Board of Management
Board Development Committee

Date: 28 March 2017   **Time: 14:00**   **Room: 1074b**

A G E N D A

			Presented by
1	Welcome and Apologies		BJ
2	Declaration of Interest		BJ
3	Minute of Meeting of 18 October 2016		BJ
4	Matters Arising		
	4.1 Board member term in office extension	(verbal)	BJ
	4.2 Development / social events / dinner	(discussion)	BJ
5	Review of Actions from Board Development Event		
	5.1 Minute of Meeting of 24 January 2017	(attached)	BJ
	5.2 Key Facts Booklet on the College	(attached)	BJ
	5.3 Stakeholder List	(attached)	BJ
6	Board Effectiveness – Documents for Publication	(attached)	BJ
	6.1 Board Evaluation 2015-16	(attached)	BJ
	6.2 Board Development Plan 2016-17	(attached)	BJ
	6.3 External Review of Board Effectiveness	(attached)	BJ
7	Board Recruitment		
	7.1 New member	(verbal)	BJ
8	Board Evaluation and Development Process		
	8.1 Board Evaluation 2016-17	(discussion)	BJ
	8.2 Development Plan 2017-18	(discussion)	BJ
	8.3 Discussion on frequency and length of board meetings and board committee members	(discussion)	BJ
9	Any Other Business		
10	Date and Time of Next Meeting – Tuesday 19th September @ 12:45		

Board of Management
Board Development Committee

Minute of the Meeting of the Board of Management of Dumfries and Galloway College at its Board Development Committee held on 28 March 2017 at 2 pm in 1074b

Present:	Brian Johnstone (Chair)	Delia Holland (Vice Chair)
	John Henderson	Stuart Martin
	Hugh Carr	

In attendance: Jannette Brown, Secretary to the Board and
Vice Principal Corporate Services and Governance
Ann Walsh, (New) Secretary to the Board

Note: For this meeting Jannette Brown was Secretary to the Board and Ann Walsh was attending as part of her induction

Minute Taker: Heather Tinning, Executive Team Assistant

1   Welcome and Apologies

The Chair welcomed all to the meeting, in particular Ann Walsh, recently appointed Secretary to the Board. The Secretary to the Board confirmed that the meeting was quorate with enough members present to allow decisions to be made.

2   Declaration of Interest

Members agreed to indicate declarations of interest as appropriate throughout the meeting.

3   Minute of Meeting of 18th October 2016

The Minute of the Meeting of the Board Development Committee on 18th October 2016 was approved.

3.1   Board Evaluation and Development Process

The Chair advised that his annual one to one assessment by Scottish Ministers, in his role as Regional Chair, had not taken place as yet.

4   Matters Arising

4.1   Board Member term in office extension

The Chair advised that Janet Brennan's Term in Office expires on 31st July 2017, and sought members' views and approval on an extension. He advised that Janet is an asset to the Board with her knowledge of higher education and awareness and involvement in other Bodies, including the Arts, Heritage and Culture.

Action: Members of the Board Development Committee approved the extension, for a four year term. The Secretary to the Board will arrange for a letter, including evidence to be sent to the Scottish Government for final approval.

4.2   Development/Social events/Dinner

Following discussion at the last meeting, the Chair sought members' views on a Social Event to allow Board Members to meet outwith Board and Committee meetings, particularly following the recently appointed new

Board Members. The Chair suggested an Evening Dinner to take place in the College's Zest Restaurant, and asked that the Secretary to the Board confirm availability in May, avoiding students taking their exams. This evening is for Board Members only.

The Chair spoke of inviting Stakeholders to a future Dinner, also in the Zest Restaurant, as an opportunity to showcase Zest.

Action: The Board Secretary to take forward the Board Members Evening Dinner, with the Principal initially and circulate dates to Board Members

5   Review of Actions from Board Development Event
5.1   Minute of Meeting of 24th January 2017
Members asked for item 6 of the minute to be amended to 'Emma Curtis, Vice President of the Student Association. The Minute of the Board Development Event held on 24th January 2017 was then approved.

5.2   Key Facts Booklet on the College
The Chair reported that the Principal was currently compiling the information for the Key Facts Booklet on the College, to include data on staff and student numbers, course information and an outline of the college. The Chair advised that as Ambassadors of the college, the information included in the Key Facts Booklet would be particularly useful for Board Members. Stuart Martin suggested that it would also be advantageous to issue this to MPs and MSPs.

Action: The Key Facts Booklet on the College to be completed by the Principal, and issued to Members on completion

5.3   Stakeholder List
The Chair advised that the Principal was currently compiling the Stakeholder List for issue to members.

Action: The Stakeholder List to be completed by the Principal, and to be issued to Members on completion

6   Board Effectiveness – Documents for Publication
6.1   Board Evaluation 2016-17
The Secretary to the Board advised that the Board Effectiveness documents will be sent to the Scottish Funding Council and posted on the college website by Friday 31st March 2017. She advised that the documents have previously been to the Board of Management and that this is now the opportunity for the Board Development Committee to make final comment. Following discussion, the Secretary to the Board advised that final grammar checks will be completed before the documents are published.

Decision: Following a final check of the wording, the Board Development Committee approved the Board Effectiveness documents for publication:

- Board Evaluation Report 2015-16
- Board Development Plan 2016-17
- External Review of Board Effectiveness, February 2017

6.2   Board Development Plan 2016-17
The Chair updated members on the developments in the Board Development Plan for 2016-17, advising that this is work in progress. He advised that the Principal's interim review had taken place on 14th March 2017. The Chair also advised that following discussion at the Board, a sub group will be set up to look at Student Engagement. The Secretary to the Board reported on the pilot of Wallace Hall Primary Pupils working with the College Students, advising that the Schools Liaison Officer is taking forward the pilot. The Chair advised that

following the recent appointments of new Curriculum Managers, a Board Engagement Event will be arranged to meet the College Management Team.

In terms of the Student Association, the Secretary to the Board advised that the election process has now commenced, with three candidates so far. The votes are to be counted on Friday 31st March 2017. It is hoped that the Constitution, Partnership Agreement, Development Plan and Evaluation Plan will be presented at the first Learning and Teaching Committee meeting of the new session, before going to the Board of Management. The Vice Principal advised that although a lot of work has been put into the documents, there has been a slight delay in completing the documents, owing to the changes in the Student Association Executive Team, who are required to ratify the documents. The Quality Officer, two Admin Support Officers and the Engagement Officer will provide support and guidance to the new Student Association Executive Team once they are in post.

6.3   External Review of Board Effectiveness
The Chair spoke to the External Review of Board Effectiveness, which was presented at the last Board of Management meeting. He advised that Jan Polley refers to parts of the report at other colleges, which Members agreed, was a very good recognition of our good practice. Following discussion on Key Performance Indicators, the Secretary to the Board advised that the Board and Committee remits show the range of responsibilities that the Committees are expected to monitor.

7   Board Recruitment
7.1   New Member
The Chair advised that following the recent appointment of two new Board Members, a telephone interview had initially taken place with another candidate, followed by a face to face interview. The Chair and Stuart Martin, who were involved in the interviews, described the candidate as a good asset to the Board with a mix of diverse skills. The Chair sought Member's approval to appoint, with the endorsement of himself and Stuart Martin.

Following a discussion on staggering new Board Member's appointments, the Secretary to the Board advised that there was no advantage in staggering the appointments, but suggested members consider the Term of Office for any new appointments. The Secretary to the Board provided an overview of Member's Term in Office end dates.

The Chair reminded Members that his Term of Office ends in March 2018 and he understands that appraisals by Scottish Government are currently being arranged.
Decision: Members agreed to recommend recruitment of Mr Thomas to the full Board

8   Board Evaluation and Development Process
8.1   Board Evaluation 2016-17
The Secretary to the Board advised that it is time for the Board to consider the Board Evaluation process for 2016/17, to look back and assess performance of last year. Following completion of the Board Development Plan by the Board Development Committee, the Plan is then presented to the Board. Discussion took place on how to take forward the Actions and populate the Development Plan for 2017-18, to link into the External Review of Board Effectiveness.
Action: The Board Secretary to confirm a date for Members to meet, a half day should suffice. Members to complete their Self Evaluations prior to the meeting

Following discussion regarding how much evidence is provided during formal feedback within one-one assessments, the Secretary to the Board suggested that Members should be mindful of the fact that it is their Self Evaluation. Each individual Board Member completes a Pro-forma, which is their own assessment. She also advised that the Minute of each Board and Committee meeting provides evidence of how the Chair conducts his or her business.

8.2 Development Plan 2017-18
The Secretary to the Board advised that the Development Plan for 2017-18 will be populated from the Board Evaluation 2016-17. The Chair referred to the External Review of Board Effectiveness document, and provided an update on the Governance Development Actions agreed for 2017-18.

8.3 Discussion on Frequency and Length of Board Meetings and Board Committee Meetings
The Chair sought Members' views on the frequency and length of Board and Board Committee meetings, including more focus on college business, length of the agendas, in particular the Board meeting not allowing enough time for full discussion on all agenda items. Following discussion, it was agreed to maintain the frequency and timing of the meetings. Discipline, in terms of the Chair, along with the change in the structure of the Board of Management meeting agenda, should improve timeliness and effectiveness.
Action: Members to e-mail the Chair with any other concerns

9 Any other business
9.1 New Committee Members
The Secretary to the Board updated Members on new Committee Members:
- Learning and Teaching Committee – Rob Orr and Naomi Johnson
- Audit Committee – Naomi Johnson
- Human Resources Committee – Rob Orr
- Grievance and Appeals Committee – Ros Francis

The Secretary to the Board advised that in light of the re-structure, the Staff Membership on the Learning and Teaching Committee may need to be reviewed.

The Secretary to the Board advised that Committee remits are available for Board Members in the Code of Good Governance Manual and key documents on Admin Control.

9.2 Thank You
The Chair thanked the Vice Principal Corporate Services & Governance for all the hard work and commitment that she has shown to the Board, as both Secretary to the Board and Vice Principal, and wished her well in her future plans.

10 Date and time of next Meeting
The next meeting of the Board Development Committee is to be held on Tuesday 19th September at 12:45 pm.

Board of Management
Board Development Committee

Minute of the Meeting of the Board Development Committee of the Board of Management of Dumfries and Galloway College held on 18 October 2016 at 2:00 pm in Room 1074b

Present: Brian Johnstone (Chair)   Delia Holland
                 Stuart Martin   Hugh Carr
                 John Henderson

In attendance: Kay Bird, Secretary to the Board and Minute Taker

1   Welcome and Apologies
The Chair welcomed all to the meeting. All chairs were present.

The Secretary to the Board confirmed the meeting was quorate with enough members present for decisions to be made.

2   Declaration of Interest
Members agreed to indicate declarations of interest as appropriate throughout the meeting.

3   Minute of Meeting
The minute of the meeting of the Board Development Committee of 26th April 2016 and the minute of the Board Development Lunch Meeting of 20th September 2016 were both approved.

4   Matters Arising

4.1   Length of Appointment - extension
The Chair confirmed Karen McGahan's extension had been approved by the Cabinet Secretary and her term of appointment extended until 31 July 2020.

4.2   Education Scotland Review – Working Groups
Delia Holland advised she and John Henderson were members of the Working Groups which had been formed to look at issues raised as a result of the Review. Delia Holland advised she was finding these Working Groups very interesting, particularly noting on how board decisions impact on the operation of staff. The Working Groups are made up of in-house volunteers, and are led by Faculty Heads. John Henderson advised it was beneficial to hear the views of the students and comments being fed back were the students had little confidence in the class rep system and the introductory week was not well structured and did not motivate students. The Chair commented that the Board should be satisfied that the Working Group have a timeline and are addressing the points raised by Education Scotland.

5   Board Recruitment

The Board Secretary spoke to the report which had been issued. Stuart Martin expressed concern regarding the four months timeline. The Board Secretary advised that the College's HR recruitment policy and procedure was being adopted and the fact that Christmas and New Year fell within the period extended the timeline. Board approval is also required and this has to be factored into the timeline. The members discussed the annexes to the report as follows:

Annex A – The members discussed the Skills Audit which had been complied by the Board Secretary and agreed there were no apparent gaps in the skills of the Board. Delia Holland expressed a desire to see an educationalist with first-hand knowledge of the education sector. The Board Secretary advising that the college will advertise on the CDN website which is linked with the college sector. The members discussed protected groups and diversity and Hugh Carr commented that such groups should be made to feel welcome to apply. The Chair will contact some of the heads of these groups to encourage applications and the Secretary to the Board will research contact details. Delia Holland enquiring if members of the Board could identify people who would support the college that they should be apply, the Chair welcomes all applications and encourages diversity. Stuart Martin commented that care in the interview process needs to be taken to avoid conflicts of interest if applicants are known to any members of the interviewing panel.

Annex B – The Committee approved this document as drafted.

Annex C – The Committee approved this document as drafted.

Annex D – The draft advert was discussed by members and revisals were suggested and approved to the third paragraph and 'disabled people' in the last paragraph would be revised to people with disabilities.

Annex E – Stuart Martin suggested that the advert should be placed on the Health Board's noticeboard and distributed to Chamber of Commerce, these suggestions were approved by the members.

Decision: The Members approved the recruitment procedure and documentation.

Action: The Board Secretary will revise the recruitment documentation and proceed with Board Member recruitment.

5.1   Term of Appointment for Board Members

The Board Secretary spoke to the report which had been issued. Term of Office for Board Members is spread and will need to be considered for the new Board Members. Janet Brennan is the next Board Member whose term of office ends on 31 July 2017. The Members noting an appointment can be extended for one single period only. The members noted the report.

Action: The Chair will speak to Janet Brennan to ascertain whether she would like to extend her term of office.

6   Independent Reviewer and External Validation

The Board Secretary spoke to the report which had been issued. Stuart Martin and John Henderson both commented that Board Members felt patronized by the Governance coming in, and the introduction of an external reviewer was another example. The Chair responded that he believes the Board has a good structure and good procedures in place and we will have opportunities to demonstrate this as well as take advice. The Board has also spent a good amount of time on board development.   Hugh Carr commented that it could be seen as an assurance for the Board, any

problems will have the route of bad governance.   Members asked for their concerns on the cost of this exercise to be minuted.
Decision: The Committee approved the timeline and the fees proposed in the report.

7.1   Board Evaluation and Development Process
The Chair spoke to the report which had been issued. This highlighted common themes from the one-to-one meeting held with Board Members.   The Chair confirmed his one-to-one with Vice Chair had taken place today and the Chair had two outstanding one-to-one assessments to carry out with the staff members. The Chair has to have a one-to-one with the Government and it was not known if the College would be given any feedback on this meeting. Delia Holland commented that the two assessments should be linked and the Government should receive feedback from the College.
Action: The Chair will check the position with feedback from his Government one-to-one assessment which has yet to be arranged.

7.2   Board Evaluation 2015-16
The Board Secretary spoke to the report which had been issued. The Chair sought members' views on the prompts in the Individual Effectiveness Criteria, which is the last section to be completed to enable the documentation to be completed. Delia Holland advised she was disappointed with the number of Board Members who attend the training events and that it is always the same people. The Chair commented that while it was difficult for working Board Members to take time to attend a balance must be found. The Board Secretary reminded member the Induction Training for Board Members is now compulsory and once new dates have been released these will be circulated. The on-line equalities and diversity training is also compulsory for all Board Members to undertake by the end of December 2016.
Decision: The Committee approved the wording as draft and approved the signing off, of the document.
Action: The Board Secretary will finalise the Board Evaluation 2015-16 document.

7.3   Board Development Plan 2016-17
The Chair spoke to the report which had been issued and reminded members that the various areas for development had come out of the strategic training session with Jan Polley last year, and these areas were the prioritised areas. Stuart Martin commented they were a good representation. The Chair advised that this document will be reviewed over the year. The members noted the report.
Action: The Chair and Board Secretary to continually review the Board Development Plan and report to the Committee.

The Board Secretary gave a verbal update advising she had been working with the Vice Principal of Corporate Services and Governance on the revised Code of Good Governance and will be producing a report for the Board Meeting in December. The report will highlight the revised areas of Code of Good Governance and how the changes will be implemented in the College. The Board Secretary also advised there was new on-line training to be undertaken be members of the Remuneration Committee and when this was available she would be contacting the relevant committee members.
Action: The Board Secretary will report to the Board at the Board meeting in December.

8   Any other Business

8.1   Stuart Martin asked for a Board Meeting once a year to be held at the Stranraer Campus so the staff felt included.

Action: The Board Secretary to discuss with the Chair.

8.2   Delia Holland would like to have a more informal Board Member meeting, for example, a dinner with stay over to strengthen board relations.

Action: The Chair will consider this request.

8.3   The Committee, with regard to the Board papers being dispatched, agreed that assumption should be made that Board Members will attend unless they give their apologies.

Action: The Board Secretary will revise the standard form of letter advising Board Members need only email a response if they cannot attend the Standing Committee or Board Meeting.

8.4   Stuart Martin and John Henderson extended thanks to the Board Secretary for her hard work and hoped she was settling into and enjoying the position.

9   Date and Time of Next meeting

To be advised.

Board of Management
Board Development Event

Minute of the Meeting of the Board of Management of Dumfries and Galloway College at its Board Development Event held on 24 January 2017 at 10:00 am in Room 2085

Present:	Brian Johnstone (Chair)	Delia Holland (Vice Chair)
	Carol Turnbull (Principal)	Hugh Carr
	John Henderson	Pat Kirby
	Janet Brennan	Kenny Henry
	Ian White	

In attendance: Jan Polley, External Reviewer and presenter of Programme no. 6
Kay Bird, Secretary to the Board/Minute Taker

1   Welcome, Apologies, Aims and Objectives

The Chair welcomed all to the meeting and in particular Jan Polley. Apologises were intimated on behalf of Stuart Martin, Karen McGahan, Barry Graham, Ros Francis and Emma Curtis

The Secretary to the Board advised that Ian White, would be joining the event, late morning, once he had finished teaching and until Ian White joined the event the meeting was inquorate and no decisions could be made. The Chair advised that the decisions required at Programme Item 1(i) and (ii) would be deferred until the meeting was quorate.

2   Declaration of Interest

Members agreed to indicate declarations of interest as appropriate throughout the meeting.

3   Board Member Evaluation and Development

The Chair advised that the Board Development Committee had done a lot of work on the board framework, the individual Board Member core skills and one to one assessments had been taken into account. The aim of this session was to feedback on Board Members' contributions and reflect on the four development pillars.

Knowledge of the External Environment
- The College has a lot of stakeholders and one Board Member had asked for clarification on who were the College's stakeholders and what we expect from them.
- It was recognised by Board Members the stakeholders were wide ranging and the Principal advised that D&G was a small region and the College had to get out and meet the stakeholders and consistently get the College's message across to them.
- It was considered whether a diagram could be produced noting the stakeholders. The Chair advised this would be looked at, it would be difficult to depict all stakeholders as technically everyone who comes into contact with the college is a stakeholder. It was agreed key stakeholders could be noted.
- Understanding national and regional skills was highlighted. It was discussed that meeting the employers' needs was key.

- As summary paper will be coming to the Board in due course.

Board Member Skills

- The Chair commented he was very encouraged that the Board Members were very skilled in various areas.
- The Chair commented it was a privilege to have all the members on the Board.

Organisational Knowledge

- Undertaking financial accountability, structure within the sector and student findings were all raised by several Board Members.
- Staff views and culture was also raised and the L&T Review had touched on this area. Delia Holland advising that she had invited as many Board Members as possible to attend the L&T Committee Meetings where Board Members would get a very good understanding of the operational side of the College.
- Understanding student's view is essential and the Chair advised student experience is fundamental and will be covered later in the session. The Principal advised a number of surveys are carried out in this respect and reported to the L&T Committee.

Team Working

- The Chair advised it is very important to take the time to get to know other Board Members and the importance of social events was stressed by other Board Members.
- It is good for the Board to recognise their strengths and weaknesses, and sharing their own experiences.
- Board Members raised sharing expertise with other organisations, resources should be shared, we are not in competition with other organisations we should compliment each other.

The Chair summarised the session by commenting he was encouraged by the one to one assessments, that the Board shared its skills and knowledge and the Board worked very well as a group.

4   Board Diversity and Equality

The Secretary to the Board spoke to the paper which had been issued. The majority of the Board Members had completed the Diversity and Equality on-line training module and the Board Secretary asked the Board Members who had not completed the training to do so as soon as possible. The members considered and discussed the Protected Characteristics which formed part of the New Regulation 6A of The Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016. Members agreed that they would provide this information and as the College already has an Equal Opportunities form which new recruits complete they could complete this form.

Members discussed the Scottish Government's Consultation on the Draft Gender Representation on Public Boards (Scotland) Bill. The Board Secretary confirmed that our Board had a 50/50 gender split at present. It was agreed that if Board Members wanted to provide feedback they would do this individually and directly with the Scottish Government.

Action: The Secretary to the Board would speak to the Director of Organisational Development and Facilities to ascertain what information the College required and advise that Board Members had agreed to complete the Equal Opportunities form if necessary

Ian White joined the meeting

The Secretary to the Board confirmed the meeting was now quorate with enough members present for decisions to be made.

The Chair advised that decisions on Programme Number 1(i) and (ii) could now be considered. The Chair advised that Scott Hardie had resigned. The Principal advised that discussions with NUS had taken place to consider how quickly there could be a re-election, and whether a person could be elected in this academic year to hold the post for the 2017-18 academic year. The Principal confirmed the Board would be kept informed.

1(i)   Approval of Appointment of Board Members
The Chair advised that the Interview Panel had conducted two days of interviews. A skills gap analysis had been carried out. There was a maximum of three vacancies.   All eight of the applicants had been interviewed and there were two very strong candidates, Robb Orr and Naomi Johnson, on who the Chair reported on. The Chair explained the process of the requirement for Board approval and then Scottish Minister approval.

The Chair further reported that a third candidate was strong but the panel had only carried out a telephone interview. It was agreed that this candidate would be invited to Dumfries for a face to face interview with the Chair and Stuart Martin and the Chair would provide an update at the Board Meeting in March.
Decision: The Board approved the appointment of Rob Orr and Naomi Johnson as Board Members.

1(ii)   Approval of Board Calendar of Meetings 2017-18
The Board Calendar of Meetings for 2017-18 was discussed. The Board approved the Calendar however it was recognised that once the Chair had undertaken the review of the Sub-Committee remits and Chairs this Calendar could be subject to revision.
Decision: The Board approved the Board Calendar of Meetings for 2017-18.

5   Introducing the Governance Hub
The Board Secretary spoke to the report which had been issued. She advised that she now had from CDN log-in details for each Board Member and she would be emailing Board Members in the next couple of days, with the necessary links and log-in details and urging them to log in and take a look at the Governance Hub. It is mandatory for all Board Members who sit on the Remuneration Committee to undertake the Remuneration Committee training on the Governance Hub and the Secretary to the Board asked those members to complete this training by 15th February and inform her that this training had been undertaken so it could be noted on their training records.

6   Board Development Plan 2016-17 Review

The Chair spoke to the report which had been issued and advised he had highlighted three particular issues for Board Members to discuss further. One group was to look at Questions A and B together and the second group Question C.

Feedback from Question A – Is there more which could be done by the whole board in Stakeholder Review and Question B – Is the board collectively getting key messages out?

- The Board does have a good awareness of the College's stakeholders and engages well with them.
- There are challenges in reaching out to certain stakeholders.
- There is a need to be more focussed, we cannot be all things to all people. Need to focus on certain areas, for example, how the Board engages with staff.
- Need to find an alternative to Board Links – perhaps there should be focus groups with staff.
- More attendance at events, to meet staff, more structured events.
- Facebook could assist.
- It should be coming down from the Board to the sub-committees what the committees should be looking at, ie. Engaging with stakeholders in the West, certain business areas? The Board needs to give sub-committees more focus in this area.
- Be clear – how, why, who we are expected to engage with.
- The chair would like an email to go out to all Board Members asking them for suggestions/areas/subject matter to be included on Board Agendas.

Feedback from Question C - How can we ensure we make full use of Student Members and the Student Association (SA)?

- A new president should be appointed as soon as possible, in this academic year to run into next year, therefore a 1.5 year role. This needs to be checked to ascertain whether this is viable.
- Should the role be a paid role next year?
- Could someone be appointed in the interim for continuity?
- The president's report at the Board should not just be a list of activities but an insight to what the SA is thinking and wanting to do.
- The L&T Committee gets the feedback from the SA but it was agreed more should come to the Board.
- More information about how the Class Reps system is working.
- The Principal confirmed that the SA president has to be a student of the College, either full-time or part-time, or attending open learning.
- Emma Curtis the Vice Principal of Stranraer will cover the position in the short-term but difficulties are she is not based in Dumfries.

7   Board Evaluation Effectiveness Review

Jan Polley advised the members that her role as External Reviewer was to draft the report after an evaluation process and highlight the Board's strengths and identify any areas which require working on. This document will be a public document and will once agreed be exhibited to SFC and published on the College's website. This session will work thorough Jan's findings, which are in the main very positive, in line with the Proforma which Board Members have had sight of.

(1) <u>Good Governance</u>
- Evidence of good a good partnership between the Board and EMT. The College has a strong base, good individual contributions by Board Members and good relationships.
- Approach and attitude is very good, the College has a strong Board and this is reflected in the report.
  <u>Particular Strengths</u>
- Leadership and strategy.
- Board respected.
- Good leadership by the Principal and the upholding of the Code of Good Conduct.
- Corporate responsibility is a huge strength
- Good partnerships with people and good approach to problem areas.
  <u>Development Areas</u>
- On-going issues on how to reflect the community in Board membership, however the College is aware of this and addressing this issue.
- Higher level of strategic role the Board has – you do however have clear strategic and performance indicators. This extends to KPIs and thought needs to be given to which part of governance monitors this and addresses areas of weakness, Board needs to monitor this.
- Need a clearer framework of what does the Board monitor, not just finance and KPIs. How does the Board monitors these – it is not clear from the Board papers – this should be addressed.
- Consideration needs to be given to how the Board uses it time in Board meetings, not just a mass noting machine.
- Need to consider the awareness of staff and students and what they are thinking and link to the role of the Board.
- The Board meetings have a mass of things for "noting", this needs to be addressed whether these need to form part of the Board meeting.
- Ensure there is an audit trail on how the Board has taken a view and what is done with this information.
- Principal agreeing that it is important to identify key priorities for next year. Main points for the Board meetings were identified as (i) Education Scotland Review, (ii) Retention and attainment, (iii) Staff side – management survey, (iv) Consultation for potential new structure, (v) Staffing reports on the implementation of the new structure – Board might want to meet with the staff.
- The above priorities were agreed.
- With regard to papers coming to the Board, Papers for noting are the least useful and it should be asked why is that paper going to the Board. Ask should the Board have an opinion on it – if yes, it should be put in the Discussions sections.
- It was queried that the timing of the L&T Committee just a week before the Board meeting was not good timing – and this may be reviewed by the Chair.
- The Board should be giving more direction to the sub-committees on what should be going to and discussed at the sub-committees.
- It was commented that the role of the Board Secretary has changed greatly recently and is very much the link between the governance and the board, and perhaps the Board has really recognised this.

(2) <u>Quality of Student Experience</u>
   <u>Strengths</u>
- There is evidence of good success here.

- Very good efforts for you to engage with student members at meetings and events.
- Considerable reach out work undertaken with schools and businesses.
- The Chair mentioned the students going out into the schools are the College's best ambassadors.
  Development Areas
- Issues on sources of information on students.
- Concept of triangulation, be more systematic, is there a mix, is this sufficient. All Board members should be involved.
- New self-evaluation quality framework, may want to add in taking stock of how satisfied the evaluation is that has been undertaken.

(3) Accountability
  Strengths
- A good thoroughness of what we are good transparency, engages on risk and finance and the review found now problems.
- The Chair commented that Audit and F&GP committees are good with excellent chairs and we received good reports from both the internal and external auditors.
  Development Areas
- Need to make use of the Board and how it spends its time, as mentioned above too much noting material.
- Items for decision and discussion should be higher on the Agenda and some of the meetings are too long.
- The Principal agreed that a lot of the noting documents come from the governing bodies and the College needs to look at how to filter these, in particular what do Board Members need to know.
- Minutes should include a more defined audit trail. Reasons for decisions are not always one hundred percent clear. It is the Chair's job to ensure that the minute taker is clear on the reason a decision is made.

(4) Effectiveness
  Strengths
- Immense strengths in this area.
- Strong chair, very strong culture, good engagement with members.
- Good balance of skills within the Board.
- SA members trying hard
- Delegations are clear.
- Board Secretary role an effort has been made in recruiting someone independent.
- Training and evaluation taken seriously.
- Partnership working is very good.
  Development Areas
- Not much to report here.
- Keep under review the Board Secretary role and support as Board Secretary new to the role.
- Board Member induction historically could be improved – especially meeting with EMT.

8   Closing Remarks

The Chair thanked Jan Polley for her session and acting as the College's External Reviewer and the College was looking forward to receiving the report shortly. The Chair thanked the Board Members for attending and commented that a good deal of useful information had come out of todays' session.

Code of Good Governance Criteria	Our performance in the last 12 months (including evidence)	Development required during the next year
LEADERSHIP & STRATEGY 1. We determine the vision, direction, educational character, values and ethos of the college 2. Our performance management system is adequate, identifying KPIs, and we monitor progress 3. Relevant stakeholders are engaged in compiling the Outcome Agreement 4. We provide leadership on ethics, equalities, diversity and staff welfare 5. We have regard to the social and economic needs of our area.	• Inclusive strategy development; good ownership • More aware of local jobs market • Good stakeholder engagement and recognise board role • We have policies on equalities, diversity etc and reasonable grasp • Do lot , and more than past, on social / economic needs (special needs, Stranraer etc)	• Keep strategy under review as events change • Review information going to Board v Committees, especially Finance and risk register • Monthly management accounts to finance chair? • Keep stakeholders under review • Keep key messages up to date • Avoid complacency • Review any need for research on social / economic role
STUDENT EXPERIENCE 1. Quality of the student experience is central to our decisions 2. We have open on-going engagement with students, staff, student association and unions 3. We foster good relationships with partner organisations that help us provide coherent learning 4. Mechanisms ensure effective oversight of quality and inclusiveness of learning and we monitor student views	• Receive regular student data including outcomes • Learning and Teaching committee openness useful • Student questionnaire useful • Good student member engagement. Union? • Good focus on staff issues • Good information on student experience and quality reports • Good information on school links	• New staff feedback, questionnaire and respond as required • Take advantage of chance to attend committees especially as development opportunity • Recognise will need to prioritise how spend funds more • Lets question committee reports to board • Useful comparisons for our schools work • Ensure make use of student members
ACCOUNTABILITY 1. We are accountable to students, public, employers and our community for provision	• Doing lots on stakeholder communication, area committee involvement was good • Employee advisory board good examples	• Build local area committee engagement (DGC)

Board of Management
Board Evaluation 2015-16

Code of Good Governance Criteria	Our performance in the last 12 months (including evidence)	Development required during the next year
of education that enhances social and economic wellbeing 2. We manage conflicts of interest and disclose our register of interests 3. Our decision making is transparent, informed, rigorous and timely 4. Our scheme of delegation to staff and committees is clear and fit for purpose with appropriate two way communication with the board 5. We have effective systems for managing finances, quality, staff, internal controls and risks and they are continuously improved 6. We set the risk appetite, balancing risk and opportunity and this is known to senior staff 7. The Audit Committee reviews the comprehensiveness, reliability and integrity of all our assurances on the governance, risk and control frameworks, engaging with internal and external auditors 8. Audit Committee members are all non-executive, objective and independent with at least one having recent relevant experience 9. Staff attend Audit Committee meetings as requested and the Committee can hold all or some of its meetings in private, meeting internal and external auditors privately at least once a year 10. We ensure compliance with the Financial Memorandum and the Scottish Public	• Keep risk register updated and robustly maintained • Role is more commenting than decisions • Useful experiment re integrating committee meetings but also downsides • Clear staff delegation • Robust systems (5)	• Harness skills of board and own contacts more • How to make staff more aware of board e.g. presentation to staff • Be clear of decisions in minutes • Need more than committee minutes; use presentations? • Bring risk policy to board including board role on risk appetite / uncertainty

Code of Good Governance Criteria	Our performance in the last 12 months (including evidence)	Development required during the next year
Finance Manual, ensuring funds are used economically, efficiently and effectively 11. We ensure compliance with charities provisions 12. We take responsibility for employment policies, and ensure compliance with statutory and contractual requirements 13. We promote positive employee relations including ensuring effective dialogue and consultation with staff and recognised trade unions.		
BOARD EFFECTIVENESS 1. Our Board and Committee agendas focus on the right things and we have sufficient time for proper discussion 2. We have a culture of open debate, constructive discussion between board members and everyone contributes well 3. We have the right balance of skills, experience, independence and knowledge of the college to fulfil our role effectively 4. We abide by collective responsibility, taking decisions in the interests of the college, and with clear understanding of the responsibilities of 'governance v management' and the particular roles of the chair, members, principal and board secretary 5. Staff and student members are treated as full board members	• Good as avoid complacency • Good debate and constructive challenge • Too many accountants? • Content act on united basis when decisions made • Staff members feel part of board • Decisions made in best interests of college • Management v Governance kept under discussion • Good to have full management team at board • Board links process finished • Agendas focus on right things and sufficient discussion • All contribute well • Abide by collective responsibility • Be clear what can do to add value within governance role	• Prepare questions you want to ask beforehand • HR / Union / Employment law experience helpful • Communication would help re clarity of roles e.g. student association • Board role re student association • Committees do not need to be time sensitive • Reminder for board to contribute to agenda • Recruit younger people • Alternative to board links? • Should we have minimum / maximum times for meetings? • Make sure less experiences speak in big meetings • Recruitment those with vocational backgrounds. Seek more diversity?

Code of Good Governance Criteria	Our performance in the last 12 months (including evidence)	Development required during the next year
6. We have a formal and open board member recruitment process that reflects Ministerial guidance 7. We have appropriate arrangements for student and staff member recruitment 8. Our new members receive formal induction tailored to their needs 9. We review the board's effectiveness annually using a robust self-evaluation process, independently facilitated every 3-5 years 10. We have an open and transparent process for recruiting our principal; staff and students can contribute to it	• Value Board Secretary's wider role and insights • Student / staff welcome to contribute	• Chair to invite short feedback at end of meeting
INDIVIDUAL EFFECTIVENESS 1. The board chair provides leadership and ensures board effectiveness 2. We have an agreed process for evaluating the effectiveness of the board and committee chairs 3. Board members understand their roles and responsibilities and provide constructive **c**hallenge to the principal and executive team, holding them to account 4. We have an agreed process for evaluating board member performance; board members undertake appropriate training and development, tailored to their needs, and ensure records are kept of their training		

Code of Good Governance Criteria	Our performance in the last 12 months (including evidence)	Development required during the next year
5. The principal has responsibility for and ensures the appropriate management of the college, supporting good governance through enabling effective communication and interaction between the board and the college and ensuring good governance standards throughout the organisation		
6. The board has agreed personal performance measures for the principal and the chair, on behalf of the board, monitors , reviews and records performance against those measures at least annually		
7. We have a formal process, including a committee of non-executive board members, for setting the principal's remuneration, engaging staff, students and others as necessary		
8. The chair and principal share responsibility for leadership of the college; the principal is the operational interface between the board and college		
9. The board secretary is independent of the college executive in relation to this role, is appointed by and responsible to the board as a whole and reports directly to the chair		
10. The board secretary provides support to ensure governance compliance; all board members can access the board secretary and receive advice on governance, legislative and board matters		

Code of Good Governance Criteria	Our performance in the last 12 months (including evidence)	Development required during the next year
RELATIONSHIPS AND COLLABORATION 1. We ensure effective partnership working to address local needs and national priorities, promoting mutual trust and respect with local, national public and private partners and working towards agreed outcomes 2. We communicate our activities to internal and external stakeholders to ensure transparent and effective governance 3. Our agendas, minutes, policies and reports are published within appropriate time frames and are compliant with Freedom of Information legislation 4. We encourage a strong independent student association and it is adequately resourced; we have clear guidelines on our respective relationship and communication 5. Our student association operates fairly and in a democratic manner, fulfilling its duties; it has a written constitution that the board **has** reviewed in the last 5 years 6. We are aware of staff and union views on relevant issues , see staff surveys and monitor any resulting action plans		

Code of Good Governance Criteria	Development required	Timescale / Progress / Achieved
LEADERSHIP & STRATEGY	Keep strategy under review as events change	Continuous Vision 2020, the college's strategic plan for 2015-2020 is in place. The Mission Statement and the six Strategic Outcomes should be reviewed regularly. The Chair and Principal agreed at a meeting in June 2016. the following performance objectives for 2016-17: • Progress Vision 2020 • Delivery of ROA • Education Scotland Review Action Plan • Review of Executive Team Roles and Responsibilities • Effective Board Engagement • Stranraer Campus Strategy • Professional and Personal Development The Chair reported to the Board in January 2017, following an interim review meeting with the Principal, that good progress is being made in all areas. The Principal considers that she is clear on strategic objectives and priorities, and considers that she receives good support and constructive challenge from the Board. Another interim review meeting is planned to take place in March 2017 and a final meeting in June/July 2017.
	Keep stakeholders under review	Continuous Combine keeping Stakeholders under review with communication and keeping Stakeholders fully updated. The college has a good recognition and communication with Stakeholder and this should be continued. In particular developing a continuing relationship between the Board and the Student Association. Regular meetings between the Chair and Principal and Stakeholders which are noted in reports to the Board. The Chair is a member of DYW Regional Board,

Code of Good Governance Criteria	Development required	Timescale / Progress / Achieved
		and CPP. The Principal chairs D&G Employability Partnership. The Chair met in August 2016 with the new Student Association President and they have regular meetings. A Strategic/ROA Day was held on 15.11.2016 with two significant stakeholders present, DYW Regional Board Chair and the Local Authority Education Directorate. High level contacts established at Napier and Herriot Watt universities to discuss and move forward potential articulation projects. The Chair undertook a presentation at the Community Planning Partnership Strategic Board on employability and DYW.
	Keep key messages up to date	Continuous Sector Key Messages are sent out by Chair to all Board Members for their use when acting as college ambassadors and when engaging with stakeholders. Regular communication and meeting by Principal and Chair direct with stakeholders, ie. MSPs, SE, D&G Council, DYW Chair, Student Association and Chamber of Commerce. Principal and Chair both incorporate key messages in regular Board Reports.
	Ensure make use of student members	Continuous Evidenced by the election of two student members onto the Board of Management. The Board is to encourage on-going input from the Student Members. The President of the SA (Dumfries) produced and presented a very comprehensive report at the Board Meetings on 04.10.2016 and 06.12.2016. Finances now approved to support the work of the Student Association and to provide paid posts for members. Chair and Vice Chair have met with the new SA President and the Board Secretary has undertaken Induction Training with the SA President. Basic Induction training for the Vice President (Stranraer)

Code of Good Governance Criteria	Development required	Timescale / Progress / Achieved
		has been carried out with the Secretary to the Board to finalise the second part of the training. The President of the SA is working in partnership with Wallace Hall Academy in piloting an ambassadorial role with promoting the College to P7s and Secondary school students at the school. The President of the SA's involvement with the College's Open Doors Event on 29.11.2016. The President of the SA organising events to bring together the two campuses, eg. December 2016 Sports Event, attended by the Chair.
ACCOUNTABILITY	Build local area committee/LA engagement (DGC)	Chair has held meetings with Wigtown Area Committee and with the Chair of Stewartry. Chair to continue progressing. The Chair attending Local Authority events, in early December attending the Council's Broadband and Connectivity Seminar. The Chair regularly meeting with Councillors.
	Harness skills of board and own contacts more	The Chair through one to one assessments with Board Members over the summer to discuss and evaluate their current skills base and discuss whether this is being fully utilised. The Chair has further ascertained from Board Members through their assessments if BMs want to develop further skills through their appointment on the Board. This was reported and discussed at the Board Development Committee Meeting in 18.10.2016. Common themes from the one-to-one assessments to be developed further at the Board Development Day on 24.01.2017. Barry Graham enhancing links with individual schools and Head Teachers. Pat Kirby increasing engagement with the arts and culture sector Karen McGahan and Chair to engage with the construction industry employer's group. Janet Brennan engagement with heritage and attendance with the Chair to the HES local conference.

Code of Good Governance Criteria	Development required	Timescale / Progress / Achieved
	How to make staff more aware of board e.g. presentation to staff	Combine with 'Alternative to board links'?, see above. A new Staff day is to be arranged. The Principal and the Chair to progress this. Encourage a greater number of Board Members onto the L&T Committee to develop links with staff and regular presentations by staff at L&T Committee Meetings.
BOARD EFFECTIVENESS	Communication would help re clarity of roles e.g. student association	Combine with 'Ensure make use of student member'. Encourage the SA to participate widely within the Board Meetings and Committee Meetings. SA President forwarded to all Board Members in early September and resume which was well received.
	Board role re student association	Combine with 'Ensure make use of student member'. The Chair has discussed this with the SA President. The SA President will bring more detailed reports to the Board Meetings and tie in to class representative functions. Comprehensive Reports given by the President of the SA on 04.10.2016 and 06.12.2016, at the Board Meetings including full update on improving the links with the class reps. Updates from the President of the SA on the Partnership Agreement, Development Plan and Evaluation Plan.
	Alternative to board links?	Systems in place to enable Chair to be informed of staff events, so he has the opportunity to attend and meet with staff as well as encourage other members of the Board to do so. Board to further encourage staff participation at the relevant meetings and committees. Chair discussing with Principal, Secretary and Chair of L&T an amendment to structure of L&T activities to involve all board members. Objective to make full board more aware of faculty activities to assist their ambassadorial roles. Approved at L&T Committee Meeting in December 2016 and to go to the Board Development Committee at its next meeting.
	Recruitment those with vocational backgrounds. Seek more diversity?	The Board to review on a regular on-going basis the skills and diversity of the Board. Recruitment process for 3 new Board Members commenced in

Code of Good Governance Criteria	Development required	Timescale / Progress / Achieved
		September 2016 with interviews being conducted on 10th/11th January 2017. A Skills Audit of non-executive Board Members was completed. Skills and diversity of the current board and the highlight of any voids discussed by the Board Development Committee at the lunch on 20.09.2016 and Board Development Committee Meeting on 18.10.2016. The Board Development Day in January 2017 will contain a Board Diversity and Equalities Session. The Chair met with the Chair and Secretary of the Multi-cultural Association in November 2016 and is arranging a date for them to attend at the College.
INDIVIDUAL EFFECTIVENESS	Board members to undertake Equalities training	A presentation and training session was given by the HR Department at the Board Meeting on 4th October 2016. The College's on-line training programme includes an hour Equality and Diversity module which is to be completed by all Board Member by **31st January 2017**. A certificate on completion is produced. Further updates, information and training will be given to Board Members at the Board Development Event on 24.01.2017. Board Member attendance at the CDN Board Induction Courses and CDN Governance Confirmation in Glasgow.

Governance Effectiveness Review

Dumfries and Galloway College

Report compiled by Jan Polley and Eleanor Emberson

Polley Solutions Ltd

February 2017

Overview

1. This Governance Effectiveness Review was facilitated independently by Polley Solutions Ltd. This report records the main findings of the review. It was conducted in an open and engaged manner, including:
   - ❖ an initial discussion with the Board Chair and Secretary
   - ❖ observation of a board meeting
   - ❖ one-to-one structured confidential discussions with a sample of board members
   - ❖ a desktop review of the college's governance documentation
   - ❖ a facilitated workshop for board members at which they reviewed their existing Board Development Plan and agreed the areas for development for next year.

2. From this evidence, Dumfries and Galloway College has a strong, conscientious and thoughtful board that takes real ownership of and has a belief in strong governance including adherence to the Code of Good Governance. The Board works in close and constructive partnership with a team of senior staff who have made considerable efforts to promote good governance and support the Board in its role.

Areas of good practice

3. The Board already has in place a system for evaluating its own performance against the requirements of the Code of Good Governance. It does this on an annual basis and keeps the resulting action plan under review, using the Board Development Framework guidance issued by the College Development Network for this purpose. This review identified a number of existing areas of particular good practice including:

Code of Good Governance sections	Examples of good practice
Leadership and Strategy, Partnership Working	Exceptionally good evidence of strong collaboration and partnership working in the best interests of the region. The college's Strategic Plan, Regional Outcome Agreement, Education Scotland External Review and Crichton Campus Outcome Agreement demonstrate active engagement with a wide range of partners. Board members are engaged in events with partners, including employers and local schools, and the Board has consciously recruited members with direct links to schools and students. One board member summed up the approach as *there is a real sense that we are the servants of the people of our area*.
Accountability	Strong evidence of a commitment to transparency by both board members and staff. The college has published all minutes and papers from board and committee meetings since 2014 and so has available a clear audit trail.
Effectiveness	Substantial evidence that the Board promotes a culture of continuous improvement when it comes to governance, taking its own learning and development seriously. In addition to their Annual Development Plan, there is a mature process of annual appraisal for each board member. A number of members expressed their appreciation of the support they receive from the Chair. All board members make considerable efforts to take part in national training initiatives. The Board recently met with the Board of Scottish Borders College to discuss issues of common interest.

New board development plan

4. A facilitated board workshop was held in January 2017 at which board members received feedback on the main findings of the independent desktop review of documents, the confidential discussions held with a sample of board members and the board meeting observation. (See detailed findings below.) They also took note of their existing Development Plan for 2016-17.

5. It was noted that the review concluded that the college meets its obligations under the Code of Good Governance and, in a number of areas, promotes highly effective governance. Board members concluded therefore that they wished to focus their Development Plan for next year on those aspects of their governance that could further enhance their effectiveness. Areas identified for further development are:

Governance development actions agreed for 2017-18

<u>Leadership, strategy and partnership working</u>
- ❖ Board to ensure it has overarching leadership of performance-monitoring by taking stock of which KPIs and other performance indicators are overseen by which committees, and ensuring it makes clear whether it expects committees to examine performance issues in more detail and report progress back
- ❖ Build on existing partnership and collaboration by identifying and focussing new efforts on a few 'hard to reach' strategic stakeholders, e.g. certain employers or parts of the region

<u>Quality of the student experience</u>
- ❖ Take stock of the range of mechanisms that should be used to ensure the Board engages with students, e.g. existing student member reports to the Board, hear more from student representatives, invitations to attend student events
- ❖ Continue the ongoing review of the Learning and Teaching Committee and its relationship with the Board in the light of the requirements of the new Education Scotland Quality Framework.

<u>Accountability</u>
- ❖ Review board agendas to make best use of time by ensuring papers for decision or substantive discussion come first and papers for noting, including committee minutes, are not discussed unless members ask the Chair or Secretary beforehand
- ❖ Minutes of committee meetings which meet infrequently to be made available to the Board more quickly, in draft if necessary; more generally ensure all minutes make clear the reasons for decisions
- ❖ Take stock of the range of sources of evidence on staff views available to the Board and ensure that sources provide a breadth of information; explore mechanisms for more board member engagement with staff, including clarity of its purpose and how findings are fed back to the Board
- ❖ Review the role and membership of the HR Committee to ensure it can provide strategic support for the recent staff restructuring plan, helping to clarify the objectives of the plan and monitoring the associated success indicators
- ❖ Ensure all members of the Remuneration Committee complete the obligatory national on-line training and new board members attend the national induction training workshop

<u>Effectiveness</u>
- ❖ Review the induction programme offered to new board members to ensure it meets their needs, and includes opportunities to meet the Executive Team and other board members

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6. This review examined a selection of the very substantial body of governance documentation published on the college's website, and a range of other documents helpfully provided by the Board Secretary and senior staff. Structured confidential discussions were held with four board members, including a staff board member, with all chosen to reflect a range of board experience and backgrounds. A board meeting in December 2016 was also observed. A list of the evidence sources used for this review is shown at the end of this Report.

7. This Review assessed the Board's performance under each section of the Code of Good Governance.

<u>Leadership and strategy</u>

8. The college has created a Governance Manual which is given to all board members. It covers all the key governance topics, including the Nine Principles of Public Life and cross-references to the Ethical Standards in Public Life etc. (Scotland) Act 2000. Board members are invited to indicate if they have a conflict of interest at the beginning of every meeting. Also, a paper at the December 2016 board meeting reminded members of the requirement to adhere to the Code.

9. The Board has held training sessions on equality and diversity topics, while every board member is required to complete an on-line equality training module. The Board receives reports on equality and diversity matters and policies from time to time and it currently has an exact 50:50 male:female balance. A recent board recruitment round emphasised the college's wish to promote diversity and equality. At a board development workshop in January 2017, board members agreed to maintain their efforts to reflect the diversity of their local community in their work.

10. Board members have been closely involved in developing the college's strategic vision, priorities and performance indicators. The Vision 2020 document sets out clear strategic priorities which are consistent with those in the Regional Outcome Agreement. A range of targets and performance indicators track progress against the strategic priorities. The Board has, quite rightly, chosen a subset of high-priority measures that it reviews at each board meeting. Committees carry out monitoring of other indicators and targets; the Vice Principal Corporate Services and Governance ensures regular reporting.

11. A clear framework of which governance body is responsible for overseeing which performance indicators can be helpful in enabling new board members to get up to speed quickly on the system they are joining. It also facilities communication between a Board and its committees – allowing a Board to remit weak performance to a committee

for investigation and reminding each committee of their duty to alert the Board to any areas of concern that they are responsible for monitoring.

12. The college has considerable evidence of its engagement with regional and national stakeholders during the development of its Regional Outcome Agreement and its Vision 2020. The college is also involved in collaboration with University of Glasgow, University of West of Scotland, Open University and SRUC. Board agendas often include items relating to the college's partnerships, while individual board members have been specifically recruited to bring first-hand experience of regional partners.

Quality of the student experience

13. The Board has two student members, the President and Vice President of the Student Association, who are also members of the Learning and Teaching Committee. Board agendas include a standing item for student members to report to the Board. The Learning and Teaching Committee has an agenda item for a verbal student update. It also regularly reviews evidence of student satisfaction (which appears to be high from recent survey data). There is a Student Association Development Plan 2015-16 which draws on the NUS publication Development of Strong and Effective Student Associations in Scotland.

14. Education Scotland's external review report from April 2016 noted that class representation arrangements are improving, and suggested that further action be taken to support the Student Association's role in ensuring effective learner engagement. The Board and senior staff have worked together in taking that recommendation forward in recent months, and the Student Association is due to bring its revised Constitution and Partnership to the Learning and Teaching Committee in early 2017.

15. Unfortunately, the Student President resigned for personal reasons at the turn of the year and so the college is now working with NUS to recruit another President who can hopefully stay in position until the end of the next academic year in order to ensure continuity. The college also plans to put in place ad hoc arrangements to ensure the student voice continues to be heard at board meetings. It was clear from the one-to-one discussions with board members that a number of them take the chance to attend student events. Also, at the development workshop in January 2017, board members agreed that they wished to explore more mechanisms to ensure they were aware of student views including the establishment of class rep focus groups.

16. As indicated in the section above (Leadership and Strategy) this college has a strong culture of working with regional partners. In the one-to-one discussions with board members, their commitment to making links with schools and employers in order to ensure coherent and relevant learning for the people of the area was very clear. Board

members have taken part in employer forums; one board member who is a school headmaster works closely with staff to build links with schools; and the student board member was leading an initiative to take students into schools to act as ambassadors for the college. Board members have agreed that continuing to extend and improve those links should be an important part of their Development Plan in the coming year.

<u>Accountability</u>

17. The college has six committees – Audit, Remuneration, Learning and Teaching, Human Resources, Finance and General Purposes, and Board Development. The latter Committee is also responsible for selection and appointments. The remits of all the committees were reviewed by the Board in April 2016. Strategy documents, progress against key KPIs, the papers and minutes of the Board and committees are all published on the college website. The Board monitors progress towards the Regional Outcome Agreement. Also, there is evidence in the minutes, at least once in the last year, of the Board requesting follow-up action when performance was unsatisfactory. The Governance Manual sets out the committees' remits and delegations to the Chair, Principal and Board Secretary. There is also a clear statement of the authority reserved to the Board.

18. Committee minutes routinely go to the Board, although some relating to committees that meet infrequently, have been unduly delayed. The Board agreed at its December 2016 meeting to address this weakness. Minutes are generally of very good quality, although recently and understandably, with the arrival of a new Board Secretary there are a few instances of where the key issues considered as part of a board or committee decision have not always been clear.

19. It was clear from the one-to-one discussions and from the facilitated board workshop that members are content with the timing and quality of board discussions and the quality of papers. Several people commented on the fact that the Chair keeps the discussion 'tight' and that the staff tend to take a back seat unless asked, in order to allow board member discussion. There was however a suggestion that more time is needed to discuss the most important topics. During the facilitated workshop it was suggested that board agendas focus on issues for decision, monitoring and discussion and that papers for noting, including minutes of committee minutes, are not discussed unless a member asks the Chair beforehand. This is a very sensible approach but requires that the purpose of papers is considered carefully so that, for example, an important topic is designated as requiring board agreement and not just noting.

20. A strategic risk register is in place, managed in line with the college's clear and succinct Risk Management Policy which sets out the risk appetite and risk scoring framework. The Board reviewed the Risk Management Policy in June 2016, and the risk register is

considered at every board meeting. While it is not clear from the board minutes how substantial discussions of this agenda item have been, interviewed board members indicated that they were generally content with the level of debate. An example quoted was that the risk of failing to deliver on an aspect of the Regional Outcome Agreement had been identified and addressed under this section of the agenda.

21. Audit and finance processes reviewed are consistent with the requirements of the Code of Good Governance. Internal audit plans clearly draw on the strategic risk register, and other core governance and business areas. They look over multiple years to ensure coverage. An Internal Audit Strategy paper considered in May 2016 helpfully mapped key risks and their sources of assurance against strategic objectives. Committee minutes show that members regularly review progress against audit actions and also identified those strategic risks that cannot be assured through internal audit.   All members of the Audit Committee are non-executives, while the Chair is an experienced auditor and financial manager. Committee members met the internal and external auditors in September 2016 without college staff present. No causes for concern were noted. The college received a good External Audit Report.

22. The Remuneration Committee is chaired by the Board Vice-Chair; its remit is set out clearly in the Governance Manual. The Committee agreed a performance review process including staff and student participation for the Principal in April 2016. Remuneration of the Principal was considered by the Board in March 2016 in conjunction with a review by the Executive Management Team. The Board Secretary informed committee members in late 2016 of their obligation to undertake the on-line national training. at the time of finalizing this report, some committee members have still to complete it.

23. Two staff members sit on the Board, and the college has a published HR strategy. Currently, the HR Committee meets annually to review staffing levels, the employee engagement survey and data such as absence levels and complaints. There may be a case for increasing the HR Committee's use to provide strategic support to the Principal during the current staff restructuring process. A strategic role in this situation would probably involve supporting the Principal to identify the objectives of the restructuring and then to monitor progress against agreed success indicators.

24. More generally, all concerned referred to a constructive and mutually supportive culture between the Board and staff. This was seen as a particular strength of the college, although board members were quick to point out that this should never stop them being willing to challenge robustly when required. There was general acknowledgement that board members must ensure that they have mechanisms for engaging with staff at all levels in the organisation while recognising that this has to be done appropriately and

that members have limited time. The workshop agreed that it would be helpful to take stock of what the college already does in this regard and what more could be done.

<u>Effectiveness</u>

25. Evidence indicates that the Board and its committees have a good skills mix, and that each member is encouraged by the Chair to consider his or her own development during the annual appraisal process. Time is set aside several times a year for board development activity, supported by the Board Development Committee, and there is a Board Development Plan in place which is kept under review by the Board.

26. A staff board member sits on the Remuneration, Learning and Teaching, Human Resources and Finance and General Purpose Committees. There was clear evidence that staff members feel that they are treated as full board members whose views and insights are valued. The Chair has indicated that, should it ever be required, staff members can raise issues with him directly.

27. The review heard a range of evidence that the Chair is performing well. His style of engagement, ability to balance his relationships with the Board and senior staff, and his leadership of the Board were all praised. Comments included
    ❖ *the Chair runs a good ship and has a good rapport with the Principal*
    ❖ *Brian is very inclusive and encourages everyone to speak up so if I ever had a concern I would do so*
    ❖ *the Chair is good with a light touch. We don't always all agree which is good*
    ❖ *Brian has worked to bring more diversity to our board.*

28. The relationship between the Chair and the Principal was also seen as a strength with an appropriate balance between support and challenge. All board members spoken to were appreciative of the efforts of the Principal and senior staff to furnish them with the information they request – even if this meant unexpected work for the team.

29. The college has been moving over the last year from a very experienced and knowledgeable board secretary who was also a member of the Executive Management Team to a new individual who is independent of the college senior team. This has necessarily resulted in a steep learning curve for the new board secretary and there have been some issues about the time management required for this role. The issue has been acknowledged and is being addressed.

30. Ongoing training and development are given a high priority in this college. Most board members have completed the national induction training, but there were some suggestions that college-level induction could be improved to ensure that it meets the needs of individual members and also allocates time to meet both senior staff and

board members at an early stage. The Board agreed at its facilitated workshop to take this forward.

31. All board members, including the Chair and Principal, are subject to an annual appraisal process in line with sector guidance. The Remuneration Committee agreed a performance review process for the Principal in April 2016 involving the Board setting performance measures and the Chair using this and feedback from staff and student focus groups to evaluate performance.

32. Recent recruitment of new board members was carried out in accordance with Ministerial guidance. The procedures for the recruitment of student and staff members are similarly clear and open and set out in the Governance Manual.

Relationships and collaboration

33. There is considerable evidence of partnership working at local and regional levels. The college also demonstrates in its papers and minutes that it is well aware of and engages with national strategies, policies and guidance. In 2016 the college board met with its counterparts in Borders College to explore opportunities for playing a pro-active role in responding to the Scottish Government's Enterprise and Skills Review.

34. A review carried out by Internal Audit in late 2014 on partnerships and collaborative arrangements gave an opinion of 'substantial assurance' that the control framework for this work is well designed and operating well. The Education Scotland External Review published in April 2016 recognised the work being done with local schools. Of three areas of excellent practice highlighted for wider dissemination, two (Health and Social Care Reablement, Overhead Lines Technician Training) arose from partnerships with employers.

Conclusion

35. Staff and board members have taken part in this review in an open and professional manner, with all concerned showing a commitment to and enthusiasm for the continuous improvement of the governance of the college. Polley Solutions would like to thank everyone at Dumfries and Galloway College for their help and support in the compilation of this Report.

Sources of evidence used in this review

❖ One-to-one interviews with a sample of board members
❖ Views expressed during a facilitated workshop held with board members in January 2017
❖ Observation of the December 2016 board meeting

Written Evidence

❖ Governance Manual, including roles, remits and delegated authorities
❖ Minutes and papers relating to board meetings during 2016, and selected earlier meetings
❖ Minutes and papers relating to committee meetings during 2016, and selected earlier meetings
❖ Regional Outcome Agreement
❖ Vision 2020 strategic plan
❖ Equality Mainstream Report 2015
❖ Equality Outcome Update 2013-2015
❖ Various policies including Equal Opportunities, Health and Safety
❖ Student Association Development Plan 2015-16
❖ Education Scotland External Review 2016
❖ Annual Quality Review Report to SFC
❖ Registers of interest and Board member details shown on website
❖ Risk Management Policy and Strategic Risk Register
❖ Annual Internal Audit Report
❖ Internal Audit Strategy 2015
❖ Internal Audit Report into Partnerships 2014
❖ External Audit Report
❖ Learner Engagement Survey January 2016 and SFC Student Satisfaction and Engagement Survey 2014-15
❖ Published HR Strategy
❖ Board member skills matrix
❖ Board member recruitment pack
❖ Board Development Plan 2015-16
❖ Board Member Induction Programme