



BOARD DEVELOPMENT COMMITTEE

MINUTE OF MEETING HELD ON 19 JUNE 2023 1600HRS VIA TEAMS

Present:		
Caroline Stuart (CS) - Chair	Richard Nash (RN)	Malcolm MacLeod (MMac)
Sue Irving (SI)		Gillian Brydson (GB)
In attendance:		
Lorraine Grierson (LG) – Board Secretary		
Apologies:		
Danielle Hughes (DH)	Claire McLean (CMc)	

1. Welcome and Apologies for Absence | Verbal | Chair C. Stuart

1.1. The Chair welcomed everyone to the meeting and apologies were noted from Danielle Hughes. The meeting was confirmed as quorate.

1.2 Declaration of Interest and Connections | Verbal | Chair C. Stuart

1.2.1 The Chair reminded Members to indicate any declaration of interest or connection as appropriate throughout the course of the meeting.

FOR APPROVAL

2. Minutes of Previous Meetings and Matters Arising

2.1. Minute of Meeting held 30 January 2023 | Paper 2.1 | Chair C. Stuart

2.1.1. **The minute was approved as an accurate representation of the meeting.**

2.1.2. There were no matters arising.

2.2. Action Log | Paper 2.2 | L. Grierson

2.2.1. LG provided an update on the progress of current actions, confirming that all commentary had been updated and actions 2 and 5 were to be discussed at this meeting.

2.2.2. **The Committee noted the updates to the Action Log and agreed that all actions were now closed.**

3. Committee Membership | Paper 3.1 | L Grierson

3.1 LG introduced the paper and took it as read. She advised that the remit of the Committee is to look at appointments, committee composition, succession planning, skills and self-evaluation.

3.2 The key points were highlighted for discussion:

- Update on the position of 2 Trade Union members to the board and consideration to bringing Observers onto the Board from September 2023.
 - Members agreed that the Board should follow the recruitment timeline indicated by the Good Governance Steering Group, which would allow the new members to undergo training before their first board meeting in March 2024.
 - Concern was raised about awareness of collective decision making and conflict of interest. This would be included in the induction process.

GB arrived at 1630 hrs.

- The terms of Office of existing members and the potential to recruit 2 new members.
 - After discussion, members agreed that it would be prudent to start the recruitment process now for the onboarding of 2 non-executive members for approval at the Board in October. This would ensure a staggered succession of members should existing members decide not to run for a second term. This would also give the new members time to fully embrace and understand their board role before long-standing members leave.
 - CS confirmed that KH has been linked with an experienced mentor with the Police. For recruitment, she would consider finance and education skillset.
 - In respect of G Brydson's term coming to an end in April 2024, GB indicated she would be interested in doing a second term on the Board, which was well received.

ACTION: CS will contact Aspen regarding the recruitment of 2 further non-executives to the board.

- To consider development of future Chairs of Committees.
 - Members agreed that the Chair of each Committee would nominate a 'stand-in' Chair from their members to act in the role when needed. This would allow the strengthening of skills for future succession planning.

ACTION: Committee Chairs to nominate a member of their committee to act as a stand in Chair.

- The current SIM's term will end in June 2024. LG confirmed the process for SIM appointment or re-appointment.
 - **CS to speak with WD to see if he would be interested in extending the term of this role.**
- LG advised the Committee that 2 new student members will be onboarded in August and will undergo induction with the College and CDN.
 - Members agreed that both students will be invited to join Learning and Teaching Committee.
 - One student member will be invited to join the Board Development Committee.
 - A meeting with the Chair of the Board, the Chair of Learning and Teaching Committee and the Board Secretary will be arranged in August as part of their induction.

ACTION: To include meetings with Chair, Chair of L&T and Board Secretary in the induction training.

3.3 Board Committee Membership was considered to ensure each Committee had the appropriate membership and skillset.

- Audit Committee currently have 5 members and it was agreed that **Malcolm Macleod would join Audit increasing the number to 6.**

ACTION: send audit meeting invites to MM and take him out of LT and Rem.

- As confirmed at the Board meeting in June 2023, Sharon Hodgson would take over as Chair of Learning and Teaching Committee from September 2023.
 - **MM to be removed from Remuneration and Bd Development Committees and replaced by SH.**
 - Further changes to Committee membership will be considered once the 2 new members are onboarded.

3.4 LG advised members that currently 3 staff representatives attend Learning and Teaching Committee, which is unique and historic to this Committee. A discussion was had whether the reps should be removed. LG confirmed that after discussion with the Depute Principal, he confirmed that staff input into the Academic Council meetings, which in turn is reported to L&T Committee, therefore there is possibly no further requirement to have the reps on the Committee.

- Members discussed this and it was suggested that for the next year 1 representative should be invited to attend.
- **LG confirmed she would discuss this with the Depute Principal and SH.**

3.5 Members noted the high attendance at the Committees and Board meeting. LG advised that she would update the figures for both the Board and Board Development Committee, which had convened after the paper was uploaded.

3.6 Members noted the 50-50% non-executive split of females and males in line with Scottish Government recommendations.

3.7 LG highlighted that not all board members had completed the mandatory Data Protection training and members asked for those outstanding this to be reminded.

3.8 **ACTION: LG to remind board members to complete the mandatory training**

ACTION: CS confirmed stakeholder mapping exercise to take place in autumn

ACTION: LG to speak with KG re SA to report more from the student voice in their papers.

4. Committee Self-Evaluation | Paper 4.1 | L Grierson

4.1 LG introduced the paper and accepted it as read. She advised that the self-evaluation for each committee had been completed except for the BDC which would be completed at the end of the meeting. Any comments or actions from this, would be added to the Development Plan.

4.2 She also advised that the SIM would be completing a 1-1 with the Chair which would conclude the process for academic year 2022-23.

4.3 LG advised members that the Embedding Best Practices Plan and Board Development Plan were attached with updates for members to monitor progress.

- **Members noted the Plans and confirmed that they were content with the progress being made.**

5. Standing Orders | Paper 5.1 | L Grierson

5.1 LG introduced the paper and took it as being read. She advised members that as agreed at the Board in June 2023, consideration was to be given to the revised Standing Orders and whether these should be adopted in part or their entirety.

5.2 LG advised members that points 1-7 were new and could be incorporated under 'Meetings' in the existing SOs and points 8-12 were already incorporated.

- Members discussed the SO's and agreed that they should be merged with the existing standing orders.

ACTION: LG to merge the Standing Orders and disseminate for information before submitting to the Board for final approval

6. Committee Self Evaluation | Paper 6.1 | L. Grierson

- 6.1 LG outlined the statutory requirement within the Code of Good Governance for Scotland's Colleges (section D.23) to self-evaluate annually its performance and effectiveness against its overall duties and responsibilities. LG advised members that the self-evaluation would reflect business over the academic year 2022-23. In previous years, the form was sent out to members to complete and return, however this year, LG asked members to trial completing the form jointly as part of the meeting. LG led members through each section of the form to complete the process, and members were also invited to send any further comments via email if they wished.
- 6.2 LG asked members if they were content with the Self-Evaluation process and the questions asked in the questionnaire.
- Members confirmed that they were happy with the process as a whole and verbally completing the questionnaire as a group as long as members had the opportunity to send any confidential points via email to the Board Secretary, which would be recorded anonymously.

FOR INFORMATION ONLY

7. AOCB | Verbal | C. Stuart

- 7.1. There was no other business. The meeting was adjourned at 17.10 hours.

8. Date of the Next Meeting | Verbal | C. Stuart




- 8.1. The date of the next meeting is scheduled for 29th May 2024, however should a meeting be necessary before that date, member will be notified accordingly.



**Dumfries and
Galloway College**

One step ahead

Item 2.2
BDC0623-2.2

Key	
	Ongoing
	Closed
	Overdue

Board Development Committee Action Log 19/6/23

No	Meeting Date	Action	Lead	Deadline	Status	Commentary
1	30/1/23	New members would meet with the Chair of Finance and General Purposes meeting to discuss the finance model and position of the college.	LG	May23	Closed	New members have met with RN in April.
2	30/1/23	Chair to seek clarification as to whether members would stand for a 2 nd term and would consider shadowing as Chair to Committees.	CS	May 23	Closed	1-1s with Chair have taken place in May 23 where membership has been discussed. Shadowing to Chair to be discussed at the meeting of 19 June 23.
3	30/1/23	CMcL to contact JG in respect of an HR Sub-Committee to FGP	CMc/LG	May 23	Closed	HR Sub Committee approved at the Board on 28/3/23. TofR approved by FGP/Board in Jun 23.
4	30/1/23	LG agreed to speak with IT/HR to see if all the training could be sent out at the same time rather than it be spread over several months and if there could be a forum for board members to access the training.	LG	Jun 23	Closed	IT advised at this moment in time they cannot create a portal for the Board. The training is located in 2 different areas.
5	30/1/23	Student Rep induction – meeting with Chair.	LG	Aug 23	Closed	This will be discussed at meeting 19 June 2023.

MEETING	BOARD DEVELOPMENT COMMITTEE
AGENDA ITEM:	3
PAPER NO:	BDC0623-3.1

Date	19 June 2023
Location	MS Teams On-line
Title of Paper	Committee Membership
Presented By	L Grierson
Recommendation	Discussion
Appendix Attached	Yes
Disclosable Under FOISA	YES

Read Time: 8 mins

1. Recommendation

- 1.1 The Board Development Committee are asked to discuss the contents of the paper and where relevant approve any changes to Committee Membership.

2. Executive Summary

2.1 The Board Development Committee is responsible for areas of the Board's activity relating to appointments and succession planning. Specifically, the Committee should:

- give full consideration to succession planning for all Board members in the course of its work, taking into account the challenges and opportunities facing the region, and the skills and expertise needed on the Board in the future
- review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make any recommendations to the Board as a consequence.
- For information, the Ministerial Guidance on College Sector Board Appointments is currently being reviewed by Scottish Government and any update will be reported to the Board accordingly.

3. Context

3.1 Currently, the Board can consist of between 15 and 18 members which will include the Chair appointed by Scottish Government, The Principal, an academic staff member, a support staff member and 2 members from the Student Association. There can be between 9-12 non-executive members. However, total membership will increase to a maximum of 20 members with the onboarding of 2 Trade Union members.

3.2 As mentioned at the Board meeting on 16 June, the onboarding of 2 trade union members will be determined by the Trade Unions themselves who will put forward 2 nominees. It is intended to have them recruited by January 2024 and their first board meeting will be March 2024. This will allow time for induction training with the Trade Union, the College and CDN.

- Consideration to be given to bringing on Observers from August 23 or wait until January 2024.

4 Succession Planning

4.1 Currently there are 16 members on the Board, 10 of which are non-executive members. There is potential for the recruitment of another 2 non-executive members giving consideration to the skillset required for the Board.

4.2 Undernoted is the tenure of all board members. Points to note:

- G Brydson's term of office will end on 30 April 2024
- R Nash, M Macleod, Sue Irving, E Black and W Dowson's terms will cease in March 2025 with another 3 in April 2026.
 - Consideration should be given to staggering re-appointments with the aim of preventing several Non Executive Board Member vacancies arising at the same time in the future.

- Ann Hill's reappointment for a second term was circulated to BDC and approved by the Board on 16 June 2023.

Board Member	Date of Appointment	1 st Term in Office End Date	Date of Extension / Re-appointment	2 nd Term in Office End Date	Vacancies
Caroline Stuart	1/2/22	21/1/26			
Danielle Hughes	23/8/21	22/8/22	22/8/22	21/8/23	
Rebecca Plant	22/8/22	21/8/23			
Kate Glendye	22/8/22	22/8/26			
Susan McLellan	22/8/22	22/8/26			
J Campbell					
NON EXECs					
Ann Hill	19/08/19	18/08/23	19/8/23	18/8/27	
Gillian Brydson	1/4/21	30/4/24			
Richard Nash	18/3/21	17/3/25			
Malcolm Macleod	18/3/21	17/3/25			
Sue Irving	18/3/21 Vice Chair – 27/6/22	17/3/25 Vice chair – 26/6/23 26/6/24			
Eddie Black	29/4/21	30/4/25			
Will Dowson	18/3/21 SIM 8/6/21	17/3/25 SIM 7/6/24			
Claire McLean EDI Champion	28/4/22	27/4/26			
Jamie Ross	28/4/22	27/4/26			
Sharon Hodgson	28/4/22	27/4/26			
Richie Nicoll – Co-opt	28/4/22	27/4/23			

Cerise = Term ends 26/6/23

Green = Student Board Members, Terms end in Aug 2023, elections undertaken annually

Blue Term for SIM ends June 2024

Yellow = Co-optee end of term

5 Succession Planning for Chairs of Board Committees

5.1 The BDC approved via email in June the appointment of Sharon Hodgson as Chair of Learning and Teaching Committee with effect from August 2023, which was approved by the board on 16 June 2023.

- Consideration should be given to the development of future Chairs of Committees.

6 Vice Chair

6.1 Sue Irving has agreed to remain as Vice Chair for another year to 26 June 2024 which was approved at the Board in 16 June 2023.

7 Senior Independent Member

7.1 The Senior Independent Member is appointed by the Board as a whole. The role of the SIM is set out in the Code of Good Governance and is therefore a condition of grant.

- For noting, the current SIM's term will end in June 2024.

8 Student Board Members

8.1 The student elections have taken place and 2 new members will be appointed in August 2023 on the end of tenure of Danielle Hughes and Rebecca Plant. The new members are: Adnan Dogrultan, SA President and Annette Cameron, SA Vice President.

- Members should consider the placement of the 2 new student members to Committees.
- An induction will be organised to ensure they have all the information they require to fulfil and understand their role as a board member.
- As part of their in-house induction, a meeting will be arranged with the Chair of the Board and Chair of relevant Committees. The Board Secretary will also meet with them.
- They will also be registered with CDN for their mandatory induction training.

9 Board Committee Membership

- 9.1 Members should consider whether the Committee membership needs to be changed in line with development of board members and skillset. Current membership is attached at appendix 1 together with the current skills audit.
- 9.2 An HR Sub-Committee has been approved by the Board of Management on 28 March 2023 and terms of reference and membership approved on 16 June 2023 as below:
- C Mclean (Chair)
- Sue Irving
- Ann Hill
- Kate Glendye
- Susan McLellan
- 9.2 Within Learning and Teaching Committee there are 3 staff members who are elected by college staff to sit in attendance at the meetings. This is unique and historic to L&T Committee,
- 9.3 The Board approved the appointment of its first co-opted Committee Member in April 2022 – Richie Nicoll. Richie’s term came to an end on 26 April 2023.
- The Committee may wish to consider whether there are any other areas in which it would recommend the co-option of committee members, to strengthen specific areas of expertise or to broaden and diversify the basis for the Board’s decision-making.

Committee	Members - 2022-23	Members - 2023-24
AUDIT	5 + co-optee	5
FGP	9	9
LT	9 + co-optee	9
REM COM	8	8
BD DEV COMM	7	7

10 Board and Committee Attendance 2022-23

Committee	No of Meetings Scheduled	%age attendance	Quorum
Board of Management	4 meetings	82% (attendance from 16/6 to be added)	All quorate
Audit Committee	4 meetings	83%	3 quorate 1 cancelled due to no quorum
FGP Committee	4 meetings	92%	All quorate
LT Committee	4 meetings	67%	2 quorate 2 not quorate
Remuneration Committee	3 meetings	96%	All quorate
Board Development Committee	2meetings	71% (19/6 to be added)	Quorate

10.1 Attendance

- Throughout 2022-2023 the Board of Management meetings were held face to face, with the option of attending virtually via Teams.
- All Committees are conducted virtually through Teams and will continue to do so.
- An additional Remuneration Committee was scheduled on 6 October 2022.
- 2 Board meetings were held at Stranraer campus on 28th March 2023 and 16 June 2023 when members had the opportunity to attend Stranraer Graduation.
- The Chair of the Board and the Principal, in addition to their membership of committees, attended committees to which they have a right of attendance and all meetings were supported by members of the Executive Leadership Team.

11 Board Gender Balance

2022-23		Female	Male
Full Board	16 members	11 = 69%	5 = 31%

Non Exec Split	10 members	5 = 50%	5 – 50%
Exec Split	6 members	6 = 100%	0

12 Board Strategy Day

12.1 Board Strategy day was held at Dumfries Campus on 31 May 2023 which was well attended by members and Executive Leadership Team. The key focus for the day was on strategic partnership and sustainability and the following guests were invited to speak:

- Bill Webster, Principal and CEO Bolton College
Creating a Strategic Tertiary Partnership - Lessons Learned
- Dr Paul Smart, Programme Director, Colleges and Regional Economic Renewal Programme, CDN
Parity of Esteem
- Catherine McWilliam, IoD
State of the Nation

13 Board Training/Events Aug 22- Jul 23

13.1 Below is a list of the various training and events attended by Board Members and Board Secretary during the academic year:

CDN Induction

CDN Remuneration

CDN College Expo

College Mandatory Data Protection

Board Development Day May 23

14 College Mandatory Training

14.1 Board members are reminded that they too need to complete annual mandatory training and they will be notified of these as they arise.

14.2 CDN Mandatory Training

- All board members have completed their CDN Induction training.
- All relevant board members have completed the CDN Audit training.
- All relevant board members have completed the Remuneration Training.

15 Strategic Implications

15.1 This report is not directly relevant to the Regional Outcome Agreement, however, robust governance arrangements are the essential to the effective delivery of Ambition 2025 objectives.

16 Risk

RISK	MITIGATIONS
	<i>n/a</i>

17 Implications

Financial	NO	
Legal	NO	
Learning and Teaching	NO	
Equalities	YES	The report is a review of membership that includes consideration of gender balance

L Grierson

Secretary to the Board

DUMFRIES AND GALLOWAY COLLEGE

Appendix 1

	Caroline Stuart	Malcolm MacLeod	Richard Nash	Sue Irving	Ann Hill	Will Dowson	Gillian Brydson	Eddie Black	Kate Glendye	Jamie Ross	Claire McLean	Sharon Hodgson	Susan McLellan	Danielle Hughes	Rebecca Plant	Joanna Campbell
Key: Strong Skills = 1 Good Skills = 2 Average Skills = 3																
Governance																
Board membership of other organisations	1	1	1	1	1	2	3	1		2		3	2			
Experience as a non- executive director	2	1		1	1			1		3		3				
Working as part of a Board team	1	1	1	1	1	2	2	1		2		3	2			
Chairing Board/ Committee meetings	2	1	2	1	2	1	2	3		3		2				
People and Communities																
Knowledge of local and national economic development	2	2	3	1	1	1	3	1	2	3		1	3	3		

Representing or serving local community groups	3	3	3	1		2		2	2			1	2			
Knowledge and understanding of Equalities	3	1	3	1	1	2	3	1	2	2		3	2	3	3	
The needs of vulnerable people and groups		2		1	1	3	2	1	2			2	2		3	
Safeguarding of your people an vulnerable groups		2		1		3	1	1	2				2			
Working with learners at any level of Education		2		2	1		1	1	2			2	2			
Knowledge and understanding of Sustainable Developments	1	2	3	2		2		1	2	3		2	3			
Working with Trade Unions		1		1	1	2	1	2	3	2		3				
Knowledge and understanding of Education and Training	2	1		3	1	3	1	1	2	3		2	2			
Business and Finance																
General business, financial and management skills	2	2	1	1	1	1	2	1	2	1		2		2		
Management experience in a commercial business	1	2	1	1		2		1	2	1				3		
Management experience in public sector		1		3	1	1	1	1	2	1		1				

Accountancy or audit		3	2			2	3	2	2	3		3				
Business Planning	1	1	1		1	1	2	1	2	2		2				
Financial Management	2	2	1	2	3	2	2	1	2	2		2				
Legal			2		3	2	3	2	2	2		3				
Risk Management/ Mitigation	3	2	1	2	3	1	2	1	3	2		2				
Quality management or business systems	1	3	2	3	1	2	2	1	1	3						
Human resources and organisational development	2	2	3	1	1	3	1	2	1	2				3		
Communications, marketing and public affairs	2	2		2	2	1	3	2	1	1		3		3		
Information and communications technology	1	3	2	2	2	3	3	1	1	3			2	2	2	
Customer services	1	3	3	1	1	3	2	1	2	2		2	2	2		
Procurement	2		2	3	1		2	2		2		2				
IT/Digital Technology																
Knowledge and Understanding - Cybersecurity	2	3	2		3	3	3	2	1	3			2	3		
IT/Digital Technology and it's use	1	3	3	1	2	3	2	2	1	3			2	3		

BOARD OF MANAGEMENT	AUDIT	FINANCE & GENERAL PURPOSE	LEARNING AND TEACHING	REMUNERATION	BOARD DEVELOPMENT	GRIEVANCE / APPEALS
Membership	Membership	Membership	Membership	Membership	Membership	Membership
Caroline Stuart (Chair) Joanna Campbell (Principal) Ann Hill Richard Nash Will Dowson Sue Irving Malcolm MacLeod Gillian Brydson Eddie Black Claire McLean Sharon Hodgson Jamie Ross Rebecca Plant (Student Member) Danielle Hughes (Student Member) Susan McLellan (Staff Member) Kate Glendye (Staff Member)	Gillian Brydson (Chair) Ann Hill Sue Irving Will Dowson Jamie Ross	Richard Nash (Chair) Joanna Campbell Caroline Stuart Claire McLean Jamie Ross Eddie Black Sharon Hodgson Kate Glendye Susan McLellan	Prof Malcolm MacLeod (Chair) Ann Hill Eddie Black Gillian Brydson Danielle Hughes Sharon Hodgson Rebecca Plant Kate Glendye Susan McLellan	Sue Irving (Chair) Caroline Stuart Will Dowson Ann Hill Malcolm MacLeod Richard Nash Claire McLean Jamie Ross	Caroline Stuart (Chair) Malcolm MacLeod Richard Nash Sue Irvine Gillian Brydson Danielle Hughes Claire McLean	Caroline Stuart (Chair) Ann Hill Claire McLean Jamie Ross

MEETING	BOARD DEVELOPMENT COMMITTEE
AGENDA ITEM:	4
PAPER NO:	BDC0623-4.1

Date	19 June 2023
Location	MS Teams On-line
Title of Paper	Committee Self Evaluation
Presented By	L Grierson
Recommendation	Discussion
Appendix Attached	No
Disclosable Under FOISA	NO

Read Time: 5 mins

1. Recommendation

The Board Development Committee are recommended to discuss the paper.

2. Executive Summary

- 2.1 The Board of Management is required under the Code of Good Governance for Scotland's Colleges (section D.23) to self-evaluate annually its performance and effectiveness against its overall duties and responsibilities. Compliance with the Code is a condition of grant awarded by SFC. The implementation of robust self-evaluation processes will ensure that governance arrangements are compliant with the Code of Good Governance.
- 2.2 The purpose of the Report is to provide the Board Development Committee with an opportunity to consider feedback from the 2022-23 Self-Evaluation Questionnaires, and to discuss any further actions required in response.

3. Context

3.3 As part of this process the following occurs:

- Committee Self-Evaluation Questionnaire and review of Terms of Reference
- Board of Management Self-Evaluation Questionnaire
- 1-1 meetings with the Chair and individual members of the Board.
- 1-1 Meeting with Senior Independent Member and the Chair.

- 3.4 However, due to a review of the agenda cycle and terms of reference, it was agreed that the Annual Self-Evaluation process will now be conducted in May of each year and as the last board questionnaire was completed in October 2022, the Chair has agreed that we will not complete this again at this time. However, from May 2024, the full process will be followed.
- 3.5 Full 1-1 reviews have now taken place with the Chair of the Board and individual members. Development needs have been added to the action plan. Future reviews to be completed on the Board Self Evaluation documentation provided.
- 3.6 The SIM will conduct a full 1-1 with the Chair of the Board over the next month.
- 3.7 Committee Self-Evaluation has taken place and the joint return is undernoted.
- 3.8 The Embedding Best Practices Plan and Board Development Plan are attached below with updates for members to monitor progress.

3.9 JOINT COMMITTEE EVALUATION

Date: June 2023

Section	Yes	No	N/A	Comments/Action
Composition, Establishment and Duties of the Committee				
Does the Committee meet regularly in accordance with the Board Standing Orders?	Y			
Does the Committee consistently have a quorum?	Y			FGP - All 4 L&T – 2 had no quorum AUD – 1 cancelled as no quorum REM – all quorate
Do all Committee members attend meetings regularly?	y			FGP – 92% LT – 67% REM – 96% AUD – 83% BDC – 71% - 1 still to record
Does the Committee have enough members?	y			FGP – 9 LT – 10

				REM – 8 AUD – 5 – to be reviewed BDC - 7
Does at least one of the Committee members have a background relevant to the remit of the Committee?	Y			FGP – Chair has finance and non exec LT – Chair has education background plus non exec REM – Chair has HR background plus non exec AUD – non exec BDC – non exec have HR and education
Have new Committee members received all necessary training?	Y			All CDN induction, mandatory Rem Com and Audit, new members had a session with Chair re Fin Model, various CDN and other opps / development review
Does the Committee report regularly to the Board?	Y			All minutes are tabled at BoM

Section	Yes	No	N/A	Comments/Action
Terms of reference				
Does the Committee have written terms of reference?	Y			
Do the terms of reference include all aspects of the Committee's role?	Y			HR sub comm has been implemented. A business schedule is in place for all committees
Does the membership of the Committee need to be changed?	Y	N		Review Audit
Are the terms of reference adopted by the full Board and reviewed annually?	Y			Through annual self evaluation process

Section	Yes	No	NA	Comments/Action
Compliance with the Law and Regulations				
Does the Committee have a mechanism to keep it aware of topical legal and regulatory issues?				<p>Through Exec team, bd sec.</p> <p>L&T - Yes, risks are recorded on the risk register and any issues are reported to the full board.</p> <p>Bd Secretary updates.</p> <p>Any new regulations – the board would instruct the committee. Issues re attainment and funding are part of the risk register and monitoring of actions and report on progress.</p> <p>VP info and input re bd bus schedule</p>

Section	Yes	No	NA	Comments/Action
Internal Control				
Does the Committee monitor to ensure that risk is controlled?	Y			<p>Each Committee has risks assigned to it which are reviewed by ELT and committees monitor mitigations and actions then progressed to the full board.</p> <p>REM - Yes as risks present. No corporate risks sit with this Committee.</p> <p>AUD: As per audit reports and risk register. Audit have oversight of full Risk Register with recommendations to the Board.</p> <p>Concern with respect to current ELT capacity to</p>


			<p>manage the risks due to sickness.</p> <p>Are the risks being managed in light of staff sickness.</p> <p>Should Management Capacity and Performance be considered under Strategic Risk 1 to enable regular monitoring. This sits with BoM. Or as a new risk?</p> <p>Gateway reviews – Audit Committee discussed the possibility of gateway style reviews being used on programmes of work /change in order to support the ELT. This recognizes the volume of change programmes that will be ongoing due to tight fiscal environment, projects such as UWS and response to wider government programmes such as Withers</p>
<p>Does the Committee regularly review relevant strategic plans?</p>	<p>Y</p>		<p>LT - Cycle of Reports for oversight of operations and actions throughout the year.</p> <p>KPIs for People, Finance, Growth, Systems and Infrs.</p> <p>FGP - Implementation of the HR Sub-Committee, commercial including goals. FGP – is there enough time on commercial?</p> <p>AUD - Opportunities to review local plans at development days and wider BoM for national context.</p> <p>Strategic updates are tabled at BoM</p>

Does the Committee consider the level of detail and information it receives appropriate?	y			FGP - Subject to receiving the contribution report
Are appropriate internal performance measures monitored by the Committee?				HR/ GDPR/ H&S Improving, subject to HR KPIs REM – Exec team objectives and performance monitored. AUD - Through internal audit and gateway challenges. Must ensure transparency. Consideration to what can be interpreted as operational and strategic in respect of board scrutiny.
Is the Committee addressing all matters delegated to it by the Board and under its terms of reference?	y			

Section	Yes	No	NA	Comments/Action
Administrative arrangements				
Does the Committee have an independent secretary?	y			
Are Committee papers distributed in sufficient time for members to give them due consideration?	y			
Are Committee meetings scheduled prior to important decisions on specific matters being made?	y			FGP – Business Schedule is compiled with key dates in mind. LT - If there are adhoc items, an extraordinary meeting would be scheduled for comment before going to the board.

Is the timing of Committee meetings discussed with all involved?				Discussed with chair and ELT member
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3.10 Dumfries and Galloway College Governance - Embedding Best Practice

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
1. Quality of Reports to Board and Committees to support effective decision making	Sept 2022	<p>Board reports should be high quality / low density and provide professional analysis / insight to support effective decision making.</p> <p>Boards and Governance Professionals should ensure that reporting and decision making is strategic i.e., associated with the achievement of the strategic plan, rather than operational</p>	<ul style="list-style-type: none"> • New Principal's report in place • Performance Report in place • New Board paper template used for all Board papers. • Standardised and improved reporting to Board in place. • Standardised action tracker in place. • Agenda planning improved and now part of Board workplan. 		<p>(see 3 & 4 below)</p> <p>Complete</p>
2. Strategic Planning	Sept 2022	<p>Strategic planning processes should be robust and result in the Board fully owning the outcome.</p> <p>An annual workplan should be produced for the Board based on requirements of the Code of Good</p>	<ul style="list-style-type: none"> • Strategic Planning event 15 & 16 September 2022 • Board and Committee Workplan in place, to include strategic planning, self-evaluation and proposed date of next 		<p>In line with the revised Code (due summer 2022) the next EER will be within '3 to 5 years.'</p> <p><i>'The board should determine the timing for this externally facilitated review as part of the annual effectiveness review.'</i></p>

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
		Governance and the necessities of strategic planning, monitoring and review	External Effectiveness Review (EER).		PROPOSAL Aim for EER to begin in Oct23 with EER reporting Jan 2024. This was agreed at the Board in Sep 22.
3. Key Performance Indicators	June 2023	To monitor progress against strategic objectives the Board should consider a 'dashboard' of strategic KPIs which are tracked.	<ul style="list-style-type: none"> New Performance Report in place which includes KPIs and a dashboard 		Still scope for improvement to make these reports more focussed and effective for non-Execs (Chair) Review how other organisations report data / use dashboards.
4. Strategic report writing	Ongoing	Board papers should be kept under review to ensure that reporting remains strategic i.e., associated with the achievement of the strategic plan.	<ul style="list-style-type: none"> New Board paper template used for all Board papers. Standardised and improved reporting to Board in place. 		Board Development Committee minutes stated <i>'Board Reports improved but more work was required'</i> 24.06.22 confirmed reports improved and under constant review e.g. F&GP reports being updated on

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
					<p>the recommendation of the Chair of F&GP</p> <p>Keep under review – the Principal will makes changes to her Report to the Board to include key highlights, threats and opportunities.</p>
<p>5. Wider use of the governance space</p>	<p>Ongoing</p>	<p>Boards should make imaginative use of the wider governance space, out with Board meetings, to develop skills and knowledge, support decision making and engage with key stakeholders.</p>	<ul style="list-style-type: none"> • Strategy Event September 2022 key stakeholders / partners involved. • Board meeting location will be rotated and include campus tours etc – see Board workplan. 		<p>Building the new Board 'team' is a priority</p> <p>Important that new Board members build their knowledge of the external environment of the college and the political landscape. Use opportunities to engage with other stakeholders.</p> <p>Chair plans to invite Board earlier to meetings to have lunch and meet staff and students.</p> <p>Will continue to monitor and look for opportunities to</p>

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
					<p>engage ie Wheatley Group to attend BoM in Mar 23</p> <p>Bd Strategy Day speakers - Bill Webster, Principal and CEO Bolton College, Dr Paul Smart, Programme Director, CDN, Catherine McWilliam, IoD</p>
6. Committee Membership	June 2023 annually	Committee membership should be kept under review to ensure the best balance of skills and experience.	<ul style="list-style-type: none"> Revised committee membership approved at the June 2022 Board. 		Continue to review annually.
7. Audit Committee	Ongoing	The Audit Committee develops more learner and learning focussed systems and controls.	<ul style="list-style-type: none"> One co-opted member has joined. Committee membership reviewed. 		Reports now have addition of 'learner & learning implications' element in the cover report.
8. Stakeholder Mapping	2022 - 2023	Stakeholder mapping exercises enable members to better understand the wider operating environment and support effective decision making which supports the development of an external engagement strategy, which should be aligned to the strategic plan and KPIs.	<ul style="list-style-type: none"> Strategy Days include key stakeholders. Stakeholder mapping completed June 2021. 		Schedule time for a wider stakeholder mapping exercise, beyond the key stakeholders involved in strategy days. Consider informal Board sessions to which key speakers on local, regional

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
					<p>and national economic development are invited to contribute.</p> <p>Build this in to the annual workplan. (Linked to 5 above)</p>
9. Board Diversity	Ongoing	To attract a more diverse range of applicants, which reflect the communities served by the college, colleges should tap into other networks to advertise vacancies, including Changing the Chemistry, local business networks etc.	<ul style="list-style-type: none"> College use Aspen to recruit new members with good results. 		<p>One further Board member to be recruited (with finance skills). No further recruitment to take place at present but will be reviewed at a later date.</p> <p>Skills matrix to be updated with new Board member skills.</p> <p>Skills matrix has been updated.</p>
10. Role of the Governance Professional	Sept 2022	Induction training for new Board members to include the role of the Governance Professional and the support and advice that members can expect from their Governance Professional.	<ul style="list-style-type: none"> Role of the Governance Professional to be included in induction training. 		College Board Induction training scheduled for September 2022.

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
11. Induction Training	Sept 2022	<p>College based induction and participation in CDN national induction workshops is essential in supporting new members become confident and effective in their role.</p> <p>Boards undertake a regular review and assessment of the induction programme for Board members.</p>	<ul style="list-style-type: none"> • Induction scheduled for September 2022. • CDN Induction is promoted to new members. 		<p>Board members to complete the evaluation form and identify where they want to develop their own skills.</p> <p>This will inform the Board skills matrix and the Board Development Plan.</p> <p>This will be incorporated into the self evaluation process which we are in the process of currently. Interim reviews have been held with the chair and Board Members and full 1-1's held in May with members and development will be discussed.</p>
12. Ongoing Training and Development	Ongoing	A Board Development Plan should be in place which details member training and development needs identified in the appraisal meetings.	<ul style="list-style-type: none"> • Induction training for new members September 2022 • Governance session built into Sept 2022 Strategy Event (CM). 		Board Development Plan is being developed and will include continued face to face meetings to help team building to establish the new Board team. (Bd

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
		<p>The Development Plan takes account of all key roles on the Board, including Chairs, the SIM and any 'champion' or 'ambassador' roles.</p> <p>This should be linked to the strategic plan and its achievement.</p> <p>Mentoring support for student members and staff members is available.</p>			<p>development plan has been established May 23)</p> <p>CDN 2022/23 Governance Development Programme to be shared with members.</p> <p>CDN info disseminated to Board</p>
13. Transition to new Board 'team'	Sept 2022	<p>When Boards are going through a transition which might include a combination of a new Chair, Principal, Governance Professional and / or new members consideration should be given to building the 'new' Board Team.</p> <p>Succession planning of key roles forms part of the planning process.</p>	<ul style="list-style-type: none"> • Strategic planning event is an opportunity for team building. • Succession planning for key roles is considered by Board Development Committee 		<p>Important to build the new team, especially post virtual meetings, and plan for this in the Board workplan.</p> <p>Strategy day has been incorporated into Bd Calendar for each May.</p> <p>Succession planning will be reviewed at next Bd Dev Comm scheduled for Jun 2023.</p>

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
14. Code of Good Governance	Sept 2022	In preparation for the next round of EERs Boards would benefit from an internal review of compliance with the Code of Good Governance.	<ul style="list-style-type: none"> • D&G Internal Auditors (RSM) reviewed compliance with the Code. • All recommended management actions completed. 	closed	<p>Board to decide on the timescale for the next EER following the next round of self-evaluations in Sept 2022.</p> <p>See No 2 above.</p> <p>This has been agreed at last Sept Bd meeting and will commence October 2023.</p>
15. Each college should review the terms and conditions for the Governance Professional¹ <i>(from 'The role and experience of the Governance Professional as a governance professional in Scotland's Colleges' CDN 2021)</i>	2022-23	Review to ensure: <ul style="list-style-type: none"> • sufficient time for delivery of the expectations for the role. • sufficient administrative support for the expectations for the role. • appropriate salary for the status and responsibilities of the role. 	<ul style="list-style-type: none"> • National Job Evaluation project still ongoing. 	closed	<p>To be built into the Board work plan to review at an appropriate time.</p> <p>This has been discussed and a meeting has been arranged.</p> <p>Meeting has been conducted on 7/11/22 and is ongoing.</p>

¹ At the time of writing (September 2021) a Job Evaluation process in underway. Any review of terms and conditions would need to be within the context of the outcome of this.

Board Development Plan 2022-23

Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
<p>1. LEADERSHIP & STRATEGY</p>	<p>1.1 Strategy – keep strategy under review as events change. KPIs should align with strategic aims and have a clear link between Board and Committee activity and the strategic plan.</p>	<p>1.1</p> <ul style="list-style-type: none"> • Ambition 2025 reviewed in October 2022 and strategic priorities updated. • Board will continue to monitor KPIs and strategic developments. • Strategy Event in May to further discuss financial stability and sustainability. 	<p>1.1 Ongoing</p>	<p>Complete – longer term strategy to be discussed at next Strategy day 2024</p>
	<p>1.2 Keep Stakeholders updated to improve knowledge of Regional College Business.</p>	<p>1.2</p> <ul style="list-style-type: none"> • There is regular communication and meetings by the Principal and Chair direct with stakeholders, ie. MSPs, MPs, SoSe, D&G Council, SFC, Crichton Trust, which are noted in reports to the Board and others as required. • The Principal is a Trustee for JISC and a member of Artificial Intelligence Leadership Circle. The Chair is a member of SFC and SPA. Both incorporate key messages in regular Board Reports. • Principal produces monthly briefings for all staff, and regularly hosts listening lunches, staff meetings and Managers 	<p>1.2 May 23</p>	<p>Complete and ongoing</p> <p>Complete and ongoing</p>

Board Development Plan 2022-23

Board Development Plan 2022-23				
Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
	1.3 Develop/Maintain links with other Stakeholders	<p>meetings to share information. A monthly Business Newsletter is also being produced. Briefings and Newsletter to be shared with Board Members.</p> <ul style="list-style-type: none"> The Chair to the Board has monthly meetings with SIM and Vice Chair. <p>1.3</p> <ul style="list-style-type: none"> Guest speakers to be invited to attend BoM and strategy days. Increased collaboration across the South of Scotland – Chair of the Board to follow up 	<p>1.2 Monthly</p> <p>Ongoing</p>	<p>Business Newsletter is sent to BoM</p> <p>Monthly meetings continue</p> <p>Guest speakers invite to Strategy Day – Bill Webster, Bolton College Paul Smart, CDN Catherine McWilliam IoD</p>
2. STUDENT EXPERIENCE	2.1 Ensure effective use of student members of the board	<p>2.1</p> <ul style="list-style-type: none"> Encourage reporting from SA on the effectiveness of the college to improve student voice. Student Association Constitution was reviewed and approved in 2022. 	August 2023	Refer to SA Report Mar23

Board Development Plan 2022-23

Board Development Plan 2022-23				
Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
		<ul style="list-style-type: none"> Continued consideration of student satisfaction surveys. Continued monitored of PIs in respect of retention. New student members to meet with the Board Chair and Board Secretary to undertake induction training and training opportunities are taken up. Board to have more, links with staff and students – involve both in strategy days – staff and students attended the induction part and strategy days and board members enjoyed a walkaround meeting staff and students in the process. Consider regular presentations from staff/staff reps at L&T meetings – to follow up with LT Chair and D Dickson. 	<p>Ongoing</p> <p>Annually</p>	<p>Surveys are presented to L&T</p> <p>Reported to L&T and the BoM</p> <p>To be agreed at BDC and arranged for Aug23</p> <p>Bd members have attended Dfs and Str graduations</p> <p>To be discussed at BDC Jun23</p>
3. ACCOUNTABILITY	<p>3.1 Board Meetings</p> <ul style="list-style-type: none"> Review board agendas to make best use of time by 	<p>3.1</p> <ul style="list-style-type: none"> All Terms of References were reviewed in April 2022 as part of the annual 		

Board Development Plan 2022-23

Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
	<p>ensuring papers for decision or substantive discussion come first and papers for noting are not discussed .</p> <p>3.2 Risks – The board must regularly review the risks to the College to ensure sustainability and incorporate/delete from the risk Register.</p>	<p>Evaluation process. Business Schedules for each committee have been created in line with strategic aims and legislative requirements to improve the effectiveness of meetings. This will continue to be monitored and reviewed.</p> <ul style="list-style-type: none"> • Papers for noting are not discussed unless a specific question arises. <p>3.2</p> <ul style="list-style-type: none"> • Further consideration has been given to the risk strategy and the 3 Lines of Defence have been added to each risk on the Risk Register showing mitigations and monitoring. Audit Committee continues to conduct deep-dives into individual risks. • Individual Chairs to discuss their risks and consider for recommendation to Audit that these are now closed and can be removed from the Risk Register. • All Board paper cover sheets have been updated to include strategic implications and risks. 	<p>May 2023/24</p> <p>Agreed BoM Aug 22</p>	<p>Complete and Ongoing annually</p> <p>Complete</p> <p>Complete</p>

Board Development Plan 2022-23				
Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
4. BOARD EFFECTIVENESS	4.1 Board Skills, Diversity and Succession Planning	4.1 <ul style="list-style-type: none"> The Chair will undertake 1-1 development and review sessions with board members in May as part of the self-evaluation process. This will highlight individual development requirements. Attention will be made to changes of terms of appointment and tenure. Halfway review carried out in done in Nov and full year by May 2023. 	To be reviewed May 23	Complete – May 23
	4.2 Board member Development	4.2 <ul style="list-style-type: none"> Members to consider 'Chair-shadowing' to ensure succession and development as discussed at the Bd Dev Committee in January 2023. Claire McLean is now E&D champion for the board and she will attend the E&D Forum meetings which are held quarterly. The Chair of FGP Committee will meet with new board members to discuss the finance model and position of the college. 	May 2023 Quarterly Arrange for Mar/Apr 23 Ongoing	To be discussed at BDC 6/23 Complete Completed in May 23

Board Development Plan 2022-23

Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
	<p>4.3 Continued work towards better financial reporting and reporting of business intelligence data, PIs and trends necessary for decision making.</p>	<ul style="list-style-type: none"> All Chairs will encourage committee members to participate and have their say in discussions and decision making. A skills audit refresh will take place for non-executives as part of the upcoming self-evaluation process. A skills review will be discussed at the Bd Dev Comm in June 2023 with consideration to be given to recruit a member with financial expertise. Consideration to be given to bringing on TU Observers onto the board before full implementation in August 2023. HR sub committee to be considered and held 1 hour before FGP to ensure a thorough coverage of People element. <p>4.3</p> <ul style="list-style-type: none"> The Board continue to work to refine reporting. Data driven information is necessary for informed decisions and systems need to be in place to provide the correct and timely information. 	<p>May 23</p> <p>Jun 23</p> <p>BoM Mar 23</p> <p>Ongoing</p> <p>Annually</p>	<p>Updated with new members but needs to be revisited for longer term members</p> <p>Full implementation will take place Jan24. Consideration to Observers discussed at BDC HR Sub Committee approved by BoM March 23 – to be implemented in Aug 23</p> <p>Complete</p>

Board Development Plan 2022-23				
Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
	4.4 Board Self evaluation	4.4 <ul style="list-style-type: none"> Board self-evaluation is conducted annually. The overall feedback from the recent review has been positive in all areas. Comments and actions have been reported to the BoM in Mar 23. 		
5. INDIVIDUAL EFFECTIVENESS	5.1 Board training <ul style="list-style-type: none"> CDN mandatory Induction Training 	5.1 <ul style="list-style-type: none"> New online events announced by CDN have been communicated to Board members and new opportunities will be communicated as they arise. A list of completed courses/events/workshops undertaken by the Chair, board members and board secretary are highlighted in the Self Evaluation Report for 2021-22 and reported to the BoM Mar 23. All Board members have completed their CDN Induction Training. CDN Remuneration Training – 2 members are yet to complete. 	Ongoing March 2023 June 23	Complete This has also been updated in report to BDC 6/23 Complete All members have completed Rem Trg

Board Development Plan 2022-23				
Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
	<p>5.2 Board member induction</p> <ul style="list-style-type: none"> New members underwent an induction session as part of the Strategy Event in August 	<ul style="list-style-type: none"> College mandatory training by board members– GDPR, Cyber Resilience, Safeguarding and E&D Links to these training events will be distributed by the board secretary on a rolling basis. Reminders to be sent to members who have not completed the GDPR training. <p>5.2</p> <ul style="list-style-type: none"> Feedback from new members in respect of their induction session has been positive. A presentation from ELT was provided and they had the opportunity to take a guided walk around the college and meet staff and students. Face to face inductions will continue. 		
6. RELATIONSHIP & COLLABORATION	6.1 Increase collaboration and partnership working across south of Scotland.	<p>6.1</p> <ul style="list-style-type: none"> Contacts have been made with UWS, UoG to discuss partnership working. The UWS has now relocated to the College on Dumfries. 	Ongoing	Complete
	6.2 Ensure board members are invited to external events.	<p>6.2</p> <ul style="list-style-type: none"> Board members are invited to a variety of events including Award Ceremonies, 		Complete

Board Development Plan 2022-23

Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
	6.3 Encourage stakeholders to attend board meetings and strategy event.	graduation ceremonies, Ministerial visits and these have been well attended. 6.3 <ul style="list-style-type: none"> • The Wheatley Group have been invited to attend the Board meeting in March 23. • External stakeholders are invited to participate in board Strategy days. 		Complete

L Grierson
Board Secretary

L

MEETING	BOARD DEVELOPMENT COMMITTEE
Agenda Item:	5
Paper No:	BDC0623-5.1

Date	19/06/2023
Location	Dumfries Campus
Title of Paper	Standing Orders
Presented By	L Grierson
Recommendation	Discussion
Appendix Attached	Yes
Disclosable Under FOISA	YES

Read Time: 5 mins

1. Recommendation

- The Board Development Committee is asked to consider and review the Standing Orders make recommendations to the full board on whether to adopt them in full or in part.

2. Executive Summary

- 2.1 The Articles and Governance Handbook incorporates the Constitution and Standing Orders, Scheme of Delegation, Terms of Reference, and the Code of Conduct. Once approved, these will be added to the Articles and Governance Handbook and submitted for Board approval.
- 2.2 The Board of Management is required to amend its Constitution to reflect recent legislative changes. At its meeting in December 2022 the Board approved changes to the Terms of Reference of its committees and in June 2022 the Board adopted the new Code of Conduct. These are now incorporated into the Handbook.
- 2.3 The Good Governance Steering Group has reviewed the Standing Orders, which are undernoted for your consideration.

3. Context

- 3.1 Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.
- 3.2 The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

4 Review

The Standing Orders shall be revised at least every three years. This shall not preclude a review being conducted before such time, should it be considered necessary by the Board of Management, or to bring the Standing Orders into line with changes in legislation, regulation, or official direction or guidance.

5. Standing Orders (The current SOs are attached at Appendix 1)

Standing Orders of the Board of Management of Dumfries and Galloway College

Preamble

- 3.1 Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.
- 3.2 The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.
- 3.3 The Standing Orders were adopted by the Board on [Date] and come into effect on [Date]. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

1 Meetings of the Board and Committees

- 1.1 The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions and at such times, places and frequency as the Board determines.
- 1.2 The Governance Professional shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3 Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 1.4 Board and Committee meetings shall be called giving no less than five working days' notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days' notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than two working days' notice.

2 Quorum and Voting Rights

- 2.1 The quorum for a meeting of the Board or Committee shall be no less than one half of the members entitled to vote at such a meeting.
- 2.2 If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.
- 2.4 A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 2.5 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 2.6 In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:
 - The Governance Professional/ Board Secretary shall email all Board members outlining the decision required, together with relevant briefing information.
 - A quorum, as defined in 2.1 of these Standing Orders, must have replied to the email.
 - The Governance Professional/ Board Secretary shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe.

- Any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.
- 2.7 Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 2.8 No-one shall be entitled to tender his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.
- 2.9 No proposal nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding six months unless:
- it is moved by the Chair
 - in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

3 Attendance at Board and Sub Committee Meetings

- 3.1 The Governance Professional/ Board Secretary shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.
- 3.2 It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote.
- 3.3 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Governance Professional/ Board Secretary shall be present at the meeting unless requested by the Chair to leave. Where the Governance Professional/ Board Secretary is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

4 Agenda

- 4.1 The Governance Professional/ Board Secretary in consultation with the Chair and Principal shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Governance Professional/ Board Secretary no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The

Governance Professional/ Board Secretary shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.

4.2 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.

4.3 The order of business shall be:

- Apologies for absence
- Declarations of any Potential Conflicts of Interest in relation to any agenda items
- Approval of the minutes of the previous meeting
- Matters arising
- All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
- Date of the next meeting(s).

4.4 All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.

4.5 The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

5 Board and Committee Papers

5.1 Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Governance Professional.

5.2 The Governance Professional/ Board Secretary shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, the Governance Professional/ Board Secretary shall advise members of this and advise of the reason for the delay and when papers might be expected.

6 Minutes of Board and Committee Meetings

6.1 In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.

6.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled 'draft'.

6.3 Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled 'unapproved circulated'.

6.4 The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute which shall be labelled 'final version'.

- 6.5 The Governance Professional/ Board Secretary shall be responsible for ensuring that a final version of the minutes is securely retained.
- 6.6 The Governance Professional/ Board Secretary shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.
- 6.7 In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.
- 6.8 Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.
- 6.9 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, unapproved circulated or final version.

7 Establishment of Committees and Sub-Committees

- 7.1 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, references in these Standing Orders include Sub-Committees.
- 7.2 A Committee shall consist of at least three Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.
- 7.3 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

8 Appointment of Vice Chair

- 8.1 A Vice Chair shall be appointed by the Board from amongst its members.
- 8.2 In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

9 Appointment of Senior Independent Member

- 9.1 A Senior Independent Member shall be appointed by the Board from amongst its members.
- 9.2 The Senior Independent Member shall undertake the role as detailed within The Guide for Board Members in the College Sector.

10 Suspension of Standing Orders

- 10.1 These Standing Orders may be suspended when at least two-thirds of the members present entitled to vote agree to such a motion.

11 Confidentiality

- 11.1 All Board Members have privileged access to confidential information and must comply with the requirement to keep any such information private.
- 11.2 Confidentiality requirements are set out more fully under paragraphs 3.22-3.25 of the Code of Conduct.

12 Co-options

- 12.1 The Board may co-opt members to any of its Committees. Co-opted members shall, not, however, have voting rights.

L Grierson

Secretary to the Board

APPENDIX 1

3. CURRENT STANDING ORDERS**Executive Summary**

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

Purpose and Powers

- 3.6 The Board of Management shall have the duty to manage and conduct the business of the College in accordance with the terms of its statutory responsibilities and, in particular, ensure that it provides suitable and efficient further and higher education to students at the College.
- 3.7 The Board has the responsibility for the appointment of the College Principal, and for the conduct of any disciplinary or other action taken against the Principal as the result of an allegation of misconduct or the investigation of a grievance. It shall put in place suitable arrangements for monitoring his/her performance.
- 3.8 The Board shall delegate to the Principal, as Chief Executive, authority for the academic, corporate, financial, estate and human resource management of the College, and shall establish and monitor such management functions as shall be undertaken by and under the authority of the Principal.
- 3.9 The Board has powers to:
- charge fees;

- provide assistance of a financial or other nature (including waiving or granting remission of fees unless specifically prohibited by legislation from doing so);
 - receive any property, rights, liabilities and obligations transferred under the 2013 and 1992 Acts and to acquire property for the College's benefit;
 - provide facilities of any description appearing necessary for the managing of the College's activities;
 - subject to Section 11 of the 2013 Act and with the written consent of the Scottish Ministers, to dispose of property;
 - supply goods and services; and enter into contracts, including staff contracts and the supply of goods and services necessary for the management of the College's activities;
 - to form or promote or join with any other person in forming or promoting companies (within the meaning of the Companies Act 2006);
 - subject to the terms of the Financial Memorandum with the Scottish Funding Council, to borrow such sums as it sees fit; invest such sums as are not immediately required by the Board for the purpose of carrying out the College's activities; and raise funds and accept gifts of money, land or property and apply it to the purpose of carrying out College activities.
- 3.10 The Board may, having particular regard to any requirements laid down by the Scottish Funding Council with respect to financial management, delegate the performance of its functions to its Chair or any Committee appointed by it or any member of its staff with the exception of the items mentioned in 4.7, and in particular the following:
- the determination of the educational character and mission of the College;
 - monitoring and review of College systems and procedures;
 - approval of annual estimates of income and expenditure;
 - ensuring solvency of the College and safeguarding its assets;
 - approval of the College's Strategic Plan/Regional Outcome Agreement; and
 - appointment and dismissal of the Principal
 - appointment and dismissal of the Secretary to the Board of Management
- 3.11 The Board may pay to Board members such allowances and expenses as they may determine subject to any criteria issued from time to time by the Scottish Ministers.
- 3.12 The Board shall not without written consent of the Scottish Ministers:
- borrow money from any source other than within the limits established by the Scottish Funding Council;
 - give a guarantee or indemnity or create any trust or security over or in respect of the College's property; nor
 - effect a material change in the character of the College.
- 3.13 The Board may be given direction of a general or a specific character by the Scottish Government or the Scottish Funding Council or its equivalent, with regard to the discharge of its functions, and it is the duty of the Board to comply with any directions given.
- 3.14 The Board has a duty to keep proper accounts which shall be prepared and audited in accordance with the requirements of the Scottish Funding Council.
- 3.15 Subject to the responsibilities of the Board, the Principal is responsible for the executive management of the College, including its financial management, internal organisation and discipline.

Appointment of Chair, Senior Independent Member (SIM) and Vice-Chair

- 3.16 The Chair is appointed by Scottish Ministers. The appointment is regulated by Public Appointments Commissioner. Remuneration is determined by Scottish Ministers. The period of appointment of the Chair shall be four years from their date of appointment or as otherwise determined by Scottish Ministers. Scottish Ministers can thereafter extend the appointment for a single period of up to 4 years.
- 3.17 The board will appoint one of the non-executive members to be the Senior Independent Member (SIM) to provide a sounding board for the chair and to serve as an intermediary for the principal, other board members and the board secretary when necessary. The senior independent member should also be available where contact through the normal channels of chair, principal or secretary has failed to resolve an issue or for which such contact is inappropriate. Further information on the role of the senior independent member can be found in [The Guide for Board Members in the College Sector](#). The period of appointment of the SIM shall be three years from their date of appointment or as otherwise determined by the Board from time to time.
- 3.18 The Senior Independent Member (SIM) may at any time by notice in writing to the Secretary to the Board, resign their respective offices as SIM, and/or from the Board itself.
- 3.19 At the first meeting following the expiry of their term of office, or following their resignation, the Board shall appoint a new Senior Independent Member (SIM), as the case may be, from amongst their number for a period in line with the arrangements set out in Section 3.17 above.
- 3.20 When the Senior Independent Member (SIM) ceases to be a member of the Board, he or she shall cease to be the SIM.
- 3.21 The board may appoint a Vice-Chair who will be a non-executive member and who may substitute for the Chair in the conduct of Board meetings. When deputising for the Chair, the Vice Chair shall have the authority the Chair would have under the Standing Orders of the college. The period of appointment of the Vice-Chair shall be three years from their date of appointment or as otherwise determined by the Board from time to time.
- 3.22 In the event of the Chair resigning their office, the Vice Chair will assume the role of acting Chair until such time as the Scottish Ministers appoint a new Chairing Member.
- 3.23 If both the Chair and Vice Chair are absent from any meeting of the Board, the Board members present shall choose one of their numbers to act as Chair for the meeting.
- 3.24 The Vice Chair may at any time by notice in writing to the Secretary to the Board, resign their respective offices as Vice Chair, and/or from the Board itself.
- 3.25 At the first meeting following the expiry of their term of office, or following their resignation, the Board may appoint a new Vice Chair, as the case may be, from amongst their number for a period in line with the arrangements set out in Section 3.21 above.
- 3.26 When the Vice Chair ceases to be a member of the Board, he or she shall cease to be the Vice Chair.

Membership

- 3.27 The Board shall consist of no fewer than 15 or more than 18 members. The Board shall comprise:
- a) The Regional Chair as appointed by the Scottish Government;
 - b) the Principal or Acting Principal of the College;
 - c) a person being elected by the academic staff of the college from among their own number;
 - d) a person being elected by the support staff of the college from among their own number;
 - e) two persons being appointed by being nominated by the Students' Association of the college from among the students of the college; and
 - f) between 9 and 12 other persons appointed by the Board. (These members will be known as 'non-executive' members)
- 3.28 Arrangements for any elections to the Board shall be delegated to the Secretary to the Board
- 3.29 The Board shall appoint a Secretary to the Board:
- to support its members in maintaining the highest standards of governance;
 - to be responsible for advising the Chair, Board, Committees and individual members on Board of Management constitution, remits, procedures, protocol, membership and statutory requirements; and
 - to be responsible for the administration arrangements of the Board.
- 3.30 Board members (except the Principal) may resign at any time, by giving notice in writing to the Chair or the Secretary to the Board.
- 3.31 Board members who are members of staff (including the Principal) or students of the College cease to be Board members if they cease to be staff or students of the College.
- 3.32 Upon the vacancy, or expected vacancy, amongst the Board members (not staff or student representatives) it is for the Board to select and appoint a person to fill the vacancy in line with College Sector Board Appointments: 2014 Ministerial Guidance.
- 3.33 Without prejudice to the rights of any Committee to co-opt members from time to time, the Board may from time to time co-opt persons to any Committee and may at any time revoke such co-option. Any person co-opted to any Committee may attend any meeting of that Committee and take part in that Committee's discussions. Co-optees may not chair any Committee, nor may they vote in any decisions determined by a vote of any Committee, but they shall in all other respects have equivalent status to Committee members.

Terms and Tenure of Office

- 3.34 A member of the Board (other than the Principal or Students' Association nomination) shall hold office for a period of up to four years.
- 3.35 Board members who have been absent without reasonable excuse from the Board for more than six months may, by resolution of the Board and notice in writing from the Chair, be removed from the Board.
- 3.36 Board members will not normally have their periods of office extended and will reapply for Board membership at the end of their period of tenure. Where an extension of appointment is considered this will happen once and for a period of up to 4 years.
- 3.37 Individuals who are disqualified from being a charity trustee under Section 69 of the Charities Act or have failed to pass the Disclosure Scotland Protecting Vulnerable Groups Scheme

check under the Protection of Children (Scotland) Act 2003 are ineligible to be a Board Member.

3.38 Board Members shall, at all times comply with:

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

Meetings

3.39 Meetings of the Board shall be quorate if 9 or more members are present. The 9 members must include the Regional Chair plus 4 'non-executive members'; or in the absence of the Regional Chair, 5 'non-executive members'.

3.40 The Chair shall be responsible for the general conduct of meetings and shall:

- preserve order and ensure every member has a fair hearing;
- decide upon all matters of order, competency and relevancy; and
- determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.

3.41 The ruling of the Chair on all matters within his/her jurisdiction as Chair is final.

3.42 In the case of an equality of votes at any meeting of the Board, or Committee, the Chair or, in his/her absence, the Vice Chair shall have a second or casting vote.

3.43 The Board shall meet at least four times per year and will hold such other meetings as the Chair deems necessary.

3.44 Notification to Board members of the time and place of the meeting and a copy of the agenda will be sent to Board members at least seven days in advance of the meeting, or if the meeting is convened at a shorter time, then at the time it is convened. The Board will publish agenda, minutes and accompanying papers on the College website immediately following the minute of the meeting being approved.

3.45 The order of business will be determined at the start of the meeting and will generally follow the format contained in the agenda accompanying the notice calling the meeting. Matters to be raised under 'Any Other Business' should be notified to the Chair or the Secretary to the Board prior to the meeting. Any such matters may, subject to the approval of the Chair or in his/her absence, the Vice Chair, be considered by the Board.

3.46 A Special Meeting of the Board may be called at any time by the Chair or by a request in writing of any six or more Board members. If there are matters requiring urgent attention, the period of written notice convening a meeting may be less than five days.

3.47 If any Board member disregards the authority of the Chair or displays obstructive or offensive conduct, that Board member may be suspended for the remainder of the meeting.

3.48 After each Board meeting, the draft minutes shall, as soon as practicable after each meeting, be submitted to the Chair for consideration in the first instance. Minutes will then be submitted to the next meeting for approval.

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

Proceedings and Publication of Board Papers

- 3.56 The Secretary to the Board shall arrange for meetings to be minuted.
- 3.57 The Board may regulate its own proceedings and those of any Committee appointed by it. The validity of any proceedings of the Board or of any Committee appointed by them shall not be affected by any defect in the appointment of any member of the Board - or any member of such Committee or by a vacancy amongst the members of the Board. The Board shall make available on the College website, copies of the documents to which this sub paragraph applies:
- the agenda for any meeting of the Board or any Board Committee;
 - the minutes of such meeting as agreed by the Board or as the case may be, the Committee; and
 - any report or document considered by such meeting.
- 3.58 There may be excluded from any item required to be made available under paragraph 3.57 above, any material relating to:
- a named person employed at or proposed to be employed at the College
 - a named student at, or candidate for admission to, the College
 - information relating to any particular applicant for, or recipient or former recipient of, any service provided by the College

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

Compliance with Freedom of Information Act

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

Committees

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

3.61 The Chair of the Board may attend any meetings of any Committee (other than the Audit Committee, which he/she may only attend by invitation) but may not vote unless they are members of the Committee.

3.62 The Principal may attend any meetings of any Committee (other than the Audit Committee and the Board Development Committee, which he/she may only attend by invitation) but may not vote unless they are members of the Committee.

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

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

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

- Audit Committee
- Finance and General Purposes Committee
- Human Resources Committee

- Learning and Teaching Committee
- Remuneration Committee
- Board Development Committee.

3.66 The Board shall determine the minimum number of meetings of each Committee and general arrangements for meeting dates. The Board will also set out membership arrangements for each Committee (see Section 6 below). Committees shall determine or advise the Board on any matters which the Board remits to them.

3.67 Minutes of meetings of Committees of the Board shall be presented to the next available meeting of the Board. This sub-paragraph shall not apply to any document or part thereof which relates to matters covered by 3.58 above. Where appropriate, however, a separate confidential report on any such items may be submitted to the Board.

3.68 Terms of reference for the Board and its Committees are detailed in section 6 of this Manual.

Board Members' Interests

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

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

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

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

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

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

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

Confidentiality of Information

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

- 3.75 Papers and reports shall not be divulged or disclosed to anyone prior to the meeting of the Board. Papers, discussion and decisions agreed by the Board to be confidential shall be separately minuted and shall not be made available to anyone other than members of the Board and the Secretary to the Board.
- 3.76 In particular, but without limitation, Board members must treat the following information as confidential and must not divulge or disclose any such information to any third party:
- personal information held about individuals;
 - information relating to a person who is, has been, or is likely to be a student of the College;
 - matters related to or concerned with legal disputes or actions concerning the College;
 - any information the disclosure of which is prohibited by anything in any enactment (including, but not limited to, the 1992 Act and any enactment contained in a subordinate instrument) or rule of law;
 - matters relating to the business of the College, its transactions and financial affairs;
 - matters relating to the business of the College's funders, partners, contractors and other third parties with which the College has or may have business or commercial relationships; and
 - matters which are identified by the Board as being confidential or which, given their nature, may be regarded as being confidential to the College.

Suspension, Alteration and Review of Constitution and Standing Orders

- 3.77 Any one or more provisions of the Constitution and/ or the Standing Orders may be suspended, except where such suspension might lead to an action contrary to law, provided that at least two thirds of the members' present vote to do so.
- 3.78 No alteration of the Constitution and/ or the Standing Orders shall be made without notice of any proposed alteration having been given in the notice calling a meeting at which the alteration is to be considered and a majority of the Board members present and voting at such meeting voting in favour of the alteration being made and adopted.
- 3.79 The Board shall, at least once every three years, review the terms of the Constitution and the Standing Orders in order to determine whether any amendments and/ or additions should be made thereto.

MEETING	BOARD DEVELOPMENT COMMITTEE
AGENDA ITEM:	6
PAPER NO:	BDC0623-6.1

Date	19 June 2023
Location	MS Teams On-line
Title of Paper	Committee Self Evaluation
Presented By	L Grierson
Recommendation	Discussion
Appendix Attached	No
Disclosable Under FOISA	NO

1. Recommendation

- 1.1 The Board Development Committee is asked to **discuss** and jointly complete the self-evaluation form.

2. Executive Summary

2.1 The Board of Management is required under the Code of Good Governance for Scotland’s Colleges (section D.23) to self-evaluate annually its performance and effectiveness against its overall duties and responsibilities. Compliance with the Code is a condition of grant awarded by SFC. The implementation of robust self-evaluation processes will ensure that governance arrangements are compliant with the Code of Good Governance.

3. Context

3.1 Due to a review of the agenda cycle and terms of reference, the Annual Self-Evaluation process will now be conducted in May of each year, and as part of the process, 1-1 reviews with board members, the Chair and Board Secretary have taken place in May 2023.

3.2 The Committee is asked to consider and complete the Committee Self-Evaluation form jointly at the end of the Committee meeting, to reflect business over the last academic year 2022-23.

3.3 The Board development plan will be populated with actions taken from the self-evaluation documentation and 1-1 meetings.

4. Strategic Implications

4.1 Board effectiveness will impact on all priorities within Ambition 2025.

5. Risk

5.1 No risks associated with this paper.

6. Implications

Financial	NO	
Legal	NO	
Learning and Teaching	NO	
Equalities	NO	

Lorraine Grierson
 Secretary to the Board
 12 June 2023



BOARD DEVELOPMENT COMMITTEE SELF-EVALUATION

(to be completed by Committee Members collectively)

Date:

Section	Yes	No	N/A	Comments/Action
Composition, Establishment and Duties of the Committee				
Does the Committee meet regularly in accordance with the Board Standing Orders?	Yes			Scheduled to meet 2 x pa, however additional meetings would be scheduled if necessary.
Does the Committee consistently have a quorum?	Yes			
Do all Committee members attend meetings regularly?	Yes			
Does the Committee have enough members?				
Does at least one of the Committee members have a background relevant to the remit of the Committee?	Yes			
Have new Committee members received all necessary training?				
Does the Committee report regularly to the Board?				

Section	Yes	No	N/A	Comments/Action
Terms of reference				
Does the Committee have written terms of reference?				
Do the terms of reference include all aspects of the Committee's role?				
Does the membership of the Committee need to be changed?				
Are the terms of reference adopted by the full Board and reviewed annually?				

Section	Yes	No	NA	Comments/Action
Compliance with the Law and Regulations				
Does the Committee have a mechanism to keep it aware of topical legal and regulatory issues?				

Section	Yes	No	NA	Comments/Action
Internal Control				
Does the Committee monitor to ensure that risk is controlled?				
Does the Committee regularly review relevant strategic plans?				
Does the Committee consider the level of detail and information it receives appropriate?				
Are appropriate internal performance measures monitored by the Committee?				
Is the Committee addressing all matters delegated to it by the Board and under its terms of reference?				

Section	Yes	No	NA	Comments/Action
Administrative arrangements				
Does the Committee have an independent secretary?				
Are Committee papers distributed in sufficient time for members to give them due consideration?				
Are Committee meetings scheduled prior to important decisions on specific matters being made?				
Is the timing of Committee meetings discussed with all involved?				