

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>

BOARD AND COMMITTEE TERMS OF REFERENCE – updated 10th December 2019

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>

BOARD AND COMMITTEE TERMS OF REFERENCE – updated 10th December 2019

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>Principal One staff member</p> <p>In attendance: Vice Principal (Business Development and Corporate Services) Head of Finance</p>
1.2	Quorum 3 members, of whom 2 to be non-executive Board Members
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>

BOARD AND COMMITTEE TERMS OF REFERENCE – updated 10th December 2019

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	Quorum 3 members
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	Meetings The Human Resources Committee will normally meet once per year

GRIEVANCE / APPEALS COMMITTEE	
1.1	<p>Membership: Chair of the Board of Management (Committee Chair) Chair of HR Committee One non-executive board member</p>
1.2	Quorum: 3 members
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	Meetings The grievance / appeals committee will only meet as and when required.

BOARD AND COMMITTEE TERMS OF REFERENCE – updated 10th December 2019

LEARNING AND TEACHING COMMITTEE	
1.1	<p>Membership 3 non-executive Board of Management members (one of whom will be appointed Committee Chair) 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 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 The Learning and Teaching Committee will normally meet at least four times per year</p>

BOARD AND COMMITTEE TERMS OF REFERENCE – updated 10th December 2019

REMUNERATION COMMITTEE	
1.1	<p>Membership: Chair of Board of Management (The Chair of the Board should not be the Chair of this committee)</p> <p>Vice Chair of Board of Management (Committee Chair)</p> <p>Chair of Finance and General Purposes Committee</p> <p>Staff Board Member</p> <p>Chair of Human Resources Committee</p>
1.2	<p>Quorum 3 members</p>
1.3	<p>Remit</p> <p>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</p> <p>The Remuneration Committee will meet at least once per year or as required</p>

BOARD AND COMMITTEE TERMS OF REFERENCE – updated 10th December 2019

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>