

Board of Management Selection and Appointments Committee

Date: 29 January 2016

Time: 10:30am

Room: 2009

A G E N D A

		Presented by
1	Welcome and Apologies	BJ
2	Declaration of Interest	BJ
3	Minute of Meeting - None	BJ
4	Matters Arising	BJ
5	Review of Committee Remit and Membership	(attached) BJ
6	Board Member Recruitment	(attached) BJ
7	Recruitment of Board Secretary	(attached) BJ
8	Board Development	(attached) BJ
11	Any Other Business	
12	Date and Time of Next Meeting - TBC	

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 29 January 2016 at 10.30am in Room 1074b

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

In attendance: Jannette Brown, Secretary to the Board

Minute Taker: Dorothy Turriff, HR Assistant

1 **Welcome and Apologies**

Brian Johnstone, the Chair welcomed all to the meeting of the meeting, including John Henderson and Dorothy Turriff as minute taker. There were no apologies.

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**

There were no previous minutes but it was confirmed that a number of meetings had taken place during 2014-15 to recruit Board members for the new Regional Board. The recruitment had resulted in a satisfactory outcome with 9 ordinary board members appointed. The holding of the Board Development Event on 10th November 2016 facilitated by Jan Polley was also noted.

4 **Matters Arising**

There were no matters arising.

5 **Review of Committee Remit and Membership**

The Chair spoke to the report which had been issued. The committee discussed section 13 of the guidance on seeking approval for severance schemes and settlement agreement from the Scottish Funding Council:

13. The Remuneration Committee, or equivalent Board committee, must undertake robust scrutiny of proposed severance schemes and settlement agreements before recommending approval to the Board. In order to preserve governance boundaries the Chair of the Remuneration Committee must not be the Chair of the Board.

The Committee agreed that the Vice Chair would take over as chair of the Remuneration Committee with immediate effect.

Discussions then took place on the 'Board Member Appointment, Induction and Training' and 'Board Evaluation' sections of the Code of Good Governance for Scotland's Colleges. The Committee agreed that this committee was best placed to take forward this work to ensure compliance with the code and for the remit of the committee be amended to reflect this. The Committee also agreed to expand the membership of the Committee to include all committee chairs and to change the name of the Committee to 'Board Development'; to reflect the additional work of the Committee.

Action: Changes to the remit, membership and name to be recommended to the Board at its next meeting.

6 Board Member Recruitment

The Chair spoke to the report which had been issued. As a result of a non executive resignation the Committee should consider recruiting to the vacancy. Members discussed the needs of the board in terms of skills, knowledge, experience, and gender of the remaining board members. The Board Secretary reminded the Committee that the Board must have between 9 and 12 non executive board member. The Board currently has 9. The Committee agreed to undertake recruitment for up to 3 new board members. To progress the recruitment a panel would be convened consisting of:

- Regional Chair, Brian Johnstone
- An independent member, Rona Gunnell
- Chair of Human Resource Committee, Stuart Martin
- Reserve, John Henderson or Delia Holland

The Board Secretary highlighted to the committee that Karen McGahan's term of office comes to an end during summer 2016. In line with 'College Sector Board Appointments: 2014 Ministerial Guidance' the Board should consider whether the needs of the Board will be most effectively met by extending an appointment or by making a new appointment. The Committee agreed that the member's skills and experience remain relevant to anticipated future needs of the board. The Committee agreed to extend the term of office for Karen McGahan. The exact period of extension allowed to be checked by the Secretary to the Board.

Action: Recruitment panel to be convened at the earliest convenience. The Board Secretary to confirm extension period and to prepare draft on behalf of Regional Chair letter to Scottish Ministers seeking approval for the extension.

7 Recruitment of Board Secretary

The Chair spoke to the report which had been issued. The Committee discussed the external recruitment for position of Secretary to the Board. The content of draft advertisement, job description and person specification were discussed. Members discussed changing the title of the post to reflect the governance role, however agreed to continue with the title 'Secretary to the

Board'. The interview panel was confirmed as: Carol Turnbull, Principal; Brian Johnstone, Regional Chair; Delia Holland; and Hugh Carr.

Members discussed the possibility of sharing the services of a Board secretary from another college and agreed to pursue this option if unable to appoint.

8 Board Development

The Chair spoke to the report which had been previously issued. The Chair reminded members that the Board had asked the Committee to take development a board development framework to include board evaluation and any resulting plan to ensure the Board complies with the Code of Good Governance for Scotland's Colleges.

The chair reminded members of the development event on self evaluation facilitated by Jan Polley on the 10th November 2015. At the end of the event the Board agreed its strengths over the last 12 months, and its intended areas for development over the next 12 months. The Chair stated that the Board now needs to consider how best to address three key areas of board effectiveness:

- Individual board members evaluation, development and training in respect of their governance role;
- Annual review of board effectiveness - have in place a robust self-evaluation process; and
- A process for evaluating the effectiveness of the board chair and the committee chairs.

The Chair advised the Committee it should consider the Guidance 'A Development Framework – Guidance Notes for Boards in the College Sector' to address these areas. The Committee discussed a range of approaches to gather information to inform the Board Development Plan including one to one meetings with the Chair. These meetings provide an opportunity for individual members to reflect on their performance and identify future development requirements, draw on areas to focus from the draft development plan prepared at board development event, board member skills matrix, induction, board evaluation and Chair (including chair of committees) evaluation and development. The Committee also discussed the requirement for an external evaluation of board effectiveness to be carried out every 3 to 5 years. The committee acknowledged that the various templates in the Development Framework guidance should be used and adapted as required.

Action: The Committee to reflect on approaches to board evaluation for agreement at its next meeting on 26th April 2016. To present a draft board development plan for consideration by the Board at its meeting in June 2016.

11 Any Other Business

None

12 Date and Time of Next meeting

It was agreed that the next meeting of the Committee is to take place on Wednesday, 30 March 2016 @ 2:30

Board of Management Selection and Appointments Committee

Review of Committee Remit and Membership

1. Introduction

- 1.1 The purpose of this paper is to provide the Selection and Appointments Committee with the opportunity to review the Committee remit and membership. Current remit is attached.

2 The Report

- 2.1 At the full board meeting on the 15th December 2015 it was agreed that this committee lead on board development. The current remit of the committee does not reflect this new responsibility. Members should also take cognisance of two requirements from the Code of Good Governance for Scotland's Colleges in the review. They are:

Board Member Appointment, Induction and Training:

D.20 All board members must undertake appropriate training and development in respect of their governance role. The board secretary should support the chair in the provision of relevant training and development opportunities for board members, which should be tailored to meet board members skills and needs. The board secretary must keep records of the development activity of board members, including the chair.

Board Evaluation:

D.21 Extension of the term of office of board appointments requires evidence and the Board must ensure appropriate mechanisms are in place to support this.

D.22 The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness every three years to five years.

D.23 The board must agree a process for evaluating the effectiveness of the board chair and the committee chairs. The evaluation of the board chair should normally be led by the vice-chair/senior independent member.

D.24 The performance of regional college chairs will also be evaluated by the Scottish Government, as regional college chairs are appointed by the Scottish Ministers and are personally accountable to them.

- 2.2 Members should consider increasing membership to reflect the additional work of the committee.

- 2.3 Members may also wish to consider the title of the committee best reflects the revised remit.

Board of Management Selection and Appointments Committee

2.4 Below is a copy of the current. To aid discussion, suggestions on some of the changes to consider are highlighted in red.

SELECTION AND APPOINTMENTS COMMITTEE	
1.1	<p>Membership: Chair of the Board of Management Vice Chair of the Board of Management Chair of Audit Committee Chair of HR Committee Chair of Finance and General Purposes</p>
1.2	<p>Quorum 3 members</p>
1.3	<p>Remit</p> <p>General The Committee has responsibility for advising the Board of Management on matters relating to members of the Board of Management</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 candidates for the approval of Chair of Board and Scottish Ministers; 3. To review and consider the composition and balance of the Board in relation to equality, skills and experience balance; 4. To develop policies and procedures for the induction, training and development of Board members; 5. To advise the Board of Management on matters relating to the self evaluation and development of the Board as an entity 6. To advise the Board of Management on matters relating to the self evaluation and development of individual board members 7. To report to the Board as required – minutes of the meetings should be circulated to the Board.
1.4	<p>Meetings The selection and Appointments Committee will meet as required</p>

3. Recommendation

3.1 The committee is invited to discuss what changes are required to the remit, membership and title of the committee in light of the information above, and report back to the full board at its next meeting.

Board of Management Selection and Appointments Committee

Board Member Recruitment

1. Introduction

- 1.1 The purpose of this paper is to provide the Selection and Appointments Committee with the opportunity to review membership of the board and consideration be given to extending the term of office of one board member.

2 The Report

- 2.1 Board Member Recruitment - Due to the resignation of a non executive member the committee should consider recruitment to the vacancy. Members should consider the needs of the Board in terms of skills, knowledge, experience, attributes and gender of the remaining board members to identify any gaps to be filled through the appointment process. The 'College Sector Board Appointments: 2014 Ministerial Guidance' states that a regional college board should aim to have a membership:

- a) with diverse skills, knowledge and experience which taken together reflects the current and future needs of the board and which supports it to meet its responsibilities for effective governance as outlined in the **Code of College Governance**; and
- b) which, as far as possible, reflects the diversity of the people in the region and comprises at least 40% men and 40% women.

For any board recruitment the Committee must identify an independent person, to where possible, be part of the process throughout (including development of person specification, assessment criteria and methods as well as involved at the sift and interview) to ensure openness in the appointment round and to instil confidence in it.

- 2.2 Extension - One member of the board term of office comes to an end during summer 2016. The committee may wish to consider extending this appointment. Members are reminded of the relevant sections of the document titled 'College Sector Board Appointments: 2014 Ministerial Guidance', when considering an extension in that the board must be able demonstrate the following:

4.27. Where an appointment has not already been extended, the relevant committee is to consider whether the needs of the board will be most effectively met by extending an appointment or by making a new appointment. In reaching a view, the committee will carry out a needs analysis along the lines described in paragraphs 4.15 and 4.16.

Board of Management Selection and Appointments Committee

4.28. The committee will also balance any benefits of continuity provided by an extension with the potential opportunity to increase the range of relevant skills, knowledge, attributes and knowledge on the board by making a new appointment through open competition. Reaching a decision to make a new appointment through open competition would not prevent the person vacating the post from applying for the new appointment.

4.29. An appointment can be extended (for one single period) only if:

a) the board member has performed satisfactorily, with evidence of annual assessments of performance to evidence this; and

b) that the board member's skills, knowledge, attributes and experience remain relevant to the anticipated future needs of the board.

3. Recommendation

- 3.1 The committee is invited to discuss and approve board member recruitment and term of office extension as appropriate.

Board of Management Selection and Appointments Committee

Recruitment of Board Secretary

1. Introduction

- 1.1 The purpose of this paper is to provide the Selection and Appointments Committee with the opportunity to discuss the recruitment arrangements for the Secretary to the Board.

2 The Report

- 2.1 Members are asked to consider the attached advert; job description and person specification for the position of Secretary to the Board following the decision of the Board of Management at its meeting on the 15th to recruit externally.
- 2.2 As this is a staff appointment the Principal will be on the recruitment panel. Members are asked to consider board member representation on the panel.

3. Recommendation

- 3.1 The committee is invited to discuss what changes to the advert, job description and person specification for the post of Board Secretary.

Board of Management Selection and Appointments Committee

Secretary to the Board of Management

An exciting opportunity has arisen to contribute to the development of Dumfries and Galloway College. Recent changes to legislation have transformed Scotland's Colleges into a new regional structure to form a national network which works strategically to help learners and employers to achieve their aspirations. The Board of Management are therefore seeking to appoint an individual who will support its members in maintaining the highest standards of governance to ensure that the College continues to deliver an outstanding service.

The post is part time and will average 45 days per annum with a salary of £35,160 per annum pro rata.

If you would like an informal chat with Brian Johnstone, Regional Chair of the Board of Management, please do not hesitate to call him on 07850 706881.

If you are interested in this opportunity please apply via the College website – www.dumgal.ac.uk/site/vacancies

Closing date:

Board of Management Selection and Appointments Committee

Job Description

Job Title: Secretary to the Board of Management

Accountable to: Board of Management

Line managed by: Regional Chair of the Board of Management

1 Job Purpose

To support the Board of Management (including its Committees) to fulfill its responsibilities ensuring the Board complies with the Code of Good Governance for Scotland's Colleges, the Scottish Funding Council Financial Memorandum and relevant aspects of the Scottish Public Finance Manual. In addition ensure members comply with the Code of Conduct for Members

To support the chair, the board and the executive team in ensuring compliance with all relevant legislative and governance requirements.

2 Key Task Summary

- 2.1 To advise on and ensure the correct constitution, membership, organisation and operation of the Board of Management and Board Committees in accordance with Code of Good Governance, standing orders, statutory and good practice requirements.
- 2.2 To ensure that the Board of Management operates within its defined powers, applying and adhering to all statutory and legislative guidance.
- 2.3 To advise the Chair, Principal, Board, Board Committees and individual Board members on the proper exercise of Board of Management powers; responsibilities and duties.
- 2.4 To advise on, develop, and maintain Board of Management Standing Orders, Remit of Committees, Registers of Interest, Code of Conduct, and other governance and constitutional documentation as necessary.
- 2.5 To organise and call all Board of Management and Board Committee meetings, attending each meeting in an advisory capacity.
- 2.6 To maintain an accurate record of Board of Management and Board Committee minutes and decisions taken as necessary to meet statutory and good practice requirements.

Board of Management Selection and Appointments Committee

- 2.7 To provide support to the Chair of the Board of Management, Committee Chairs, and Board Members in the organisation and exercising of Board activities and requirements.
- 2.8 To ensure the effective communication of Board of Management and Board Committee decisions and requirements to Board members, senior and other staff as necessary.
- 2.9 To advise on and support Board of Management membership arrangements, elections, recruitment and selection, induction, training, development and evaluation as necessary.
- 2.10 To take appropriate action if the Board of Management, Board Committee, or any Board member appears to be at risk of acting outside their powers, is in conflict with interests, or is proposing or undertaking actions that may be unlawful.
- 2.11 To ensure provision of effective administrative support for the Chair of the Board and for the final preparation and circulation of board papers, board communications, booking meeting rooms, catering etc.
- 2.12 To discharge duties and responsibilities under the College's Health and Safety Procedures which may include Risk and COSHH Assessments and participation in evacuation procedures as necessary.
- 2.13 To comply with all College policies and procedures.

3 Objectives

To be agreed.

These tasks are not intended to be exhaustive but simply highlight a number of major tasks of the post. The post holder may be required to undertake additional duties which might reasonably be expected and which form part of the function of the post.

- ◆ This job description will be subject to review on an annual basis, or
- ◆ As a result of a change in strategic management, or
- ◆ As a result of Section / operational requirements, or
- ◆ As a result of agreed staff development and career review needs and objectives, or
- ◆ Within six months of appointment

Board of Management Selection and Appointments Committee

RECRUITMENT – PERSON SPECIFICATION

POST TITLE Secretary to the Board

CREATED BY Board of Management

DATE January 2016

	ESSENTIAL	DESIRABLE
Education & Training	Degree level or equivalent Evidence of continuous professional development	
Experience	Evidence of working in a public sector compliance environment Evidence of working within an environment focused on strong governance Evidence of supporting a diverse range of needs in a committee structure Report writing Evidence of successfully working at strategic and policy development level.	Minute taking
Skills & Abilities	Ability to understand implications of new and changes to existing guidelines, statutory and legal requirements for the College Computer literate Good social, interpersonal and communications skills Ability to use own initiative Ability to multitask and provide a professional service Good time management and ability to meet deadlines Ability to engender trust with others Good oral and written communication skills Good administration skills	.
Knowledge	Understanding of the Governance affecting Scotland's Colleges. Good Governance Standards for Public Services/Principles of Public Life.	
Other Requirements	Driving License as travel may be required between campus.	

Board of Management Selection and Appointments Committee

Board Development

1. Introduction

- 1.1 The purpose of this paper is to provide the Selection and Appointments Committee with the opportunity to consider and agree a Board Development and Evaluation Framework.

2. The Report

- 2.1 At its meeting on the 15th December 2015 the Board asked the Selection and Appointments Committee to consider an appropriate Board Development and Evaluation Framework which would ensure compliance with the Code of Good Governance for Scotland's Colleges.
- 2.2 The attached Guidance Notes for Boards in the College Sector has been prepared by the College Development Network to assist boards in developing a framework. Members should consider how best to address three key areas of board effectiveness:
- Individual board members training and development in respect of their governance role;
 - Annual review of board effectiveness - have in place a robust self-evaluation process; and
 - A process for evaluating the effectiveness of the board chair and the committee chairs.
- 2.3 Following the board development event on the 10th November 2015, members identified a number of areas for the Board to focus on over the next 12 months – see attached. Also, individual members identified their own development needs over the same period – see attached.

3. Recommendation

- 3.1 The committee is invited to discuss and agree an appropriate board development and evaluation framework and recommend the framework to the full board for adoption.

Board of Management Selection and Appointments Committee

Draft Board Development Plan

Leadership and Strategy	
This Year	Next Year
<ul style="list-style-type: none"> • Inclusive strategy development; good ownership 	<ul style="list-style-type: none"> • Keep strategy under review as events change
<ul style="list-style-type: none"> • More aware of local jobs market 	<ul style="list-style-type: none"> • Review information going to Board v Committees, especially Finance and risk register
<ul style="list-style-type: none"> • Good stakeholder engagement and recognise board role 	<ul style="list-style-type: none"> • Monthly management accounts to finance chair?
<ul style="list-style-type: none"> • We have policies on equalities, diversity etc and reasonable grasp 	<ul style="list-style-type: none"> • Keep stakeholders under review
<ul style="list-style-type: none"> • Do lot , and more than past, on social / economic needs (special needs, Stranraer etc) 	<ul style="list-style-type: none"> • Keep key messages up to date
<ul style="list-style-type: none"> • 	<ul style="list-style-type: none"> • Avoid complacency
	<ul style="list-style-type: none"> • Review any need for research on social / economic role
Student Experience	
This Year	Next Year
<ul style="list-style-type: none"> • Receive regular student data including outcomes 	<ul style="list-style-type: none"> • New staff feedback, questionnaire and respond as required
<ul style="list-style-type: none"> • Learning and Teaching committee openness useful 	<ul style="list-style-type: none"> • Take advantage of chance to attend committees especially as development opportunity
<ul style="list-style-type: none"> • Student questionnaire useful 	<ul style="list-style-type: none"> • Recognise will need to prioritise how spend funds more
<ul style="list-style-type: none"> • Good student member engagement. Union? 	<ul style="list-style-type: none"> • Lets question committee reports to board
<ul style="list-style-type: none"> • Good focus on staff issues 	<ul style="list-style-type: none"> • Useful comparisons for our schools work
<ul style="list-style-type: none"> • Good information on student experience and quality reports 	<ul style="list-style-type: none"> • Ensure make use of student member
<ul style="list-style-type: none"> • Good information on school links 	
Accountability	
This Year	Next Year
<ul style="list-style-type: none"> • Doing lots on stakeholder communication, area committee involvement was good 	<ul style="list-style-type: none"> • Build an area committee engagement

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<ul style="list-style-type: none"> Employee advisory board good examples 	<ul style="list-style-type: none"> Harness skills of board and own contacts more
<ul style="list-style-type: none"> Keep risk register updated and robustly maintained 	<ul style="list-style-type: none"> How to make staff more aware of board e.g. presentation to staff
<ul style="list-style-type: none"> Role is more commenting than decisions 	<ul style="list-style-type: none"> Be clear of decisions in minutes
<ul style="list-style-type: none"> Useful experiment re integrating committee meetings but also downsides 	<ul style="list-style-type: none"> Need more than committee minutes; use presentations?
<ul style="list-style-type: none"> Clear staff delegation 	<ul style="list-style-type: none"> Bring risk policy to board including board role on risk appetite / uncertainty
<ul style="list-style-type: none"> Robust systems (5) 	
Board Effectiveness	
This Year	Next Year
<ul style="list-style-type: none"> Good as avoid complacency 	<ul style="list-style-type: none"> Prepare questions you want to ask beforehand
<ul style="list-style-type: none"> Good debate and constructive challenge 	<ul style="list-style-type: none"> HR / Union / Employment law experience helpful
<ul style="list-style-type: none"> Too many accountants? 	<ul style="list-style-type: none"> Communication would help re clarity of roles e.g. student association
<ul style="list-style-type: none"> Content act on united basis when decisions made 	<ul style="list-style-type: none"> Board role re student association
<ul style="list-style-type: none"> Staff members feel part of board 	<ul style="list-style-type: none"> Committees do not need to be time sensitive
<ul style="list-style-type: none"> Decisions made in best interests of college 	<ul style="list-style-type: none"> Reminder for board to contribute to agenda
<ul style="list-style-type: none"> Management v Governance kept under discussion 	<ul style="list-style-type: none"> Recruit younger people
<ul style="list-style-type: none"> Good to have full management team at board 	<ul style="list-style-type: none"> Alternative to board links? Student Association
<ul style="list-style-type: none"> Board links process finished 	<ul style="list-style-type: none"> Should we have minimum / maximum times for meetings?
<ul style="list-style-type: none"> Agendas focus on right things and sufficient discussion 	<ul style="list-style-type: none"> Make sure less experienced speak in big meetings
<ul style="list-style-type: none"> All contribute well 	<ul style="list-style-type: none"> Recruitment those with vocational backgrounds. Seek more diversity?
<ul style="list-style-type: none"> Abide by collective responsibility 	<ul style="list-style-type: none"> Chair to invite short feedback at end of meeting
<ul style="list-style-type: none"> Be clear what can do to add value within governance role 	
<ul style="list-style-type: none"> Value Jannette's wider role and insights 	
<ul style="list-style-type: none"> Student / staff welcome to contribute 	

Board of Management Selection and Appointments Committee

Response from Individual members on their development

Brian Johnstone			
Delia Holland	The use of technology in college communications: Facebook, Twitter and how, as a Board member, I could make best use of the college website to inform and support my decision-making	A better understanding of the changes, if any, to the role and responsibilities of the various board committees	better understanding of the structure of the college sector nationally (relationship between the Government and eg Colleges Scotland, SFC, Skills Development Scotland etc etc) and who represents D And G College on the various Boards, committees.
Carol Turnbull	Understand skills, knowledge and contribution individual Board members can make and ensure they are utilised to assist in the development of the College	Let Go! Understand and appreciate that Board members add value and are ambassadors and find ways to help them do this.	Ensure Executive Team feel they have the opportunity to maximise their contribution to Board discussions etc. Can we (Exec Team) do more to help Board do their job?
Hugh Carr			
John Henderson	Understanding student views and experience	Balancing constructive challenge and support of staff	Thinking strategically and taking complex decisions Look
Barry Graham			
Ros Francis	Skills: External – read all the bumf Jannette gave me at induction. Board ambassadorial role	Knowledge: Improve knowledge of student support and access issues	Team Contribution: Think twice before speaking and really how useful to meeting or just venting. Soft networking – book a meal at Zest, Hair / beauty appointment
Karen McGahan	Gain a clearer understanding of the fundamental operations of the college	Keep up to date with sector articles and current news	Have a clearer knowledge of my legal duties as a board member
Stuart Martin	Understanding of Staff views and Culture.	Understanding of National and Regional skills needs.	Fulfil board ambassadorial role with staff and students and their representative bodies.

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Pat Kirby	Board ambassadorial role with staff and students and their representational bodies	My understanding of the local/regional and national agendas that the college contributes to	My understanding of the views of other stakeholders, building relationships with them within the framework of the Board role
Janet Brennan	financial management, particularly Accountability criterion 10	more on where we sit within the broader framework of Colleges Scotland	our local stakeholders and how we can best work with them
Kenny Henry	Understand more with stake holders and develop network also how it works	Understanding of national or regional skills needs	
Ian White			
Julian Weir			
Craig McGill			

Guidance Notes for Boards in the College Sector

1. A Board Development Framework

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Introduction

1. The Code of Good Governance for Scotland's Colleges¹ sets out the following principles that should be adhered to by all publicly funded colleges and regional strategic bodies. This Development Framework provides guidance on how boards should implement these requirements. It is produced by the sector's Good Governance Steering Group and has been the subject of consultation with board secretaries.

Board Member Appointment, Induction and Training

*D.19 The chair must ensure that new board members receive a formal **induction** on joining the board, tailored in accordance with their individual needs. The board secretary should support the chair in the provision of relevant induction for new board members.*

*D.20 All board members must undertake appropriate **training and development** in respect of their governance role. The board secretary should support the chair in the provision of relevant training and development opportunities for board members, which should be tailored to meet board members skills and needs. The board secretary must keep records of the development activity of board members, including the chair.*

Board Evaluation

*D.21 Extension of the term of office of board appointments requires **evidence** and the Board must ensure appropriate mechanisms are in place to support this.*

*D.22 The board must keep its effectiveness under **annual review** and have in place a **robust self-evaluation process**. There should also be an externally facilitated evaluation of its effectiveness every three years to five years.*

*D.23 The board must agree a process for evaluating the **effectiveness of the board chair and the committee chairs**. The evaluation of the board chair should normally be led by the vice-chair/senior independent member.*

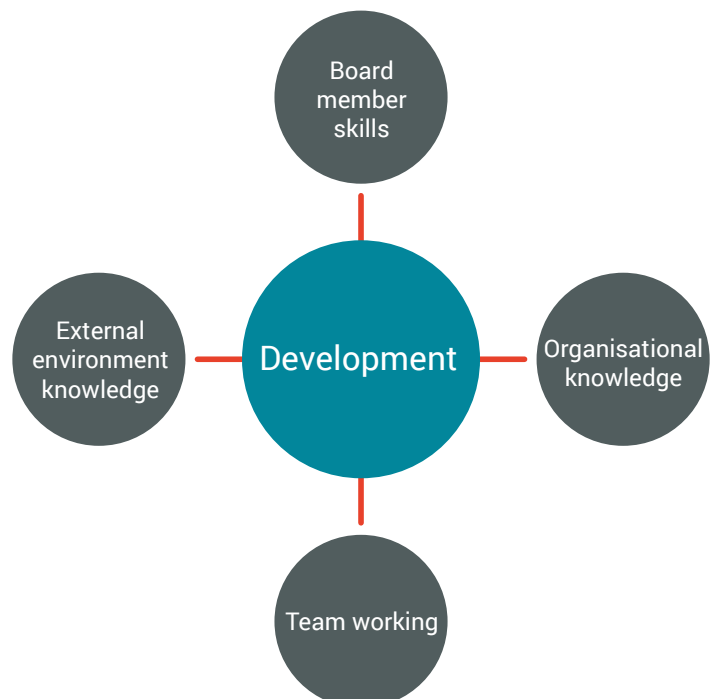
*D.24 The performance of **regional college chairs** will also be evaluated by the Scottish Government, as regional college chairs are appointed by the Scottish Ministers and are personally accountable to them.*

Source: Extract from Code of Good Governance for Scotland's Colleges

2. In their 2010 review of boards across the Scottish public sector, Audit Scotland stated that the effectiveness of a board is largely a feature of:

- The skills, knowledge and personal attributes of the individuals on it
- Whether, together, they have the right blend of those characteristics
- Whether they work together in a manner which makes best use of those characteristics.²

Accordingly, this guidance is designed to support boards and board members develop their competencies around the four key Development Pillars – board member skills, organisational knowledge, team working and knowledge of the external environment – which, together, encapsulate the competency areas required of anyone undertaking a governance role.



¹ <http://www.collegedevelopmentnetwork.ac.uk/download-document/5792-the-code-of-good-governance-for-scotland-s-colleges>

² The Role of Boards, Audit Scotland 2010

Board Member Induction Framework

3. Every board member must have an induction programme when they first join their board. In accordance with good practice principles, this should be designed to help the new member become an effective part of the board team as quickly as possible. It should cover both the hard facts (knowledge and processes) and the softer information (people, skills and behaviours) required to become an effective contributor. Each person's induction training should be tailored to some extent to their own needs but Annex A provides a framework of the topics which should be covered by a standard induction programme.
4. The framework does not specify how induction should be undertaken, leaving that up to individual colleges and regional strategic bodies (which may provide some of the local support), but it does set out what should be covered locally and where national support can complement the work of individual boards. This national support is designed to provide information and good practice guidance that is of use to all board members, avoiding duplication of effort across the sector. Where that guidance is provided by training events, it will also offer the new board member an opportunity to network with peers from elsewhere in the country. Each board is, of course, free to add other items to the framework to reflect their own particular needs.
5. In accordance with good practice experience, it is recommended that each new member should be given a six-month induction programme. Not only does that require less of their time when they first join the board, studies have shown that spreading the process over a longer period of time allows a new board member to assimilate information gradually and make better use of the learning opportunities offered.
6. At the end of the six-month period, it is recommended that each new board member should have a one-to-one meeting with their board chair in order to:
 - Give each board member an opportunity to ask questions and offer views
 - Allow the chair to provide feedback on the member's contribution to date
 - Agree the individual's future development plan in keeping with the ongoing appraisal and training system adopted by the board.
7. The content of this one-to-one meeting should be confidential, aside from the agreed actions in the development plan which should be passed to the board secretary for record keeping and action as required.

Board Member Core Skills Matrix

8. It is important that any list of the skills, qualities, expertise and behaviours expected of board members recognises that no single person will offer everything required. That is neither necessary nor desirable as colleges benefit from a broad range of board members. In addition, as colleges and regional strategic bodies across Scotland make serious efforts to build the diversity of their boards, it must be accepted that some board members will be recruited deliberately with very few of the expected skills or knowledge, albeit they will be judged to have the potential to develop them.
9. Nonetheless it is important that board members have a common understanding of the core skills and knowledge that go towards being an effective board member and that they have an opportunity to identify their own gaps and, within the time commitment they can give to board duties, have support to develop the skills and knowledge they wish to acquire during their years on the board. The Board Member Core Skills Matrix set out in Annex B lists the core attributes of a board member. The matrix is designed to ensure that even very skilled and experienced board members will be able to continue building and demonstrating their skills and knowledge.
10. The Core Skills Matrix is designed to apply to all board members, including student and staff members. Those members are likely to begin with a different range of skills and knowledge but it is reasonable to expect that, like other board members, they identify and work to fill chosen areas of weakness. In the case of student board members, who can be on the board for fewer than 12 months, it will be important to identify a few key areas of development that they can focus on and for them to receive the support of other board members and college staff to do this in the time available. Sparqs/NUS already provide national development support to student members and they will be taking account of this Development Framework in the training they provide.

Board Evaluation and Development

11. The Code of Good Governance requires each board to put in place 'robust' annual self-evaluation and indicates that external facilitation should be included every three to five years in order to ensure periodic independent challenge and calibration. Adherence to this requirement should (along with other aspects of the Code) be reflected in each body's annual corporate governance statement but it is important that this exercise is not carried out simply to satisfy an external audience. As the most senior entity within the organisation, a board must appraise itself – a self-aware and self-critical board is crucial to good governance. Such a board also sends out a powerful message to its organisation about the importance of continuous professional development and improvement.
12. The Guide for Board Members in the College Sector³ sets out the basic duties of a board:
 - Provide leadership, direction and support to your organisation, setting its strategies and priorities
 - Promote commitment to the values and ethos of the organisation, including equality and diversity
 - Ensure satisfactory delivery of the organisation's performance and financial objectives, high quality learning and outcomes, and a good learning experience
 - Be accountable to and maintain the trust of key stakeholders
 - Comply with relevant legal and financial requirements, including the Scottish Public Finance Manual
 - Ensure identification and control of the main risks to the organisation's responsibilities and business objectives
 - Ensure staff have the appropriate skills, knowledge, culture and working environment
 - Adhere to the sector's Code of Good Governance and the organisation's Financial Memorandum.
13. As a minimum, each board should establish an annual self-evaluation process which includes the following steps:
 - a) A shared understanding of what 'good' governance looks like, taking into account the basic duties of a board and the requirements of the Code of Good Governance
 - b) A review of performance over the last 12 months against that 'good' governance description when all board members are able to express their views
 - c) An assessment of any changes (external or internal to the board) likely to impact on the board over the next 12 months
 - d) A board discussion of, and agreement on, the board's strengths over the previous 12 months and its intended areas for development during the coming year with an agreed Board Development Plan identifying areas of training or development for the board as a whole
 - e) The resulting Board Development Plan is monitored by the board throughout the year and progress against it is assessed as part of the following year's performance review
 - f) The annual Statement of Compliance with Good Governance includes a short description of the board's most recent self-evaluation including main areas for intended self-development.
14. This guidance does not stipulate a single standard evaluation framework against which a board should assess itself each year because:
 - There is a wide range of evaluation approaches already available (see Annex C)
 - A board should challenge itself by periodically varying the approaches that it tests itself against as every evaluation method has its strengths and weaknesses
 - Boards should be free to adjust their approach to their own particular needs, depending on the issues facing them in any one year.
15. It is important however that any evaluation approach is robust, as required by the Code, and so Annex C lists examples of evaluation approaches which boards may wish to choose from. The Board Secretary Network will keep this list under review to ensure that it continues to reflect good practice in the sector, and more widely.

³ <http://www.collegedevelopmentnetwork.ac.uk/download-document/6111-guide-for-board-members-in-the-college-sector>

Board Member Evaluation and Development

16. The Code of Good Governance requires that there is evidence of effective performance if a board member is to be considered for an extension to their appointment and boards must ensure there is a mechanism in place to provide this evidence. In any case, every board member is expected to be as effective as possible, seeking feedback on their contribution and making a commitment each year to develop their own skills and knowledge. If a board member is failing to make an adequate contribution to the board, the chair must explain that to them and offer them support to improve their performance.
17. As part of the annual board evaluation process, each board member should be invited to evaluate their own contribution over the last 12 months and consider how they can support the effectiveness of their board during the next year. This should be discussed in a confidential one-to-one meeting with the board chair at which the chair should also offer feedback on the member's contribution and how they can best support the board going forward. This discussion should be based around the Core Skills Matrix and the four Pillars of Board Development, identifying where the board member has made particular use of or developed their skills/knowledge in the preceding year to the benefit of the board and which skills/knowledge they wish to develop or make more use of in the coming year.
18. This guidance does not stipulate the format or detailed content of these annual one-to-one discussions, other than to require that they take place and that there is a formal record of the training and development actions (a Member Development Plan) agreed and passed to the board secretary. In addition, the chair and board member should agree a short confidential summary of the previous year's performance that can be used as evidence, should that individual be considered for extension or reappointment to the board. A basic outline template which indicates the minimum information required from these one-to-one meetings is at Annex D.

Chair Evaluation and Development

19. The performance of the chair of a board or its committees is crucial to the governance of the organisation. The Skills Matrix for Chairs in the College Sector at Annex E highlights the particular skills, knowledge and contribution expected of an effective chair.
20. The Code requires that all chairs are evaluated annually - over and above any evaluation undertaken by Scottish Government or the regional strategic bodies, for those chairs that they appoint directly. In the case of committee chairs, this should be done as part of their board member evaluation by the board chair with reference to the Skills Matrix for Chairs as appropriate. The chair of the board should be evaluated by the vice chair or the senior independent director (they may often be the same person); in addition, if both parties wish it, they may invite an independent person who is not a member of the board or the college to take part in the process.
21. For all chairs, the evaluation should take into account the views of the relevant board or committee members who should have the opportunity to respond to a structured confidential questionnaire which is collated by the board chair (for committee chairs) and the vice chair/senior independent director (for the board chair) with support from the board secretary as required.
22. Board chairs should have the opportunity to self-evaluate their own performance in advance of the one-to-one discussion at which a Development Plan should be agreed and passed to the board secretary – as required for all other board members. In parallel with the process for other board members, a written confidential summary of the previous year's performance should be agreed for the board chair. Thereafter the vice chair/senior independent director should make a short report back to the board summarising the key feedback provided and development actions agreed. Boards may choose to adapt the template at Annex D for the evaluation of board chairs.

On joining a board every member should receive a six-month induction programme which involves a mixture of face-to-face discussions, background papers, and opportunities to attend meetings and events. Induction programmes will be tailored to meet the needs of each college and board member but should cover the areas set out below.

At the end of the six months each board member should have a discussion with their chair to review performance, whether the member is receiving the support they require and what areas of development they wish to focus on over the next 6-12 months.⁴

Development pillar	College/regional strategic body based	Organised centrally
Knowledge of the external environment	<ul style="list-style-type: none"> • Identify own existing knowledge and networks • Role of regional strategic body (if appropriate) • Local community planning priorities and college's contribution to them • Area employer profile and skills requirements • Requirements of OSCR, the Charity Regulator (if appropriate) • Freedom of Information requirements • College's Code of Conduct (if appropriate). 	<ul style="list-style-type: none"> • Scottish Funding Council/Government requirements • Public finance framework • Code of Good Governance • Accountability framework, key national bodies and their relationship to colleges • Qualifications framework • Ethical conduct framework • Role of student associations and student board members • Role of staff board members • Opportunity to meet board members from other parts of country.
Board member skills	<ul style="list-style-type: none"> • Identify own existing skills • Observe committees • Make contributions to board meetings and receive early feedback from chair. 	<ul style="list-style-type: none"> • Role of a non-executive board member (leadership and stewardship) • Scrutiny and constructive challenge.
Organisational knowledge	<ul style="list-style-type: none"> • Briefings from college (or regional strategic body) staff and/or committee conveners • Finance, curriculum, human resources, corporate plan, legal, ethical • Role of chair, principal and board secretary • Campus/department tours • Student meetings and events • Staff meetings and events • Key information including financial memorandum/standing orders/Code of Good Governance/Outcome Agreement/scheme of delegation/regional structure. 	
Team working	<ul style="list-style-type: none"> • Opportunity to explain own background and skills to board • Networking/team building opportunities with other board members • One to one meeting with board chair after six months to discuss progress and establish on-going training plan • One to one mentoring/support from nominated board member. 	<ul style="list-style-type: none"> • Effective behaviours and adding value to the board and fellow board members • Networking opportunities with board members from other colleges and regional strategic bodies.

⁴ As student board members are often on the board for a short time, agreement should be reached on a few key areas for development

Board members will join a college board or regional strategic body with their own specific skills, qualities and expertise. During their time on the board all members are expected to develop or keep up to date in the following core areas:

Development pillar	Core skills, qualities, expertise and behaviours
Knowledge of the external environment	<ul style="list-style-type: none"> • Understanding of the local/regional/national and, if appropriate international, agenda that your organisation contributes to • Understanding of the legal and financial requirements of those bodies your board is accountable to, including Scottish Funding Council, OSCR and, where appropriate, your regional strategic body (e.g. Financial Memorandum, including severance guidance) • Understanding of the Code of Good Governance, Code of Conduct for Board Members and Outcome Agreements • Understanding of your organisation’s regional or national partners and other stakeholders • Understanding of national or regional skills needs • Insights acquired from building networks with other boards in the college sector.
Board member skills	<ul style="list-style-type: none"> • Communication skills – listening, explaining, questioning, influencing • Understand the non-executive role, including the leadership role and how to avoid unnecessary operational detail while demonstrating stewardship of the organisation • Ability to balance constructive challenge and support of staff • Avoid/manage conflicts of interest and take collective responsibility for board decisions that are in the best interests of your organisation • Understand and take informed and rigorous decisions on complex issues and think strategically • Fulfil board ambassadorial role with staff and students and their representative bodies • Chairing skills (if a chair) • Contribute to discussions and decisions on finance, audit, risk management, human resources and strategic planning.
Organisational knowledge	<ul style="list-style-type: none"> • Understanding of the financial, legal and accountability framework of your organisation • Understanding of staff views and culture • Understanding of student views and experiences, including student association • Understanding of the views of other customers and stakeholders, build/facilitate relationships with external stakeholders, facilitate effective partnership working and be an ambassador for the board and your organisation • Understanding of your organisation’s business – curriculum, finances, estates, human resources, values, business planning systems, business priorities, performance indicators, risk and control framework • Understanding of responsibilities and business of committees.
Team working	<ul style="list-style-type: none"> • Attend and make contributions to board and committee meetings, events and development sessions • Take time to get to know other board members and build a strong team • Challenge each other and contribute to rigorous debates while maintaining supportive relations with fellow board members • Share own expertise and networks with fellow board members as required • Contribute to board, chair and personal evaluation processes and development plans • Support and mentor inexperienced board members • Contribute to succession planning, including building expertise and taking on responsibilities such as committee membership and chairing as required.

Boards may choose to use one or a mix of the approaches listed below in order to evaluate their own performance.

Basic Evaluation Frameworks – can be used as the basis of a general self-evaluation.

- The Basic Duties of the Board listed in the [Guide for Board Members in the College Sector](#) (2015)
- [On Board – A Guide for Board Members of Public Bodies in Scotland](#) (2015)
- [Good Governance Standard for Public Services](#) (2004)
- [International Framework for Good Governance in the Public Sector](#) (2014)
- [Guidance on Board Effectiveness](#), Financial Reporting Council (2011)
- [The Role of Boards Appendix 3](#), Audit Scotland (2010)
- Other independently facilitated evaluation frameworks (e.g. auditors, governance professionals).

Additional Evaluation Frameworks – may be used in conjunction with above to evaluate particular aspects of performance or to focus on continuous improvement.

- Code of Good Governance for the College Sector (adherence to this is obligatory but a board may usefully explore whether it wishes to develop its performance further in any areas covered by the Code)
<http://www.collegedevelopmentnetwork.ac.uk/governing-in-a-regional-structure/governing-in-a-regional-structure>
- Nine Principles of Public Life in Scotland (adherence to the Code of Conduct is obligatory but a board may usefully explore whether it wishes to develop its performance further in any of the Nine Principles)
<http://www.gov.scot/Publications/2006/07/11153800/11>
- Students' Association Self-Evaluation Framework (much of this focuses on executive level relationships but some of its content would be useful for boards wishing to evaluate their duties vis-à-vis student associations)
<http://www.saframework.co.uk/>
- Audit Committee Self-Assessment Checklist contained in Scottish Government's Audit Committee Handbook.
<http://www.gov.scot/resource/doc/235062/0064493.pdf>

Evaluation Techniques – it is good practice to use a mix of techniques over a period of three to five years.

- Board members complete pro-formas, with or without identifying themselves, followed by group discussion of the aggregated results
- Independently facilitated group workshop with or without pre-completed pro-formas
- Independently facilitated evaluation involving one-to-one interviews between an independent advisor and board members, resulting in an independent report to the board
- 360 degree feedback by inviting any or all of the following to comment on the performance of the board – senior staff, students' association, college unions, other key stakeholders.

BASIC TEMPLATE FOR ANNUAL BOARD MEMBER DEVELOPMENT MEETING WITH BOARD CHAIR

<p align="center">Section A – Board member self-evaluation (to be completed by board member prior to meeting with chair).</p>		
	<p>Over the last year, where have I made an effective contribution or developed my skills/knowledge? Anything I could have done better?</p>	<p>Looking to next year, where would I like to make a contribution and/or develop my skills/knowledge?</p>
<p>Knowledge of the external environment</p>		
<p>Board member skills</p>		
<p>Knowledge of the organisation's business</p>		
<p>Contribution to board team work</p>		

**Part B – To be completed by the chair and agreed with the board member
as a confidential summary of their discussion.**

	Over the last year, where have I made an effective contribution or developed my skills/knowledge? Anything I could have done better?	Looking to next year, where will I seek to make a particular contribution to the board and/or develop my skills/knowledge?
<p align="center">Knowledge of the external environment</p>		
<p align="center">Non-executive skills</p>		
<p align="center">Knowledge of the organisation's business</p>		
<p align="center">Contribution to board team work</p>		

**Part C – Board member annual development plan agreed with chair
(to be passed to board secretary for action as required).**

It has been agreed that the college will support (name of board member) in developing the following skills/knowledge over the next 12 months:

1.

2.

3.

4.

Signed Board Member

..... Chair

..... Date

Board chairs or chairs of committees are required to develop and keep up to date the same skills, qualities and expertise as their fellow board members. In addition, during their time as chair, they are expected to develop and keep up to date the following specific attributes.

Development pillar	Core skills, qualities, expertise and behaviours
Knowledge of the external environment	<ul style="list-style-type: none"> • Understand and influence, on behalf of your organisation, the external stakeholder environment – local, regional and national • Act on behalf of the board and maintain trust amongst those bodies that your organisation is accountable to; ensuring that it fulfils its legal and financial requirements • Ensure members understand and adhere to the Financial Memorandum, Code of Good Governance and the Code of Conduct for Board Members and that the board demonstrates high standards of governance at all times • Build and maintain effective networks with other boards in the sector to ensure spread of good practice.
Non-executive skills	<ul style="list-style-type: none"> • Understand and demonstrate the non-executive chair role • Provide leadership to the board whilst acting on behalf of the board as first amongst equals • Exhibit strong communication skills – listening, explaining, questioning, influencing • Balance constructive challenge and support of senior staff, being neither too close nor too distant • Ensure meetings, agendas and papers balance the requirements for appropriate information, giving board members sufficient time to debate and decide issues in an informed and rigorous manner • Ensure issues are properly discussed and recorded and agreement is reached, decisions are clear and members accept collective responsibility • Fulfil board ambassadorial role with staff and students and their representative bodies.
Organisational knowledge	<ul style="list-style-type: none"> • Ensure you and your board members understand: <ul style="list-style-type: none"> • the financial, legal and accountability framework of your organisation • staff views and culture • student views and experiences, including student association • the views of other customers and stakeholders • the organisation's business – curriculum, finances, estates, human resources, values, business planning systems, business priorities, performance indicators, risk and control framework • the non-executive responsibilities and business of committees.

<p>Team working</p>	<ul style="list-style-type: none"> • Attend and make contributions to board and committee meetings, events and development sessions • Build a strong board team and ensure time for members to get to know each other • Ensure all members contribute to rigorous debates while maintaining supportive relations with their fellow board members • Encourage board members to share their expertise and networks where this would assist the board and organisation • Take responsibility for the annual board, chair and personal evaluation processes and development plans, providing constructive feedback to board members • Build a board culture of continuous improvement, ensuring appropriate induction and ongoing support, including mentoring of inexperienced board members • Take responsibility for succession planning, including recruiting or, where appropriate, advising on the recruitment of new members to ensure an appropriate blend of board member skills and knowledge • Ensure appropriate membership of committees, taking into account the need for succession planning.
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