



BOARD OF MANAGEMENT

ARTICLES OF GOVERNANCE AND GOVERNANCE MANUAL

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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:

- 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:

- Sanctions available to the Standards Commission
- 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, Senior Independent Member (SIM) and Vice-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.

- 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.
- 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 15 or more than 18 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; and
 - f) 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) or students of the College cease to be Board members if they cease to be staff or students of the College.
- 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

- 3.39 Meetings of the Board shall be quorate if 9 or more members are present. The 9 members must include the Regional Chair plus 4 'non-executive members'; or in the absence of the Regional Chair, 5 'non-executive members'.
- 3.40 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.
- 3.41 The ruling of the Chair on all matters within his/her jurisdiction as Chair is final.
- 3.42 In the case of an equality of votes at any meeting of the Board, or Committee, the Chair or, in his/her absence, the Vice Chair shall have a second or casting vote.
- 3.43 The Board shall meet at least four times per year and will hold such other meetings as the Chair deems necessary.
- 3.44 Notification to Board members of the time and place of the meeting and a copy of the agenda will be sent to Board members at least seven days in advance of the meeting, or if the meeting is convened at a shorter time, then at the time it is convened. The Board will publish agenda, minutes and accompanying papers on the College website immediately following the minute of the meeting being approved.
- 3.45 The order of business will be determined at the start of the meeting and will generally follow the format contained in the agenda accompanying the notice calling the meeting. Matters to be raised under 'Any Other Business' should be notified to the Chair or the Secretary to the Board prior to the meeting. Any such matters may, subject to the approval of the Chair or in his/her absence, the Vice Chair, be considered by the Board.
- 3.46 A Special Meeting of the Board may be called at any time by the Chair or by a request in writing of any six or more Board members. If there are matters requiring urgent attention, the period of written notice convening a meeting may be less than five days.
- 3.47 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.
- 3.48 After each Board meeting, the draft minutes shall, as soon as practicable after each meeting, be submitted to the Chair for consideration in the first instance. Minutes will then be submitted to the next meeting for approval.
- 3.49 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.

- 3.50 If a quorum is not present, the Chair shall adjourn the meeting for 15 minutes and, after this time, if a quorum is still not present, the Chair shall have the power to decide to close the meeting or to take such items on the agenda that may require discussion on an advisory basis only, subject to a vote taken by the next quorate meeting of the Board.
- 3.51 Subject at all times to the terms of this Constitution and the Standing Orders, the Board shall regulate its proceedings as it thinks fit. The Chair may from time to time, adopt, amend and/or replace any procedures of the Board in respect of the regulation of proceedings.
- 3.52 Voting shall be by a show of hands or by voice, unless one half of the members present, and entitled to vote at the meeting, signify their objection. The Board will then decide whether the vote should be taken by ballot or by calling the roll or noting the dissensions in the minutes. Any member of the Board who disagrees with a decision upon which the Board or Committee has voted may have her or his dissent recorded in the minute.
- 3.53 Members of the College Executive Team can attend and speak at any meeting of the Board or its Committees. Members of the College Executive Team are not entitled to vote at any such meeting.
- 3.54 Staff and student members of the Board shall, unless invited to remain by the Chair, withdraw from any part of any meeting of the Board at which the appointment, promotion, conduct, suspension, dismissal, retirement or terms and conditions of employment of any employee of the College is to be considered.
- 3.55 Meetings of the Board are not normally open to the public.

Proceedings and Publication of Board Papers

- 3.56 The Secretary to the Board shall arrange for meetings to be minuted.
- 3.57 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.
- 3.58 There may be excluded from any item required to be made available under paragraph 3.57 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

3.59 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.

Committees

3.60 The Board shall appoint such Committees, as it considers necessary.

3.61 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.

3.62 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.

3.63 Committees may include persons who are not Board members but such persons will not be entitled to vote at meetings of the Committee.

3.64 The Standing Orders of the Board shall also be the Standing Orders of its Committees.

3.65 The Board, unless resolved otherwise, will establish, as a minimum, the following Committees:

- Audit Committee
- Finance and General Purposes Committee
- Human Resources Committee
- Learning and Teaching Committee
- Remuneration Committee
- Board Development Committee.

3.66 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 below). Committees shall determine or advise the Board on any matters which the Board remits to them.

- 3.67 Minutes of meetings of Committees of the Board shall be presented to the next available meeting of the Board. This sub-paragraph shall not apply to any document or part thereof which relates to matters covered by 3.58 above. Where appropriate, however, a separate confidential report on any such items may be submitted to the Board.
- 3.68 Terms of reference for the Board and its Committees are detailed in section 6 of this Manual.

Board Members' Interests

- 3.69 Board members may not take or hold any interest in any property held or used for the purpose of the College.
- 3.70 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.

- 3.71 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.
- 3.72 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.
- 3.73 Guidance to Board members is provided in the Code of Conduct and Register of Interests sections of this manual.

Confidentiality of Information

- 3.74 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.
- 3.75 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.

- 3.76 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

- 3.77 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.
- 3.78 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.
- 3.79 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

Introduction

- 4.1 This Scheme of Delegation specifies the functions which are delegated by the Board of Management (the “Board”) in terms of Section 16 of Schedule 2B of the Post-16 Education (Scotland) Act 2013.
- 4.2 Under the Post-16 Education (Scotland) Act 2013, the Board has a duty to exercise its functions with a view to securing the coherent provision of a high quality of fundable further education and fundable higher education in the locality of the regional college while having regard to the importance of ensuring that funds made available to it are used as economically, efficiently and effectively as possible.
- 4.3 All delegations must be exercised in accordance with regard to any lawful direction and/or guidance subsequently issued by Scottish Ministers or the Scottish Funding Council or any successor body which takes over the whole or any part of the functions from time to time.
- 4.4 The delegations are dealt with in four sections:
- Delegation to the Chair of the Board of Management;
 - Delegation to Committees of the Board of Management;
 - Delegations to the Principal and Chief Executive (the “Principal”);
 - Delegations to the Secretary to the Board.

Compliance

- 4.5 Where the Board has delegated responsibility, it reserves the power to deal with the responsibility delegated, or to withdraw or amend the delegation granted. Exercise by a delegate of a delegated responsibility is as if it had been done by the Board of Management itself.

Review

- 4.6 The Scheme of Delegation will be reviewed at least every three years, or earlier should it be considered necessary by the Board of Management, or to bring the Scheme of Delegation into line with Legislation, Memoranda or guidance which may be issued from time to time by the Scottish Ministers and/or Scottish Funding Council.

Authority Reserved to the Board of Management

- 4.7 The following are reserved to the Board of Management and are excluded from this scheme of delegation:
- determining the objectives of the Board of Management;
 - borrowing money and, in connection with such borrowing, granting securities or giving guarantees or indemnities. Any such borrowing, granting securities or indemnities must comply with Section 14 of Schedule 2B of the Post-16 Education (Scotland) Act 2013;
 - the final approval of the annual budget;
 - the final approval of the College Strategic Plan/Regional Outcome Agreement;
 - approval of the year end Annual Accounts and Financial Statements;
 - final approval of the Annual Report on Institutional-led Self Evaluation;

- the final consideration of the Annual Report to the Board of Management from the Chair of the Audit Committee;
- the acquisition and disposal of heritable property, whether by way of sale, transfer, assignation, lease, licence or otherwise or the granting or any standard securities, charges or any other rights in respect of any heritable property which relate to the College's title thereto;
- the appointment and re-appointment (extension of term of office) of Board members, in accordance with the College Sector Board Appointments: 2014 Guidance; subject to ministerial approval
- the appointment and removal of the Principal and Chief Executive
- the appointment and removal of the Board Secretary (in accordance with paragraph D.16 of the Code)
- the appointment of members and co-opted members to standing committees;
- the removal from office of Board members;
- the approval of any Voluntary Severance/Early Retirement Scheme and enhanced pension arrangements;
- delegation of functions of the Board of Management;
- the making, amendment and revocation of the Constitution and Standing Orders of the Board of Management (including, but not limited to, the code of conduct, Committee terms of reference and this Scheme of Delegation);
- entering into of any material contracts or any contract or transaction which is not in the ordinary and proper course of the business of the College and on arm's length terms;
- commencing any legal or arbitration proceedings (other than routine debt collection);
- establishing committees, determining the terms of reference thereof and the appointment of their Chair and Vice Chair; and
- forming or promoting or joining with any other person in forming or promoting companies.

Delegation to the Chair of the Board of Management

- 4.8 In emergency situations, in the absence of the Principal and his/her designated deputy, to take such measures as may be required to enable the College to carry on its business. The Chair shall report such instances to the appropriate committee(s) 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. In the Principal's absence the deputising Vice Principal will normally be responsible for the operational management of the College.
- 4.9 Following approval by the Board of Management, to sign and date the College Annual Report and Financial Statements prior to their submission to the Scottish Funding Council.
- 4.10 Following approval by the Board of Management, to sign the College Regional Outcome Agreement prior to submission to the Scottish Funding Council.
- 4.11 Following approval by the Board of Management, to sign the College Annual Report Institutional-led Self Evaluation prior to submission to the Scottish Funding Council
- 4.12 To conduct the Principal's annual performance appraisal
- 4.13 To initiate any disciplinary action against the Principal and Chief Executive
- 4.14 To conduct annual appraisal review with Board members

- 4.15 Attend all meetings of Committees of the Board of Management as an ex officio member (except those of the Audit Committee);
- 4.16 To represent the Board of Management on appropriate external committees

Delegation to Committees of the Board of Management

- 4.17 Each Committee of the Board is delegated all functions relative to:
- the respective terms of reference of those Committees as detailed in the Constitution and Standing Orders of the Board;
 - any Minutes of the Board making a special delegation to a Committee; and
 - the review of matters of policy related to the work of that Committee.
- 4.18 Each Committee may exercise and perform on behalf of and in the name of the Board all of the authority, powers and duties of the Board in relation to the functions so delegated.
- 4.19 The Chair of each Committee is authorised to act on behalf of the Board between cycles so far as such acts relate to matters within the remit of the Committee of which he or she is Chair.
- 4.20 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 the Principal

- 4.21 The Principal, as Chief Executive of the College, is responsible for the operational management of the College subject to strategic and policy direction by the Board of Management and the terms of any specific reservations to the Board.
- 4.22 The Principal is authorised and empowered, subject to the express reservations to the Board set out in this Scheme of Delegation, to manage the College and to
- direct its operations and facilitate the management of the College within the framework determined by the Strategic Plan/Regional Outcome Agreement, the approved budget and any other policies determined from time to time by the Board;
 - determine the appropriate organisational structure (including the Executive Management);
 - to take such measures as may be required in emergencies subject to advising the Chair of the Board, where possible, and subsequently reporting to the appropriate Committee or to the Board as soon as possible thereafter any items for which approval of the Committee or Board would normally be necessary;
 - Save where otherwise provided, on occasion of the absence of the Principal from the College for more than 20 working days, or during approved leave, any power delegated to the Principal under this Scheme of delegation shall automatically transfer to the Designated Deputising Principal; and
 - consistent with this Scheme of Delegation, to delegate such powers, responsibilities and authority to such members of staff of the Board as the Principal may from time to time determine.
- 4.23 Without limitation to the generality of the delegated powers of the Principal, the Principal is authorised and empowered as follows:

- It is also the duty of the Principal to manage the College's resources and s/he has ultimate responsibility for staffing matters. With regard to College staff, the Principal requires to lead, appoint, assign, grade, appraise, suspend, discuss and determine pay and conditions of staff
- to consult and negotiate with representatives of recognised trades unions and professional associations on behalf of the Board in line, where appropriate, with parameters determined by the Board;
- to provide financial or other assistance to the Students' Association of the College within the terms of any scheme of establishment or policy of the Board;
- to apply to the appropriate authority for any necessary statutory consents;
- where it is competent and in the interests of the College to do so, to lodge with the appropriate authority, objections to the grant of any permission, licence, warrant etc;
- to accept gifts of money, other property and services on behalf of the College and (in accordance with the College's policy on the receipt of gifts) and: determine their application.
- in emergency situations, take such measures as may be required, subject to advising the Chair of the Board and the Secretary to the Board, where possible, and subsequent reporting to 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;
- to determine the criteria to be used to select staff for redundancy within the terms of the Board's current Recognition and Procedures Agreement(s) and to make staff redundant or terminate their contracts;
- to authorise the issue of press release for publication and broadcasting on behalf of the College;
- to engage the services of outside contractors as necessary, subject to existing financial limits, to carry out the strategy and decisions of the Board of Management
- to waive or grant remission of tuition fees and expenses in special cases within guidelines set by the Board or which contribute to the achievement of the College's strategic priorities;
- to take appropriate disciplinary action, including temporary exclusion and permanent exclusion, against students in accordance with any policies of the Board
- to approve the secondment of staff of the College to external agencies where the total cost for the secondment is recoverable and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment;
- to 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;
- to review annually the performance of members of the College's Executive Team against predetermined targets;
- to sign on behalf of the Board of Management applications for grant assistance from European Structural Funds and other funding bodies;
- Following approval by the Board of Management, to sign and date the College Annual Report and Financial Statements prior to their submission to the Scottish Funding Council.
- Following approval by the Board of Management, to sign the College Regional Outcome Agreement prior to submission to the Scottish Funding Council.
- Following approval by the Board of Management, to sign the College Annual Report Institutional-led Self Evaluation prior to submission to the Scottish Funding Council

Delegation to the Secretary to the Board

4.24 The delegations to the Secretary to the Board are always subject to the Constitution and Standing Orders of the Board and of all policies of the Board from time to time in force.

- 4.25 The Secretary to the Board is authorised to:
- keep proper records and Minutes of the Board's and Committees' proceedings and to prepare agendas, draft minutes and agreed minutes of all meetings of the Board or any Committee;
 - 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.
 - make available for inspection on the College's website copies of agreed Minutes of any meeting of the Board or any Committee;
 - maintain the Register of Interests of the members of the Board and members of the Executive Management Team;
 - arrange for any elections to the Board from academic and support staff at the College;
 - arrange induction and development for members of the Board of Management;
 - to receive resignations from the Board and to inform the Board of vacancies and impending vacancies; and
 - to act on behalf of the Board, when authorised, as their representative and to enter into correspondence in any matter as directed by the Board.
 - act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).
 - In accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (ie the Scottish Funding Council).

5. BOARD OF MANAGEMENT CODE OF CONDUCT**Introduction to the Code of Conduct**

- 5.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. You must meet those expectations by ensuring that your conduct is above reproach.
- 5.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000, “the Act”, provides for Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland, “The Standards Commission” to oversee the new framework and deal with alleged breaches of the codes.
- 5.3 The Act requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. The Model Code for members was first introduced in 2002 and has now been revised in December 2013 following consultation and the approval of the Scottish Parliament. These revisions will make it consistent with the relevant parts of the Code of Conduct for Councillors, which was revised in 2010 following the approval of the Scottish Parliament.
- 5.4 As a member of the Board of Management of Dumfries and Galloway College “the Board”, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct which has now been made by the Board.

Appointments to the Boards of Public Bodies

- 5.5 Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government’s equality outcome on public appointments is to ensure that all appointments are more diverse than at present. In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a board’s appointments process should encourage as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the public body on which you serve and of wider diversity and equality issues.
- 5.6 You should also familiarise yourself with how the public body’s policy operates in relation to succession planning, which should ensure the public body have a strategy to make sure they have the staff in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

Guidance on the Code of Conduct

- 5.7 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.
- 5.8 The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the public body. You

may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

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

Enforcement

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

KEY PRINCIPLES OF THE CODE OF CONDUCT

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

Duty

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

Selflessness

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

Integrity

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

Objectivity

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

Accountability and Stewardship

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

Openness

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

Honesty

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

Leadership

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

Respect

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

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

GENERAL CONDUCT

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

Conduct at Meetings

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

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

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

Remuneration, Allowances and Expenses

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

Gifts and Hospitality

- 5.17 You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.
- 5.18 You must never ask for gifts or hospitality.

- 5.19 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your public body. As a general guide, it is usually appropriate to refuse offers except:
- (a) isolated gifts of a trivial character, the value of which must not exceed £50;
 - (b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or
 - (c) gifts received on behalf of the public body.
- 5.20 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your body may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your public body then, as a general rule, you should ensure that your body pays for the cost of the visit.
- 5.21 You must not accept repeated hospitality or repeated gifts from the same source.
- 5.22 Members of devolved public bodies should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality Requirements

- 5.23 There may be times when you will be required to treat discussions, documents or other information relating to the work of the body in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. You must always respect the confidential nature of such information and comply with the requirement to keep such information private.
- 5.24 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain, or for political purposes or used in such a way as to bring the public body into disrepute.

Use of Public Body Facilities

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

Appointment to Partner Organisations

- 5.26 You may be appointed, or nominated by your public body, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.
- 5.27 Members who become directors of companies as nominees of their public body will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the public body. It is your responsibility to

take advice on your responsibilities to the public body and to the company. This will include questions of declarations of interest.

REGISTRATION OF INTERESTS

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

5.29 The Regulations¹ as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

Category One: Remuneration

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

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

5.31 In relation to 5.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.

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

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

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

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

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

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

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

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

Category Two: Related Undertakings

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

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

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

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

Category Three: Contracts

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

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

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

Category Four: Houses, Land and Buildings

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

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

Category Five: Interest in Shares and Securities

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

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

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

Category Six: Gifts and Hospitality

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

Category Seven: Non-Financial Interests

- 5.48 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.
- 5.49 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

General

- 5.50 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of the public body. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.
- 5.51 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the public body and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.
- 5.52 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the **objective test** (“the objective test”) which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of a public body.
- 5.53 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the board chair.

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

Interests which Require Declaration

- 5.55 Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.
- 5.56 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of a public body. In the context of any particular matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of a public body as opposed to the interest of an ordinary member of the public.

Your Financial Interests

- 5.57 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code). If, under category one (or category seven in respect of non-financial interests) of section 4 of this Code, you have registered an interest:
- a. as the Principal of the College;
 - b. as a member of the teaching staff of the College having been elected from their number to the Board;
 - c. as a member of the non-teaching staff of the College having been elected from their number to the Board;
 - d. as a student of the College having been nominated by the Students' Association of the College to the Board; or
 - e. in relation to any particular experience or position which was relevant to / a reason for your appointment to the public body (for example, as director of an education authority)
- you do not, for that reason alone, have to declare that interest.

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

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

Your Non-Financial Interests

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

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

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

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

The Financial Interests of Other Persons

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

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

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

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

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

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

The Non-Financial Interests of Other Persons

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

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

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

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

Making a Declaration

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

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

Frequent Declarations of Interest

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

Dispensations

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

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

LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES**Introduction**

- 5.67 In order for the public body to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the public body conducts its business.
- 5.68 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups.

Rules and Guidance

- 5.69 You must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Code or any other relevant rule of the public body or any statutory provision.
- 5.70 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the public body.
- 5.71 The public must be assured that no person or organisation will gain better access to, or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the public body.
- 5.72 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.
- 5.73 You should not accept any paid work:-
- (a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
 - (b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the public body and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.
- 5.74 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the public body.

6. BOARD AND COMMITTEE TERMS OF REFERENCE

BOARD OF MANAGEMENT	
1.1	<p>Membership 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</p> <p>In attendance: The Executive Management Team</p>
1.2	<p>Quorum 9 members: this must include the Regional Chair plus 4 'non-executive members'; or in the absence of the Regional Chair, 5 'non-executive members'.</p>
1.3	<p>Remit</p> <p>General The Board shall observe the Constitution and Standing Orders in all its business.</p> <p>Specific The Board has responsibility for overseeing the business of the College, determining its future direction and fostering an environment in which the College mission is achieved and the potential of all learners is maximised. The Board of Management must ensure compliance with the statutes, ordinances and provisions regulating the College and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.</p> <p>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:</p> <ol style="list-style-type: none"> 1. The College's Strategic Plan/Regional Outcome Agreement (and any annual updates thereof) 2. The Annual Accounts (following consideration by the Finance & General Purposes Committee) 3. The Annual College Budget (following consideration by the Finance & General Purposes Committee) 4. The Annual Report on Institutional-led Self Evaluation (following consideration by the Learning & Teaching Committee) 5. The appointment of the Principal and Chief Executive 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); 7. Any other matters as set out in this manual or which the Board resolves to retain for approval by itself.
1.4	<p>Meetings The Board of Management will meet at least four times per year.</p>

AUDIT COMMITTEE	
1.1	<p>Membership: 5-6 non-executive board members (one of whom shall be appointed Committee Chair). Members of the audit committee are precluded from serving on the Finance and General Purposes Committee. The Chair and Principal should not be a member of the Audit Committee.</p> <p>The internal audit service provider and representatives of external auditor will be expected to attend meetings of the Audit Committee and to be provided with agenda and papers for meetings.</p> <p>In attendance: Principal Vice Principal (Business Development and Corporate Services) Head of Finance</p>
1.2	<p>Quorum: 3 members</p>
1.3	<p>Remit</p> <p>General The Committee shall make its recommendations to the Board of Management, as appropriate. The Audit Committee shall observe the Standing Orders in all its business.</p> <p>Specific The following provides a summary of the main duties of the Audit Committee:</p> <ol style="list-style-type: none"> 1. To review effectiveness of the internal controls and management systems; 2. To ensure systems are in place to promote efficiency, effectiveness and economy, including where appropriate the identification of specific value for money studies, and to ensure that activities are managed in accordance with legislation and regulations; 3. To ensure compliance with corporate governance requirements; 4. To review the Risk Management Policy and the effectiveness of risk managements systems, including the College's risk appetite; 5. To review the Anti-fraud and Corruption Policy and the effectiveness; 6. To develop and review the Whistle-blowing policy; 7. Agree letter of engagement with external auditor and review report to management; 8. Agree internal audit plan (including value for money audits); review audit reports including annual audit report, and monitor the implementation of internal audit recommendations 9. To prepare an annual report to the Board on Internal Financial Control prior to the signing of the Financial Statements 10. To report to the Board as required – minutes of the meetings should be circulated to the Board
1.4	<p>Meetings The Audit Committee will normally meet at least four times per year.</p> <p>Once a year, subsequent to a meeting of the Audit Committee, Other members of the Audit Committee will meet with the internal audit service provider and representatives of the external auditor. The Chair of the Board of Management may elect to attend this meeting.</p> <p>The Audit Committee will report to the Board of Management on a regular basis, and the Audit Chair will produce an Annual Report for submission to the Board following the end of the financial year.</p>

FINANCE AND GENERAL PURPOSES COMMITTEE	
1.1	<p>Membership A minimum of 3 non-executive board members (one of whom will be appointed Committee Chair). Members of the Finance and General Purposes Committee are precluded from serving on Audit Committee</p> <p style="padding-left: 20px;">Principal One staff member</p> <p>In attendance: Vice Principal (Business Development and Corporate Services) Head of Finance</p>
1.2	<p>Quorum 3 members, of whom 2 to be non-executive Board Members</p>
1.3	<p>Remit</p> <p>General The Committee shall make its recommendations to the Board of Management as appropriate. The Committee shall observe the Standing Orders in all its business.</p> <ol style="list-style-type: none"> 1. To consider the annual budget and recommend approval to the full Board; 2. To monitor actual performance against budget; 3. To consider capital expenditure, investments and borrowing and recommend approval to the full Board; 4. To consider the Financial Forecast Return and recommend approval by the full Board; 5. To consider the annual accounts and recommend for approval by the full Board; 6. To oversee systems of financial control and delegated authority; 7. To liaise with external audit service to ensure accounts show a true and fair view and exhibit regularity of spend; 8. To carry out the Board of Management’s constitutional delegation in financial matters; 9. To ensure compliance with the Financial Memorandum and Financial Regulations; 10. To make recommendations to the Board on matters relating to the development and management of its property and facilities; 11. To consider health and safety aspects of the College’s operation where these relate to estates and facilities; 12. To consider affordability of Voluntary Severance Scheme and recommend approval to the full Board; 13. To report to the Board as required – minutes of the meetings should be circulated to the Board.
1.4	<p>Meetings The Finance and General Purposes Committee will normally meet at least four times per year</p>

HUMAN RESOURCES COMMITTEE	
1.1	<p>Membership 3 non-executive board members (one of whom will be appointed Committee Chair) Principal One staff Board Member</p> <p>In attendance: Head of Human Resources</p>
1.2	<p>Quorum 3 members</p>
1.3	<p>Remit</p> <p>General The Committee shall make its recommendations to the Board of Management as appropriate. The Committee shall observe the Standing Orders in all its business.</p> <ol style="list-style-type: none"> 1. To ensure the College is operating within all legal requirements relating to employment law and other legislation affecting employment; 2. To approve the HR strategy and to monitor actual performance against KPI to include staff welfare, staff establishment, turnover, sickness, and absence; 3. To make recommendations to the Board on HR and staffing matters; 4. To ensure that pay and conditions of employment are properly determined and that pension arrangements are monitored; 5. To ensure appropriate arrangements are in place for effective dialogue with trade unions; 6. To ensure there are appropriate policies, procedures and monitoring for appointments, promotion, staff development and appraisal; 7. To ensure health and safety legislation relating to staffing is complied with and that regular reports are considered and recommended for approval to the full Board of Management; 8. To prepare an annual report to the Board; 9. To report to the Board as required – minutes of the meetings should be circulated to the Board
1.4	<p>Meetings The Human Resources Committee will normally meet once per year</p>

GRIEVANCE / APPEALS COMMITTEE	
1.1	<p>Membership: Chair of the Board of Management (Committee Chair) Chair of HR Committee Three other non-executive board members</p>
1.2	<p>Quorum: 3 members</p>
1.3	<p>Remit The Grievance / Appeals Committee shall be a committee of the Board of Management. In the interest of speedy resolution, this Committee shall have power to decide on final outcome and report final outcome to the full board.</p> <p>The Committee shall observe the Standing Orders in all its business.</p> <p>Specific The following provides a summary of the main duties of the Committee</p> <ol style="list-style-type: none"> 1. To hear any grievance / appeal of decisions made by the Principal in accordance with discipline, grievance and capability procedures.
1.4	<p>Meetings The grievance / appeals committee will only meet as and when required.</p>

LEARNING AND TEACHING COMMITTEE	
1.1	<p>Membership 3 non-executive Board of Management members (one of whom will be appointed Committee Chair)</p> <p>Principal One Staff Board member Two Student Board members</p> <p>In attendance: Vice Principal (Learning, Teaching and Student Experience); Vice Principal (Business Development and Corporate Services); Student Association Executive members; and 4 members of staff (representative of each Faculty)</p>
1.2	<p>Quorum 3 members</p>
1.3	<p>Remit</p> <p>The Committee has overall responsibility for monitoring the direction and performance of learning and teaching and the quality of the learners’ experience at the College.</p> <ol style="list-style-type: none"> 1. To 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 Board. 2. To agree and monitor College teaching and learning strategy, aims and objectives; 3. To agree and monitor College learner engagement strategy, aims and objectives; 4. To agree and monitor College employer engagement strategy, aims and objectives; 5. To 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; 6. To agree and monitor academic performance, including student retention, progression, attainment PIs, ensuring arrangements are in place to action and address any areas of concern; 7. To monitor: <ul style="list-style-type: none"> • performance on admissions, access and inclusion; arrangements for articulation and partnership • approaches to learning and teaching, including the use of ICT; • the number and themes of student complaints. 8. To regularly consider reports from and related to the Student Association and address any issues raised by the Association; 9. To maintain an overview of quality assurance and improvement by reviewing reports from both internal and external, including feedback and evaluation from student and stakeholder surveys; 10. To consider Annual Self Evaluation and recommend for approval by the full Board following; 11. To report to the Board as required – minutes of the meetings should be circulated to the Board.
1.4	<p>Meetings</p> <p>The Learning and Teaching Committee will normally meet at least four times per year</p>

REMUNERATION COMMITTEE	
1.1	<p>Membership: Chair of Board of Management (The Chair of the Board should not be the Chair of this committee) Vice Chair of Board of Management (Committee Chair) Chair of Finance and General Purposes Committee Staff Board Member Chair of Human Resources Committee</p>
1.2	<p>Quorum 3 members</p>
1.3	<p>Remit The Committee has responsibility for advising the Board of Management on the following matters:</p> <ol style="list-style-type: none"> 1. To determine and review the salaries, terms and conditions (hours per week, annual leave entitlement, sick leave and pay entitlements, notice period and other emoluments) and, where appropriate severance payments, of the Principal, members of the Executive Management Team and the Secretary to the Board; 2. To develop and review the Operation of Severance Payment Policy 3. To ensure robust scrutiny of proposed severance schemes and settlement agreements over £40k, before recommending approval to the Board 4. To determine the process for setting and agreeing the Principal's performance; 5. To receive annual reports from the Regional Chair on the Principal's performance; 6. To ensure efficient and effective use of public funds; 7. To report to the Board as required – minutes of the meetings should be circulated to the Board.
1.4	<p>Meetings The Remuneration Committee will meet at least once per year or as required</p>

BOARD DEVELOPMENT COMMITTEE	
1.1	<p>Membership: Chair of the Board of Management (Committee Chair) Vice Chair of the Board of Management Chair of Audit Committee Chair of HR Committee Chair of Remuneration Committee Chair of Learning and Teaching Committee Chair of Finance and General Purposes Committee</p>
1.2	<p>Quorum 3 members</p>
1.3	<p>Remit The Committee has responsibility for advising the Board of Management on matters relating to the development of the Board as follows:</p> <ol style="list-style-type: none"> 1. In accordance with applicable legislation, and relevant guidance on standards in public life and college board appointments manage the process of recruitment and appointment of candidates for membership of the Board of Management; 2. To recommend new candidates and or extension, for approval to the full board and Scottish Ministers; 3. To review and consider the composition and balance of the Board in relation to appropriate balance of equality, skills; experience, independence and knowledge of the body; 4. To advise the Board of Management on matters relating to the self-evaluation and development of the Board as an entity 5. To ensure all board members are subject to appraisal of their performance, conducted at least annually, normally by the chair of the board. 6. To prepare board annual self-evaluation report and development plan including progress on previous years to the full board 7. To ensure an externally facilitated evaluation of board effectiveness at least every 3 years 8. To advise the Board of Management on matters relating to the self-evaluation and development of individual board members 9. To develop policies and procedures for the induction, training and development of Board members; 10. To receive and review evaluation reports on Board performance and development of members; 11. To report to the Board as required – minutes of the meetings should be circulated to the Board.
1.4	<p>Meetings The Board Development Committee will meet at least once per year or as required</p>

SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

Censure – the Commission may reprimand the member but otherwise take no action against them;

Suspension – of the member for a maximum period of one year from attending one or more, but not all, of the following:

- all meetings of the public body;
- all meetings of one or more committees or sub-committees of the public body;
- all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member.

Suspension – for a period not exceeding one year, of the member's entitlement to attend all of the meetings referred to above;

Disqualification – removing the member from membership of that public body for a period of no more than five years.

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

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

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

In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer. Full details of the sanctions are set out in Section 19 of the Act.

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

BOARD OF MANAGEMENT - REGISTER OF INTEREST

Name of Member:	
Interests relating to Remuneration:	
Interests relating to Related Undertakings:	
Interests relating to Contracts	
Interests relating to Houses, Land and Buildings:	
Interests relating to Shares and Securities:	
Interests relating to Non-Financial Interests:	
Any other interests	
Date:	

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.