1992 Acts and to acquire property for the College's benefit;
  - provide facilities of any description appearing necessary for the managing of the College's activities.
  - subject to Section 11 of the 2013 Act and with the written consent of the Scottish Ministers, to dispose of property.
  - supply goods and services; and enter into contracts, including staff contracts and the supply of goods and services necessary for the management of the College's activities.
  - to form or promote or join with any other person in forming or promoting companies (within the meaning of the Companies Act 2006).
  - subject to the terms of the Financial Memorandum with the Scottish Funding Council, to borrow such sums as it sees fit; invest such sums as are not immediately required by the Board for the purpose of carrying out the College's activities; and raise funds and accept gifts of money, land or property and apply it to the purpose of carrying out College activities.
- 3.10 The Board may, having particular regard to any requirements laid down by the Scottish Funding Council with respect to financial management, delegate the performance of its functions to its Chair or any Committee appointed by it or any member of its staff with the exception of the items mentioned in 4.7, and in particular the following:
- the determination of the educational character and mission of the College.
  - monitoring and review of College systems and procedures;
  - approval of annual estimates of income and expenditure.
  - ensuring solvency of the College and safeguarding its assets.
  - approval of the College's Strategic Plan/Regional Outcome Agreement; and
  - appointment and dismissal of the Principal.
  - appointment and dismissal of the Secretary to the Board of Management.
- 3.11 The Board may pay to Board members such allowances and expenses as they may determine subject to any criteria issued from time to time by the Scottish Ministers.
- 3.12 The Board shall not without written consent of the Scottish Ministers:

- borrow money from any source other than within the limits established by the Scottish Funding Council.
  - give a guarantee or indemnity or create any trust or security over or in respect of the College's property; nor
  - effect a material change in the character of the College.
- 3.13 The Board may be given direction of a general or a specific character by the Scottish Government or the Scottish Funding Council or its equivalent, with regard to the discharge of its functions, and it is the duty of the Board to comply with any directions given.
- 3.14 The Board has a duty to keep proper accounts which shall be prepared and audited in accordance with the requirements of the Scottish Funding Council.
- 3.15 Subject to the responsibilities of the Board, the Principal is responsible for the executive management of the College, including its financial management, internal organisation and discipline.

### **Appointment of Chair**

- 3.16 The Chair is appointed by Scottish Ministers. The appointment is regulated by Public Appointments Commissioner. Remuneration is determined by Scottish Ministers. The period of appointment of the Chair shall be four years from their date of appointment or as otherwise determined by Scottish Ministers. Scottish Ministers can thereafter extend the appointment for a single period of up to 4 years.

### **Appointment of the Senior Independent Member (SIM)**

- 3.17 The board will appoint one of the non-executive members to be the Senior Independent Member (SIM) to provide a sounding board for the chair and to serve as an intermediary for the principal, other board members and the board secretary when necessary. The senior independent member should also be available where contact through the normal channels of chair, principal or secretary has failed to resolve an issue or for which such contact is inappropriate. Further information on the role of the senior independent member can be found in *The Guide for Board Members in the College Sector*. The period of appointment of the SIM shall be three years from their date of appointment or as otherwise determined by the Board from time to time.
- 3.18 The Senior Independent Member (SIM) may at any time by notice in writing to the Secretary to the Board, resign their respective offices as SIM, and/or from the Board itself.
- 3.19 At the first meeting following the expiry of their term of office, or following their resignation, the Board shall appoint a new Senior Independent Member (SIM), as the case may be, from amongst their number for a period in line with the arrangements set out in Section 3.17 above.

3.20 When the Senior Independent Member (SIM) ceases to be a member of the Board, he or she shall cease to be the SIM.

### **Appointment of the Vice-Chair**

- 3.21 The board may appoint a Vice-Chair who will be a non-executive member and who may substitute for the Chair in the conduct of Board meetings. When deputising for the Chair, the Vice Chair shall have the authority the Chair would have under the Standing Orders of the college. The period of appointment of the Vice-Chair shall be three years from their date of appointment or as otherwise determined by the Board from time to time.
- 3.22 In the event of the Chair resigning their office, the Vice Chair will assume the role of acting Chair until such time as the Scottish Ministers appoint a new Chairing Member.
- 3.23 If both the Chair and Vice Chair are absent from any meeting of the Board, the Board members present shall choose one of their numbers to act as Chair for the meeting.
- 3.24 The Vice Chair may at any time by notice in writing to the Secretary to the Board, resign their respective offices as Vice Chair, and/or from the Board itself.
- 3.25 At the first meeting following the expiry of their term of office, or following their resignation, the Board may appoint a new Vice Chair, as the case may be, from amongst their number for a period in line with the arrangements set out in Section 3.21 above.
- 3.26 When the Vice Chair ceases to be a member of the Board, he or she shall cease to be the Vice Chair.

### **Membership**

- 3.27 The Board shall consist of no fewer than 17 or more than 20 members. The Board shall comprise:
- a) The Regional Chair as appointed by the Scottish Government.
  - b) the Principal or Acting Principal of the College.
  - c) a person being elected by the academic staff of the college from among their own number.
  - d) a person being elected by the support staff of the college from among their own number.
  - e) two persons being appointed by being nominated by the Students' Association of the college from among the students of the college.
  - f) Two persons being appointed by being nominated by Trade Unions from among local trade union membership (*awaiting amendment to legislation by Scottish Gvt – Nov23*).
  - g) between 9 and 12 other persons appointed by the Board. (These members will be known as 'non-executive' members)

- 3.28 Arrangements for any elections to the Board shall be delegated to the Secretary to the Board
- 3.29 The Board shall appoint a Secretary to the Board:
- to support its members in maintaining the highest standards of governance.
  - to be responsible for advising the Chair, Board, Committees and individual members on Board of Management constitution, remits, procedures, protocol, membership and statutory requirements; and
  - to be responsible for the administration arrangements of the Board.
- 3.30 Board members (except the Principal) may resign at any time, by giving notice in writing to the Chair or the Secretary to the Board.
- 3.31 Board members who are members of staff (including the Principal)/TU or students of the College cease to be Board members if they cease to be staff or students of the College. Trade Union members will also cease to be members if they leave the nominating trade union.
- 3.32 Upon the vacancy, or expected vacancy, amongst the Board members (not staff or student representatives) it is for the Board to select and appoint a person to fill the vacancy in line with College Sector Board Appointments: 2014 Ministerial Guidance.
- 3.33 Without prejudice to the rights of any Committee to co-opt members from time to time, the Board may from time to time co-opt persons to any Committee and may at any time revoke such co-option. Any person co-opted to any Committee may attend any meeting of that Committee and take part in that Committee's discussions. Co-optees may not chair any Committee, nor may they vote in any decisions determined by a vote of any Committee, but they shall in all other respects have equivalent status to Committee members.

## **Terms and Tenure of Office**

- 3.34 A member of the Board (other than the Principal or Students' Association nomination) shall hold office for a period of up to four years.
- 3.35 Board members who have been absent without reasonable excuse from the Board for more than six months may, by resolution of the Board and notice in writing from the Chair, be removed from the Board.
- 3.36 Board members will not normally have their periods of office extended and will reapply for Board membership at the end of their period of tenure. Where an extension of appointment is considered this will happen once and for a period of up to 4 years.

3.37 Individuals who are disqualified from being a charity trustee under Section 69 of the Charities Act or have failed to pass the Disclosure Scotland Protecting Vulnerable Groups Scheme check under the Protection of Children (Scotland) Act 2003 are ineligible to be a Board Member.

3.38 Board Members shall at all times comply with:

- any duties imposed on Board members in their capacity as charity trustees pursuant to section 66 of the Charities and Trustee Investment (Scotland) Act 2005;
- any other legislation and/or statutory or regulatory guidance applicable to the College from time to time; and
- the terms of the Board of Management Code of Conduct; and Code of Good Governance for Scotland's Colleges.

### **Meetings of the Board and Committees**

3.39 The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions and at such times, places and frequency as the Board determines.

3.40 The Secretary to the Board shall produce an annual programme of meetings which shall be presented to the Board for approval.

3.41 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.

3.42 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 two working days' notice.

### **Quorum and Voting Rights**

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

3.44 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.

- 3.45 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.
- 3.46 The Chair shall be responsible for the general conduct of meetings and shall:
- preserve order and ensure every member has a fair hearing;
  - decide upon all matters of order, competency and relevancy; and
  - determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.
- 3.47 If the Chair and both Vice Chairs are absent from any meeting of the Board, the Board members present shall choose one of their numbers to act as Chair for the meeting
- 3.48 The ruling of the Chair on all matters within his/her jurisdiction as Chair is final.
- 3.49 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.
- 3.50 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 3.51 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 Secretary to the Board shall email all Board members outlining the decision required, together with relevant briefing information.
  - A quorum, as defined in 3.43 of these Standing Orders, must have replied to the email.
  - The Secretary to the Board 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.
- 3.52 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.

- 3.53 No-one shall be entitled to tender 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.
- 3.54 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.

### **Attendance at Board and Sub Committee Meetings**

- 3.55 The Secretary to the Board 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, 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.
- 3.56 It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff/Trade Union/Student 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.
- 3.57 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Governance Professional 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, Trade Union and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

## Agenda

- 3.58 The Secretary to the Board in consultation with the Chair and Principal or Executive Member, shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Governance Professional 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 to the Board shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 3.59 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, discussion, or for noting.
- 3.60 The order of business shall be:
- Apologies for absence
  - Declarations of any Potential Conflicts of Interest in relation to any agenda items
  - Approval of the minutes of the previous meeting
  - Matters arising
  - All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
  - Date of the next meeting(s).
- 3.61 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.
- 3.62 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.
- 3.63 If any Board member disregards the authority of the Chair or displays obstructive or offensive conduct, that Board member may be suspended for the remainder of the meeting

## Board and Committee Papers

- 3.64 Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Governance Professional.
- 3.65 The Secretary to the Board shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, the Governance Professional shall advise members of this and advise of the reason for the delay and when papers might be expected.

## **Minutes of Board and Committee Meetings**

- 3.66 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.
- 3.67 After each Board meeting, the draft minutes shall, normally within 5 working days after each meeting, be submitted to the Chair for consideration in the first instance. The draft minutes will then be circulated to all board or Committee members. Draft minutes will then be submitted to the next meeting for approval.
- 3.68 After the minutes have been approved, and before the next business on the agenda, any Board member may ask any question in regard to matters arising out of them. Questions shall be allowed for the purposes of information only.
- 3.69 The Secretary to the Board shall be responsible for ensuring that a final version of the minutes is securely retained.
- 3.70 The Secretary to the Board 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.
- 3.71 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.
- 3.72 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.
- 3.73 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board.

## **Proceedings and Publication of Board Papers**

- 3.74 The Secretary to the Board shall arrange for meetings to be minuted.
- 3.75 The Board may regulate its own proceedings and those of any Committee appointed by it. The validity of any proceedings of the Board or of any Committee appointed by them shall not be affected by any defect in the appointment of any member of the Board - or any member of such Committee or by a vacancy amongst the members of the Board. The Board shall make available on the College website, copies of the documents to which this sub paragraph applies:

- the agenda for any meeting of the Board or any Board Committee;
- the minutes of such meeting as agreed by the Board or as the case may be, the Committee; and
- any report or document considered by such meeting.

3.76 There may be excluded from any item required to be made available under paragraph 3.75 above, any material relating to:

- a named person employed at or proposed to be employed at the College
- a named student at, or candidate for admission to, the College
- information relating to any particular applicant for, or recipient or former recipient of, any service provided by the College
- information relating to any particular applicant for, or recipient or former recipient of, any financial assistance provided by the College
- information relating to the financial or business affairs of any particular person (other than the College)
- the amount of any expenditure proposed to be incurred by the College under any particular contract for the acquisition of property or the supply of goods or services
- any terms proposed or to be proposed by or to the College in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services
- the identity of the College as the person offering any particular tender for a contract for the supply of goods or services
- information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the College and employees of the College
- any instructions to counsel and any opinion of counsel (whether or now in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with:
  - a) any legal proceedings by or against the College, or
  - b) the determination of any matter affecting the College (whether, in either case, proceedings have been commenced or are in contemplation)
- any action taken or to be taken in connection with the prevention, investigation or prosecution of crime
- the identity of a protected informant

## **Compliance with Freedom of Information Act**

3.77 It shall be the responsibility of the Secretary to the Board to ensure that the Board and Committee papers are published according to the Publication Scheme adopted by the College and in accordance with the Freedom of Information Act.

## Establishment of Committees and Sub-Committees

- 3.78 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, referenced in these Standing Orders include Sub-Committees.
- 3.79 A Committee shall consist of at least three 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.
- 3.80 The Chair of the Board may attend any meetings of any Committee (other than the Audit Committee, which he/she may only attend by invitation) but may not vote unless they are members of the Committee.
- 3.81 The Principal may attend any meetings of any Committee (other than the Audit Committee and the Board Development Committee, which he/she may only attend by invitation) but may not vote unless they are members of the Committee.
- 3.82 Committees may include persons who are not Board members but such persons will not be entitled to vote at meetings of the Committee.
- 3.83 The Standing Orders of the Board shall also be the Standing Orders of its Committees.
- 3.84 The Board, unless resolved otherwise, will establish, as a minimum, the following Committees:
- Audit Committee
  - Finance and General Purposes Committee
    - Human Resources Sub-Committee
  - Learning and Teaching Committee
  - Remuneration Committee
  - Board Development Committee.
- 3.85 The Board shall determine the minimum number of meetings of each Committee and general arrangements for meeting dates. The Board will also set out membership arrangements for each Committee (see Section 6 Terms of Reference below).
- 3.86 Committees shall determine or advise the Board on any matters which the Board remits to them.
- 3.87 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

## **Board Members' Interests**

3.88 Board members may not take or hold any interest in any property held or used for the purpose of the College.

3.89 A Board member who has any financial or material interest in:

- the supply of work or goods to or for the purpose of the College;
- any contract or proposed contract concerning the College; or
- any other matter relating to the College

must, at any meeting when the item is considered, declare an interest and withdraw from the meeting, unless the Board allows the member to remain when she or he may talk on the item, but they may not vote on any question in relation to it. In considering whether to make a declaration in any proceedings, members must consider not only whether they will be influenced but whether anybody else would think that they might be influenced by the interest. Members must keep in mind that the test is whether a member of the public, acting reasonably, might think that a particular interest could influence a member's actions.

3.90 In accordance with the terms of the Ethical Standards in Public Life Etc. (Scotland) Act 2000, a Register of Interests will be maintained by the Secretary to the Board. Such Register of Interests shall be available on the college website or as otherwise required by the Standards Commission for Scotland.

3.91 There will be an annual review of the Register of Interests but, notwithstanding the annual review, it is the responsibility of members of the Board to declare all relevant information and to promptly notify any changes to the Secretary to the Board of Management.

3.92 Guidance to Board members is provided in the Code of Conduct and Register of Interests sections of this manual.

## **Confidentiality of Information**

3.93 Any information received or obtained by any person in connection with his/her functions as a Board member, or a member of any Committee, shall be treated as confidential to the Board or that Committee.

3.94 Papers and reports shall not be divulged or disclosed to anyone prior to the meeting of the Board. Papers, discussion and decisions agreed by the Board to be confidential shall be separately minuted and shall not be made available to anyone other than members of the Board and the Secretary to the Board.

3.95 In particular, but without limitation, Board members must treat the following information as confidential and must not divulge or disclose any such information to any third party:

- personal information held about individuals;
- information relating to a person who is, has been, or is likely to be a student of the College;
- matters related to or concerned with legal disputes or actions concerning the College;
- any information the disclosure of which is prohibited by anything in any enactment (including, but not limited to, the 1992 Act and any enactment contained in a subordinate instrument) or rule of law;
- matters relating to the business of the College, its transactions and financial affairs;
- matters relating to the business of the College's funders, partners, contractors and other third parties with which the College has or may have business or commercial relationships; and
- matters which are identified by the Board as being confidential or which, given their nature, may be regarded as being confidential to the College.

### **Suspension, Alteration and Review of Constitution and Standing Orders**

3.96 Any one or more provisions of the Constitution and/ or the Standing Orders may be suspended, except where such suspension might lead to an action contrary to law, provided that at least two thirds of the members' present vote to do so.

3.97 No alteration of the Constitution and/ or the Standing Orders shall be made without notice of any proposed alteration having been given in the notice calling a meeting at which the alteration is to be considered and a majority of the Board members present and voting at such meeting voting in favour of the alteration being made and adopted.

3.98 The Board shall, at least once every three years, review the terms of the Constitution and the Standing Orders in order to determine whether any amendments and/ or additions should be made thereto.

## 4. Scheme Of Delegation

### Scheme of Delegation of the Board of Management of Dumfries and Galloway College (“the Board”)

#### 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 Governance Professional.

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.

#### Authority Reserved to the Board

4.1 Whilst initial discussion or consideration may take place by Committees or individuals, the Board reserves making decisions on the following matters to itself:

- determining the objectives of the Board
- final approval of the College’s Strategic Plan and Regional Outcome Agreement
- approval of the year-end Annual Report and Accounts
- approval of the Annual Budget
- final consideration of the Annual Audit Report
- approval of the Strategic Risk Register
- acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
- appointment of Board members, in accordance with the 1992 Act and the College Sector Board Appointments: 2014 Guidance (*update of the Guidance pending*)
- appointment and removal of the Principal
- appointment and removal of the Governance Professional (in accordance with paragraph D.14 of the Code)
- approval of terms and conditions of appointment of Board members
- approval of the Students’ Association constitution and the election regulations for student officers
- delegation of functions of the Board including remits of Committees and this Scheme of Delegation
- the making, amendment and revocation of the Standing Orders of the Board.

## Delegation to Committees

- 4.2 In accordance with paragraph 13 of Schedule 2 to the 1992 Act, the Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.
- 4.3 In accordance with paragraph C.8 of the Code, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments.
- 4.4 Each Committee and Sub Committee shall have a clearly defined remit which shall 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.
- 4.5 The Board may delegate functions to a specific Committee and this shall be clearly detailed within the minutes of the appropriate meeting.
- 4.6 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.
- 4.7 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.

## 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:

- 4.8 exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:
  - an extraordinary Board meeting is called in the case of material decisions.
  - 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.
- 4.9 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.
- 4.10 represent the Board within the College and externally.
- 4.11 issue communications on behalf of the Board in whatever form is appropriate, both within and out with the College.

- 4.12 monitor, review and record the Principal's performance at least annually against performance measures agreed by the Board.
- 4.13 monitor, review and record the Secretary to the Board's performance at least annually against performance measures agreed by the Board.
- 4.14 ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair as appropriate.
- 4.15 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Secretary to the Board.
- 4.16 initiate action further to a decision of the Board to appoint a new Principal or Secretary to the Board.

### **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, including the Governance Professional.

The Principal has delegated authority to:

### **General Management**

- 4.17 as appropriate, 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.
- 4.18 facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan and Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board.
- 4.19 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 Regional Outcome Agreement prior to final approval by the Board.
- 4.20 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.

- 4.21 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 2010.
- 4.22 give a direction in special circumstances that any member of staff shall not exercise a delegated function.
- 4.23 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.
- 4.24 authorise the issue of press releases for publication and broadcasting on behalf of the College.
- 4.25 authorise the publication of any document on behalf of the College.
- 4.26 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 delegated to a Committee or is reserved to the Board.
- 4.27 raise funds for and supply them to any of the activities which the Board has power to undertake.
- 4.28 provide courses as required by outside agencies and negotiate appropriate charges for these.
- 4.29 determine the dates of the College holidays and other details of the College's academic calendar.
- 4.30 appoint a senior member of staff to deputise for the Principal during periods of planned absence.

### **Staff Management**

- 4.31 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.
- 4.32 consult and negotiate with representatives of recognised trade unions on behalf of the Board.

- 4.33 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.
- 4.34 supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.
- 4.35 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.
- 4.36 grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.
- 4.37 represent the Board in negotiating and implementing conditions of service in relation to relevant College staff, including participation in national collective bargaining.
- 4.38 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.
- 4.39 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.
- 4.40 establish any other procedures required for the orderly management of College staff.

## **Student Management**

- 4.41 arrange for the provision of appropriate curriculum and support services for students and clients.
- 4.42 administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council or the Board the disbursement of monies to students attending the College.
- 4.43 administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.
- 4.44 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.

- 4.45 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.
- 4.46 take appropriate disciplinary action including exclusion, against students in accordance with any policies of the Board.
- 4.47 provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

## **Property Management**

- 4.48 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.
- 4.49 apply to the appropriate authority for any necessary statutory consents.
- 4.50 grant any way leave or servitude over property of the College on such terms as may be appropriate.
- 4.51 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**

- 4.52 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. This includes agreeing Board approved budgetary limits.
- 4.53 act at all times in compliance with the Financial Memorandum, Conditions of Grant, Scottish Public Finance Manual and to follow the College's Financial Regulations, taking particular account of the delegated financial limits.
- 4.54 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.
- 4.55 terminate contracts, when it is in the best interests of the College to do so.

- 4.56 check the financial standing of potential contractors.
- 4.57 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.
- 4.58 administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.
- 4.59 take out any necessary insurances to protect the interests of the College.
- 4.60 settle any claims whether or not such claims are insured or whether or not a court action has been raised.
- 4.61 spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.
- 4.62 arrange for the presentation to the Board for approval an Annual Budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.
- 4.63 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.
- 4.64 report 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 the Scottish Funding Council in writing.

### **Absence of the Principal**

- 4.65 In the absence of the Principal, the Executive Team shall ensure that the essential functions and delegated authorities of the Principal are carried out with due regard to any relevant provisions of the Financial Memorandum with Fundable Bodies in the College Sector.
- 4.66 After a period of four weeks' unplanned continuous absence of the Principal, the Board shall designate a Vice Principal as the accountable officer for the duration of the

Principal's absence, ensuring that the Scottish Funding Council is advised of such absence at the earliest opportunity.

### **Delegation to the Secretary to the Board**

The Secretary to the Board has delegated authority to:

- 4.67 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.
- 4.68 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.
- 4.69 administer staff elections to the Board and act as returning officer.
- 4.70 act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).
- 4.71 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)

### **Absence of the Secretary to the Board**

- 4.72 In the absence of the Secretary to the Board, 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.

### **Previous Schemes**

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

## 5. Board And Committee Terms Of Reference

Terms of Reference	Board of Management
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Caroline Stuart

### 1. Membership

1.1. The membership of the Board will be constituted as required by the Further and Higher Education (Scotland) Act 1992 and the amendments in the Post 16 Education (Scotland) Act 2013 and as per the Constitution and Standing Orders

1.2. In attendance:

1.2.1 The Executive leadership Team

1.2.2 Secretary to the Board

### 2. Quorum

2.1 No less than one half of the members entitled to vote (quorum to be 50% or higher of membership with the majority for decision-making to be non-executives)

### 3. Reporting

3.1. The BoM shall observe the Constitution and Standing Orders in all its business.

3.2. The Board may co-opt persons who are not members of the Board to the Committees, but they shall not be entitled to vote.

### 4. Responsibilities

4.1 The Board has responsibility for overseeing the business of the College, determining its future direction and fostering an environment in which the College's mission is achieved and the potential of all learners is maximised. The Board of Management must ensure compliance with the statutes, ordinances and provisions regulating the College and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.

- 4.2 The following items are retained for approval by the Board, upon advice from or recommendation by the relevant Committee where appropriate and must not be delegated:
- 4.2.1 The College's Strategic Plan/Regional Outcome Agreement (and any annual updates thereof).
  - 4.2.2 The Annual Accounts (following consideration by the Finance & General Purposes Committee).
  - 4.2.3 The Annual College Budget (following consideration by the Finance & General Purposes Committee).
  - 4.2.4 The Annual Report on Institutional-led Self Evaluation (following consideration by the Learning & Teaching Committee).
  - 4.2.5 The appointment of the Principal and Chief Executive.
  - 4.2.6 The appointment and re-appointment of Board members (this has effect only if approved by the Chair of the Board of Management and the Scottish Ministers).
  - 4.2.7 To receive and discuss health and safety reports of the College's operation.
  - 4.2.8 Any other matters as set out in this manual or which the Board resolves to retain for approval by itself.

## **5. Meetings**

- 5.1 The BoM will meet as required but no less than once per year.

<b>Terms of Reference</b>	<b>Audit Committee</b>
<b>Date Approved by Committee</b>	<b>Nov 2021</b>
<b>Date Approved by Board</b>	<b>Nov 2021</b>
<b>Date of Next Review</b>	<b>Sept 2024</b>
<b>Chair</b>	<b>Gillian Brydson</b>

## **1. Membership**

- 1.2 5-6 non-executive board members (one of whom shall be appointed as Committee Chair).
- 1.3 Members of the Audit Committee (AC) are precluded from serving on the Finance & General Purposes Committee (F&GP).
- 1.4 The Chair and Principal should not be a member of the AC.
- 1.5 The internal audit service provider and representatives of the external auditor will be expected to attend meetings of the AC and to be provided with agenda and papers for meetings.
- 1.6 The AC can sit privately without any non-members present for all or part of the meeting if they wish.
- 1.7 In attendance:
  - 1.7.1 Principal;
  - 1.7.2 Depute/Vice Principals;
  - 1.7.3 Secretary to the Board

## **2 Quorum**

- 2.1 No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

## **3 Reporting**

- 3.1 The AC shall make its recommendations to the Board of Management as appropriate.
- 3.2 The AC shall observe the Standing Orders in all its business.
- 3.3 Minutes of the meetings should be circulated to the Board for information.
- 3.4 To prepare an annual report to the Board on Internal Financial Control prior to the signing of the Financial Statements focusing particularly on any changes in accounting

policy, major judgmental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Scottish Funding Council's Financial Memorandum.

#### **4 Responsibilities**

- 4.1 To advise the Board on the strategic processes for risk, control and governance, and the Governance Statement.
- 4.2 To agree the letter of engagement of the external auditor and review the reports to management, making recommendations if required.
- 4.3 To review and make recommendations to the external auditor's Management Letter and management's response and have direct access to the external auditor including an annual closed meeting.
- 4.4 To agree the scope for the external auditor's work. A progress report from the external auditor will be presented bi-annually.
- 4.5 Advise the Board on the criteria for the selection and appointment of the internal auditor, and to select and recommend the appointment of the provider of an internal audit service.
- 4.6 To agree the scope for the internal audit plan (including value for money audits), review all audit reports and monitor the implementation of internal audit recommendations and advise the Board accordingly. A progress report will be presented at each meeting.
- 4.7 Monitor the performance and effectiveness of external and internal audits.
- 4.8 To monitor the processes for ensuring the effectiveness of the financial and other internal controls and management systems, making recommendations to the Board accordingly.
- 4.9 To ensure compliance with corporate governance requirements.
- 4.10 To maintain oversight of the Anti-fraud and Corruption Policy and the Whistleblowing Policy ensuring their effectiveness. A report to be provided annually.
- 4.11 To monitor, review and advise the Board on the Risk Management Policy and the effectiveness of the risk management systems, including the College's Risk Appetite to

ensure the College's approach to managing risk is appropriate and adequate. The AC will review and discuss the Risk Register at each meeting and make recommendations as required.

4.12 To monitor the systems in place which promote efficiency, effectiveness and economy including where appropriate the identification of specific value for money studies.

Ensure the activities are managed in accordance with legislation and regulations.

4.13 To ensure all significant losses, including those in excess of the delegated limits set out in the Financial Memorandum have been properly investigated and the internal and external auditors and Scottish Funding Council have been fully informed of all such losses.

4.14 Following consideration by F&GP, the AC will provide a recommendation to the Board that the annual financial statements may be approved, or report concerns to the Board.

4.15 Undertake a self-evaluation exercise annually to ensure that the AC complies with best practice in relation to governance and the internal and external audit services are satisfactory.

## **5 Meetings**

5.1 The AC will normally meet at least four times per year.

5.2 Once a year, subsequent to a meeting of the AC, non-executive members of the AC will meet with the internal auditor and representatives of the external auditor. The Chair of the Board of Management may elect to attend this meeting.

5.3 The AC will report to the Board of Management on a regular basis, and the Chair of the AC will produce an Annual Report for submission to the Board following the end of the financial year.

<b>Terms of Reference</b>	<b>Finance and General Purposes Committee</b>
<b>Date Approved by Committee</b>	<b>Nov 2021</b>
<b>Date Approved by Board</b>	<b>Nov 2021</b>
<b>Date of Next Review</b>	<b>Sept 2024</b>
<b>Chair</b>	<b>Richard Nash</b>

## **1. Membership**

- 1.1 Minimum of 4 non-executive board members (one of whom shall be appointed as Committee Chair).
- 1.2 Chair of the Finance & General Purposes Committee (F&GP) is precluded from serving on the Audit Committee.
- 1.3 The Principal
- 1.4 1-2 Staff Members
- 1.5 It is desirable that at least one member should have a background in finance, accounting/audit and HR.
- 1.6 In attendance:
  - 1.6.1 Executive Director of Finance and Planning
  - 1.6.2 Depute Principal of Learning Skills & Student Experience
  - 1.6.3 Vice Principal of People & Transformation
  - 1.6.4 Secretary to the Board

## **2 Quorum**

No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

## **3 Reporting**

- 3.1 The F&GP shall make its recommendations to the Board of Management as appropriate.
- 3.2 The F&GP shall observe the Standing Orders in all its business.
- 3.3 Minutes of the meetings should be circulated to the Board for information.

## **4 Responsibilities**

## 4.1 Financial Management

- 4.1.1 Consider the annual budget and recommend approval to the full Board.
- 4.1.2 Monitor actual performance against budget and provide an update to the Board on financial sustainability.
- 4.1.3 Consider capital expenditure, investments and borrowing in accordance with Scottish Funding Council (SFC) guidance and recommend approval to the full board.
- 4.1.4 Consider the Financial Forecast Return (FFR) to SFC and recommend approval to the full Board.
- 4.1.5 Consider the annual statutory accounts and recommend approval to the Audit Committee.
- 4.1.6 Oversee systems of financial control and delegated authority.
- 4.1.7 Carry out the Board of Management's constitutional delegation in financial matters.
- 4.1.8 Ensure compliance with the Financial Memorandum and Financial Regulations.
- 4.1.9 Consider and make recommendations for the Growth and Financial Sustainability Strategy and monitor performance against KPIs at least once a year before presentation to the Board.
- 4.1.10 Monitor the strategic risks relevant to the Committee and suggest recommendations as required.

## 4.2 Estates and Infrastructure

- 4.2.1 Consider and make recommendations for the Systems and Infrastructure Strategy and monitor performance against KPIs at least once a year before presentation to the Board.
- 4.2.2 Review the estates strategy, to ensure infrastructure is fit for purpose and sustainable.
- 4.2.3 Make recommendations to the Board on matters relating to the development and management of its property and facilities

4.2.4 Consider and make recommendations for the annual report on estates, sustainability and health and safety aspects of the College's operations where these relate to estates and facilities.

### 4.3 **Commercial and Marketing**

4.3.1 Consider and make recommendations for Business Development and Marketing and monitor performance against KPIs quarterly before presentation to the Board.

4.3.2 Consider and make recommendations for the annual report on Business Development and Marketing and monitor performance against KPIs on strategy out-turn.

### 4.4 **Human Resources, Organisational Development and Transformation** *(the people and transformation element will be heard at the HR Sub Committee and reported back to FGP)*

4.4.1 Ensure the College is operating within all legal requirements relating to employment law and other legislation affecting employment.

4.4.2 Agree and approve the People and Culture Strategy monitoring performance against KPIs and recommend any action to the Board.

4.4.3 Ensure appropriate arrangements are in place for effective dialogue with trade unions.

4.4.4 Ensure appropriate policies are in place for staff related matters e.g. appointments, promotion, staff development and appraisal and succession planning.

4.4.5 Review Equality and Diversity updates and the Annual Report, monitoring the College's progress in the implementation.

4.4.6 Monitor and review cyber resilience and information security capabilities to ensure IT infrastructure and information is protected and strengthened to ensure compliance with legislative requirements, and to ensure digital provision is fit for purpose and sustainable.

4.4.7 Monitor and review Data Protection and privacy processes, and staff training to ensure compliance with legislative requirements.

#### 4.5 **Other**

Undertake a self-evaluation exercise annually to ensure that the Committee complies with best practice in relation to governance.

#### 4.6 **Meetings**

The F&GP will normally meet at least four times per year.

<b>Terms of Reference</b>	<b>Learning and Teaching Committee</b>
<b>Date Approved by Committee</b>	<b>Nov 2021</b>
<b>Date Approved by Board</b>	<b>Nov 2021</b>
<b>Date of Next Review</b>	<b>Sept 2024</b>
<b>Chair</b>	<b>Sharon Hodgson</b>

**1. Membership**

- 1.1 6 non-executive board members (one of whom shall be appointed as Committee Chair).
- 1.2 1-2 staff board member.
- 1.3 1-2 student board members.
- 1.4 In attendance:
  - 1.4.1 Principal;
  - 1.4.2 Depute Learning Skills, and Student Experience
  - 1.4.3 Director of Curriculum and Director of Student Experience and Academic Performance
  - 1.4.4 Secretary to the Board

**2. Quorum**

- 2.1 No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

**3. Reporting**

- 3.1 The L&T Committee shall make its recommendations to the Board of Management as appropriate.
- 3.2 The L&T Committee shall observe the Standing Orders in all its business.
- 3.3 Minutes of the meetings should be circulated to the Board for information.

**4. Responsibilities**

- 4.1 The L&T Committee has overall responsibility for monitoring the direction and performance of learning and teaching and the quality of the learners' experience at the College.
- 4.1.1 Ensure appropriate mechanisms are in place for the effective monitoring of quality and inclusivity of the learning experience, in line with Education Scotland Quality Framework, and report to the Board.
  - 4.1.2 Review the Evaluative Report and Enhancement Plan (or equivalent) in line with Education Scotland/Scottish Funding Council guidance.
  - 4.1.3 Make recommendations for the Student Experience Strategy and monitor performance against KPIs at least once a year before presentation to the Board.
  - 4.1.4 Reflect on trends in education and encourage innovation and curriculum development to ensure that the College is successfully serving the needs of its internal and external stakeholders.
  - 4.1.5 Agree and monitor academic performance, including student retention, progression, attainment PIs, ensuring self-evaluation arrangements are in place to action and address any areas of concern.
  - 4.1.6 Monitor performance against the College's Regional Outcome Agreement.
  - 4.1.7 Monitor the development of the College's curriculum portfolio and the annual summary feedback from awarding bodies.
  - 4.1.8 Consider reports from and related to the Student Association and address any issues raised by the Association.
  - 4.1.9 Review the Student Association Constitution every 5 years and annual partnership agreement.
  - 4.1.10 Review the College's performance in terms of college leaver destinations, academic appeals, (CLD) and the student satisfaction and engagement survey (SSES).
  - 4.1.11 Maintain an overview of quality assurance and improvement by reviewing feedback and evaluation from student and stakeholder surveys and student complaints.

- 4.1.12 Monitor external partnerships: articulation with university partners and Developing the Young Workforce (DYW).
- 4.1.13 Monitor the output and development of the Academic Council.
- 4.1.14 Review the arrangements for student health and wellbeing.
- 4.1.15 Monitor the strategic risks relevant to the Committee and suggest recommendations as required.
- 4.1.16 Receive and review Corporate Parenting and Safeguarding progress reports.
- 4.1.17 Undertake a self-evaluation exercise annually to ensure that the Committee complies with best practice in relation to governance.

## **5. Meetings**

- 5.1 The L&T Committee will normally meet at least four times per year.

<b>Terms of Reference</b>	<b>Remuneration Committee</b>
<b>Date Approved by Committee</b>	<b>Nov 2021</b>
<b>Date Approved by Board</b>	<b>Nov 2021</b>
<b>Date of Next Review</b>	<b>Sept 2024</b>
<b>Chair</b>	<b>Sue Irving</b>

**1. Membership**

1.1 The Remuneration Committee (RC) will have a minimum of 4 members of the Board to include:

- 1.1.1 Chair of Board of Management
- 1.1.2 Vice Chair of Board of Management
- 1.1.3 Chair of Finance & General Purpose Committee
- 1.1.4 Chair of Learning & Teaching Committee

1.2 The Chair of the Board of Management is precluded from being the Chair of the Remuneration Committee.

1.3 In attendance:

- 1.3.1 Secretary to the Board
- 1.3.2 The Principal may be invited to attend all or part of a meeting with prior agreement from the Chair of the Committee and there are items of relevance on the agenda.

**2. Quorum**

2.1 No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

**3. Reporting**

- 3.1 The RC shall make its recommendations to the Board of Management as appropriate.
- 3.2 The RC shall observe the Standing Orders in all its business.
- 3.3 Minutes of the meetings should be circulated to the Board for information.

## **4. Responsibilities**

- 4.1 Determine, review and approve the salaries, terms and conditions and, where appropriate severance payment of the Principal, Executive Leadership Team (ELT). Determine the pay and performance of Directors and the Secretary to the Board on an annual basis in line with the Code of Good Governance for Scotland's Colleges.
- 4.2 Ensure a fair and justifiable level of remuneration through transparency and accountability, based on national benchmarking of pay and conditions.
- 4.3 Review the Voluntary Severance Payment Policy. To ensure robust scrutiny of proposed severance schemes and settlement agreements, in line with Scottish Funding Council (SFC) guidelines and thresholds, before recommending to the Board.
- 4.4 The process for setting and agreeing the performance of the Principal and ELT to ensure highest level performance in line with strategic plans.
- 4.5 Receive annual reports from the Regional Chair on the Principal's performance against strategic objectives and key performance indicators set annually and approve in readiness for the new academic year.
- 4.6 Receive annual reports from the Principal on the performance of ELT against agreed objectives and key performance indicators set annually and approve in readiness for the new academic year.
- 4.7 Ensure efficient and effective use of public funds reflecting the performance of the organisation and the requirement for its ongoing financial sustainability.
- 4.8 Undertake a self-evaluation exercise annually to ensure that the Committee complies with best practice in relation to governance.

## **5. Meetings**

- 5.1 The RC will meet as required, normally at least twice per year.

<b>Terms of Reference</b>	<b>Board Development Committee</b>
<b>Date Approved by Committee</b>	<b>Nov 2021</b>
<b>Date Approved by Board</b>	<b>Nov 2021</b>
<b>Date of Next Review</b>	<b>Sept 2024</b>
<b>Chair</b>	<b>Caroline Stuart</b>

## **1. Membership**

### **1.1 The chair of each Committee**

1.1.1 The Chair of the Board of Management will be appointed as the Chair of the Board Development Committee (BDC).

1.1.2 One Staff Member and one Student Member.<sup>1</sup>

1.2 The Chair of the Board of Management shall be considered as a Non-Executive Member.

### **1.3 In attendance:**

1.3.1 Secretary to the Board

## **2. Quorum**

2.1 No less than one half of the members entitled to vote, (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

## **3. Reporting**

3.1 The BDC shall make its recommendations to the Board of Management as appropriate.

3.2 The BDC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

## **4. Responsibilities**

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<sup>1</sup> Inclusion of staff and student members is on the basis of making decisions on a diverse, inclusive and representative basis. The Ministerial Guidance stipulates that staff and students should have an "opportunity to contribute".

- 4.1 The Committee shall advise the Board of Management in matters relating to membership, appointments<sup>2</sup>, development and evaluation as follows, in accordance with the Code of Good Governance for Scotland's Colleges, Ministerial Guidance on College Sector Board Appointments, Code of Conduct, Scottish Government guidance on Diversity Succession Planning, and other guidance that may apply.
- 4.1.2 Oversee the process and advise the Board in relation to the recruitment, appointment, and extension of appointments of Non-Executive Board Members.
- 4.1.3 Oversee and advise the Board in relation to arrangements for the election and nomination of Staff and Student Members.
- 4.1.4 Review Board membership and advise the Board as required, in relation to gender and diversity; the balance of skills, knowledge and experience; tenure; succession planning; and co-option.
- 4.1.5 Oversee arrangements for Board Members' induction, training and development.
- 4.1.6 Review and recommend a draft Development Plan annually to the Board for approval.
- 4.1.7 Monitor progress against the Development plan and report to the Board at the end of the planning period and as required over the course of the year.
- 4.1.8 Oversee arrangements and advise the Board in relation to annual evaluation processes, ensuring procedures are in place for individual Board Member evaluation, Committee self-evaluation, evaluation of the Chair by the Senior Independent Member, and full-Board performance evaluation.
- 4.1.9 Ensure an externally facilitated review of the Board's performance is conducted at least every three to five years.
- 4.1.10 Review the Committee's own performance annually and provide a report to the Board.

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<sup>2</sup> Note that any members who are personally affected by an appointment or extension process may not participate in decision-making in relation to that process. Where several members are affected, the Committee may choose to recommend to the Board establishment of a short-life special purpose committee or panel.

4.1.11 Receive and review evaluation reports on Board performance and development of members.

## 5. Meetings

5.1 The BDC will meet as required but no less than once per year.<sup>3</sup>

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<sup>3</sup> This is as per the previous terms, however, given the range of committee responsibility the committee may wish to meet regularly in alignment with the annual cycle of board meetings to allow for reporting and recommendations.

<b>Terms of Reference</b>	<b>Grievance and Appeals Committee</b>
<b>Date Approved by Committee</b>	<b>Nov 2021</b>
<b>Date Approved by Board</b>	<b>Nov 2021</b>
<b>Date of Next Review</b>	<b>Sept 2024</b>
<b>Chair</b>	<b>Caroline Stuart</b>

## **1. Membership**

1.2 Chair of the Board of Management (Chair) plus 2-3 non-executive members, 1 of which should be a member of Remuneration Committee.

## **2. Quorum**

2.1 No less than one half of the members entitled to vote, 1 of whom to be the Chair of the Committee (quorum 50% or higher of membership)

## **3. Reporting**

3.1 The G&A Committee shall be a Committee of the Board of Management.

3.2 The G&A shall observe the Standing Orders in all its business.

3.3 In the interest of speedy resolution, this Committee shall have power to decide on final outcome and report final outcome to the full Board.

3.4 Minutes of the meetings should be circulated to the Board for information.

## **4. Responsibilities**

4.1 To hear any grievance / appeal of decisions made by the Principal in accordance with discipline, grievance and capability procedures.

## **5. Meetings**

5.1 The G&A will only meet as and when required.

Terms of Reference	Human Resources Sub Committee (Finance & General Purposes Committee)
Date Approved by Committee	8 June 2023
Date Approved by Board	16 June 2023
Date of Next Review	Sep 2024
Chair	Claire McLean

**1. Membership**

- 1.1 Minimum of 4 board members, 2 of which will be non-executive board members (one of whom shall be appointed as Committee Chair)
- 1.2 Minimum of 1 staff members
- 1.3 It is desirable that at least one member should have a background in Human Resources.
- 1.4 In attendance:
  - 1.4.1 Vice Principal of People & Transformation
  - 1.4.2 Secretary to the Board

**2 Quorum**

- 2.1 3 members, 2 of whom to be non-executive Board members (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

**3 Reporting**

- 3.1 The HR Sub-Committee shall make its recommendations to the Finance and General Purposes Committee as appropriate.
- 3.2 The HR Sub-Committee shall observe the Standing Orders in all its business.
- 3.3 Minutes of the meetings should be circulated to the Board for information.

**4 Responsibilities**

- 4.1 **Human Resources, Organisational Development and Transformation**

The following will be discussed in detail with key insights and recommendations being made to the Finance and General Purpose Committee and thereafter, the Board of Management:

- 4.1.1 Ensure the College is operating within all legal requirements relating to employment law and other legislation affecting employment.
- 4.1.2 Monitor performance against KPIs relating to the People and Culture Strategy.
- 4.1.3 Ensure appropriate arrangements are in place for effective dialogue with trade unions.
- 4.1.4 Ensure appropriate policies are in place for staff related matters e.g. appointments, promotion, disciplinary and grievance, staff development, PDR, and succession planning.
- 4.1.5 Receive reports on staff development to monitor performance reviews, competencies, training requirements, and future talent development.
- 4.1.6 Receive annual reports on employee assistance programmes and benefits in line with market comparisons.
- 4.1.7 Review Equality and Diversity updates and the Annual Report, monitoring the College's progress in the implementation.

## **4.2 Other**

Undertake a self-evaluation exercise annually to ensure that the Sub-Committee complies with best practice in relation to governance.

## **4.3 Meetings**

The HR Sub Committee will normally meet at least four times per year prior to Finance and General Purpose Committee.

## 6. Board Of Management Code Of Conduct

### Section 1: Introduction To The Code Of Conduct

- 6.1 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#) (the “Act”).
- 6.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.
- 6.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in [Section 2](#) and set out how the provisions of the Code should be interpreted and applied in practice.

### My Responsibilities

- 6.4 I understand that the public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.
- 6.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of Dumfries and Galloway College, have referred to myself as a board member or could objectively be considered to be acting as a board member.
- 6.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.
- 6.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and Dumfries and Galloway College’s rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland (“Standards Commission”) and Dumfries and Galloway College, and endeavour to take part in any training offered on the Code.
- 6.8 I will not, at any time, advocate or encourage any action contrary to this Code.
- 6.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of

Dumfries and Galloway College. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

## **Enforcement**

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

## **Section 2: Key Principles Of The Code Of Conduct**

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

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

*The key principles are:*

### **6.13 Duty**

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

### **6.14 Selflessness**

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

### **6.15 Integrity**

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

### **6.16 Objectivity**

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

### **6.17 Accountability and Stewardship**

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

### **6.18 Openness**

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

### **6.19 Honesty**

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

### **6.20 Leadership**

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

### **6.21 Respect**

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

## **Section 3: General Conduct**

### **Respect and Courtesy**

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

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

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

- 6.25 I accept that disrespect, bullying and harassment can be:
- a one-off incident,
  - part of a cumulative course of conduct; or
  - a pattern of behaviour.
- 6.26 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal and non-verbal conduct.
- 6.27 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies and training material (where appropriate) to ensure that my knowledge and understanding is up to date.
- 6.28 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.
- 6.29 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.
- 6.30 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.
- 6.31 I will respect and comply with rulings from the Chair during meetings of:
- Dumfries and Galloway College, its committees; and
  - any outside organisations that I have been appointed or nominated to by Dumfries and Galloway College or on which I represent my public body.
- 6.32 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

## Remuneration, Allowances and Expenses

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

## Gifts and Hospitality

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

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

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

- a minor item or token of modest intrinsic value offered on an infrequent basis;
- a gift being offered to Dumfries and Galloway College;
- hospitality which would reasonably be associated with my duties as a board member; or hospitality which has been approved in advance by Dumfries and Galloway College.

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

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

6.39 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, Dumfries and Galloway College.

6.40 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to Dumfries and Galloway College at the earliest possible opportunity and ask for it to be registered.

- 6.41 I will promptly advise my public body's Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that Dumfries and Galloway College can monitor this.
- 6.42 I will familiarise myself with the terms of the Bribery Act 2010, which provides for offences of bribing another person and offences relating to being bribed.

### **Confidentiality**

- 6.43 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.
- 6.44 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.
- 6.45 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit Dumfries and Galloway College (even if my personal view is that the information should be publicly available).
- 6.46 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

### **Use of Dumfries and Galloway College Resources**

- 6.47 I will only use Dumfries and Galloway College's resources, including employee assistance, facilities, stationery and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.
- 6.48 I will not use, or in any way enable others to use, Dumfries and Galloway College's resources:
- a) imprudently (without thinking about the implications or consequences);
  - b) unlawfully;
  - c) for any political activities or matters relating to these; or
  - d) improperly.

## Dealing with Dumfries and Galloway College and Preferential Treatment

- 6.49 I will not use, or attempt to use, my position or influence as a board member to:
- a) improperly confer on or secure for myself, or others, an advantage;
  - b) avoid a disadvantage for myself, or create a disadvantage for others or
  - c) improperly seek preferential treatment or access for myself or others.
- 6.50 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.
- 6.51 I will advise employees of any connection, as defined at [Section 5](#), I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

## Appointments to Outside Organisations

- 6.52 If I am appointed, or nominated by Dumfries and Galloway College, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.
- 6.53 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and Dumfries and Galloway College.

## Section 4: Registration Of Interests

- 6.54 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.
- 6.55 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member, and register any changes to those interests within one month of those changes having occurred.
- 6.56 The interests which I am required to register are those set out in the following

paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

## Category One: Remuneration

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

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm;
- appointed or nominated by Dumfries and Galloway College to another body; or
- engaged in a trade, profession or vocation or any other work.

6.58 I understand that in relation to 6.57 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.

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

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

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

6.62 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph [6.8](#) of this Code.

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

- 6.64 When registering a directorship, it is necessary to provide the registered name and registered number of the undertaking in which the directorship is held and provide information about the nature of its business.
- 6.65 I understand that registration of a pension is not required as this falls outside the scope of the category.

### **Category Two: Other Roles**

- 6.66 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.
- 6.67 I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.

### **Category Three: Contracts**

- 6.68 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.20 below) have made a contract with my public body:
- a) under which goods or services are to be provided, or works are to be executed; and
  - b) which has not been fully discharged.
- 6.69 I will register a description of the contract, including its duration, but excluding the value.

### **Category Four: Election Expenses**

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

### **Category Five: Houses, Land and Buildings**

- 6.71 I have a registrable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of Dumfries and Galloway College.

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

### **Category Six: Interest in Shares and Securities**

6.73 I have a registerable interest where:

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

### **Category Seven: Gifts and Hospitality**

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

### **Category Eight: Non-Financial Interests**

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

### **Category Nine: Close Family Members**

6.76 I will register the interests of any close family member who has transactions with Dumfries and Galloway College or is likely to have transactions or do business with it.

## Section 5: Declaration Of Interests

### Stage 1: Connection

- 6.77 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.
- 6.78 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.
- 6.79 A connection includes anything that I have registered as an interest.
- 6.80 A connection does not include being a member of a body to which I have been appointed or nominated by Dumfries and Galloway College as a representative of my public body, unless:
- a) The matter being considered by Dumfries and Galloway College is quasi-judicial or regulatory; or
  - b) I have a personal conflict by reason of my actions, my connections or my legal obligations.

### Stage 2: Interest

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

### Stage 3: Participation

- 6.82 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.
- 6.83 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.
- 6.84 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a

connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.

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

## **Section 6: Lobbying And Access**

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

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

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

6.88 I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of Dumfries and Galloway College or any statutory provision.

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

- 6.90 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of Dumfries and Galloway College.
- 6.91 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.
- 6.92 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the [Lobbying \(Scotland\) Act 2016](#).
- 6.93 I will not accept any paid work:
- a) which would involve me lobbying on behalf of any person or organisation or any clients of a person or organisation.
  - b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence Dumfries and Galloway College and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of Dumfries and Galloway College, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

## Annex A: Breaches Of The Code

### Introduction

1. The Ethical Standards in Public Life etc. (Scotland) Act 2000 (“the Act”) provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.
2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.
3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the Standards Commission for Scotland (“Standards Commission”) and the post of Commissioner for Ethical Standards in Public Life in Scotland (“ESC”).
4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body’s Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.
5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

### Investigation of Complaints

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

### Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:
  - Do nothing;
  - Direct the ESC to carry out further investigations; or
  - Hold a Hearing.
9. Hearings are held (usually in public) to determine whether the member concerned has

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

## Sanctions

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

## Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:
- That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or

- That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found [here](#).

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

## Annex B: Definitions

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

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

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

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

**“Confidential Information”** includes:

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

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

**“Employee”** includes individuals employed:

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

**“Gifts”** a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services or facilities at a cost below that generally charged to

members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

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

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

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

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

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

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

**“Undertaking”** means:

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

# Appendix A

## Declaration Form

### DUMFRIES AND GALLOWAY COLLEGE

#### BOARD OF MANAGEMENT

I, the undersigned, declare that I am aware of the Further and Higher Education (Scotland) Act 1992 and Post-16 Education (Scotland) Act 2013, and confirm that I am not disqualified under the legislation from membership of the Board.

#### DECLARATION

Name: \_\_\_\_\_

(Block Capitals)

Date of Birth: \_\_\_\_\_

Signature: \_\_\_\_\_

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

Please return to: Secretary to the Board  
Dumfries and Galloway College

## Appendix B Board Of Management – Register Of Interests

Category	Code Reference/ Further guidance	Summary Description	Declaration
<b>Category One:</b>  <b>Remuneration</b>	<b>Section 3.12</b>  <b>Section 4.4 – 4.12</b>	<p>I will register any work for which I receive, or expect to receive, payment.</p> <p>I have a registrable interest where I receive remuneration by virtue of being:</p> <ul style="list-style-type: none"> <li>a) employed;</li> <li>b) self-employed;</li> <li>c) the holder of an office;</li> <li>d) a director of an undertaking;</li> <li>e) a partner in a firm;</li> <li>f) appointed or nominated by DGC to another body;</li> <li>g) engaged in a trade, profession or vocation or any other work.</li> </ul>	
<b>Category Two:</b>  <b>Other Roles</b>	<b>Section 4.13 - 4.14</b>	<p>I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.</p> <p>I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.</p>	
<b>Category Three:</b>  <b>Contracts</b>	<b>Section 4.15 – 4.16</b>	<p>I have a registrable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.20 of the Code) have made a contract with DGC:</p> <ul style="list-style-type: none"> <li>a) under which goods or services are to be provided, or works are to be executed; and</li> <li>b) which has not been fully discharged.</li> </ul> <p>I will register a description of the contract, including its duration, but excluding the value.</p>	
<b>Category Four:</b>  <b>Election Expenses</b>	<b>Section 4.17</b>	<p>If I have been elected to DGC, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.</p>	

<b>Category Five:</b>  <b>Houses, Land and Buildings</b>	<b>Section 4.18 – 4.19</b>	<p>I have a registerable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of DGC.</p> <p>I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, <i>the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to DGC and to the public, or could influence my actions, speeches or decision-making.</i></p>	
<b>Category Six:</b>  <b>Interest in Shares and Securities</b>	<b>Section 4.20</b>	<p>I have a registerable interest where:</p> <p>a) I own or have an interest in more than 1% of the issued share capital of the company or other body;</p> <p>b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.</p>	
<b>Category Seven:</b>  <b>Gifts and Hospitality</b>	<b>Section 3.13 – 3.21</b>  <b>Section 4.21</b>	<p>I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.</p>	
<b>Category Eight:</b>  <b>Non-Financial Interests</b>	<b>Section 4.22</b>	<p>I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.</p> <p>In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in DGC (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).</p>	
<b>Category Nine:</b>  <b>Close Family Members</b>	<b>Section 4.23</b>	<p>I will register the interests of any close family member who has transactions with DGC or is likely to have transactions or do business with it.</p>	

## Appendix C

### Glossary of Terms

In this document the following definitions shall apply:

**“1992 Act”** means the Further and Higher Education (Scotland) Act 1992.

**“2005 Act”** means the Further and Higher Education (Scotland) Act 2005.

**“2013 Act”** means the Post 16 Education (Scotland) Act 2013.

**“The Acts”** mean the Further and Higher Education (Scotland) Acts 1992 and 2005 and the Post 16 Education (Scotland) Act 2013.

**“Board”** or **“Board of Management”** means the Board of Management of Dumfries and Galloway College being a body corporate established as a board of management of a college of further education under the Further and Higher Education (Scotland) Act 1992.

**“Board Member”** means a member of the Board of Management of Dumfries and Galloway College.

**“Non-executive”** means a member who is not the chair and who does not otherwise hold a specific position on the board i.e. is not a student or staff member; and in the case of a college board, is not the principal; and in the case of a regional board is not the chair of an assigned college.

**“College”** means Dumfries and Galloway College.

**“Committee”** means any committee referred to in this document and any other committee established by the Board. The term “Committee member” shall be construed accordingly.

**“Financial Memorandum”** means the financial memorandum of the College as the same may be amended from time to time.

**“Scottish Funding Council”** means The Scottish Further and Higher Education Funding Council or any body which takes over or adopts its functions and obligations.

“OSCR” means the Office of the Scottish Charity Regulator.

“**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.

“**Undertaking**” means: a body corporate or partnership; or an unincorporated association carrying on a trade or business, with or without a view to a profit.

“**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.

“**Parent Undertaking**” is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the voting 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 voting rights in the undertaking.

“**Group of companies**” has the same meaning as “group” in section 474(1) of the Companies Act 2006. A “group”, within section 474(1) of the Companies Act 2006, means a parent undertaking and its subsidiary undertakings.

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

“**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.

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

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