Dumfries and Galloway College
One step ahead

Status: Approved

Board of Management Meeting

Minute of Meeting held on 02 October 2023 @ 1500 hrs Dumfries Campus

Present:		
Caroline Stuart (CS) - Chair	Jamie Ross (JR)	Susan McLellan (SMc)
Sue Irving (SI)	Claire McLean (CMc)	Ann Hill (AH)
Joanna Campbell (JC) Principal	Sharon Hodgson (SH)	Richard Nash (RN)
Kate Glendye (KG)	Malcolm MacLeod (MMac)	Gillian Brydson (GB)
Adnan Dogrultan (AD)	Annette Camerson (AC)	
In attendance:		
Douglas Dickson (DD) – Depute Principal	Karen Hunter (KH) – Executive Director of Finance	Lorraine Grierson (LG) – Board Secretary
Joe McGraw (JM) – Vice Principal People and Transformation	Mary Cheetham (MC) – Note taker	Paul Smart (Item 6)
Apologies:		
Will Dowson (WD)	Eddie Black (EB)	

1. <u>Welcome and Apologies for Absence | Verbal | Chair C. Stuart</u>

1.1. The Chair welcomed everyone to the meeting. The meeting was confirmed as quorate.

1.1.1 Apologies were received as noted above.

1.2 <u>Declaration of Interest and Connections | Verbal | Chair C. Stuart</u>

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

FOR APPROVAL

2. <u>Minutes of Previous Meetings and Matters Arising</u>

2.1 <u>Minute of Meeting held 16 June 2023 | Paper 2.1 | Chair C. Stuart</u>

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

2.1. **Action Log | Paper 2.2 | L. Grierson**

- LG provided an update on the progress of current actions, confirming all actions were noted as closed.
- **The Board noted the update to the Action Log.**

FOR DISCUSSION

3. Chair's Report (Calendar, Rev of Comm Membership, Development Plan)| Paper 3.1 | C. Stuart

3.1 The Chair updated the Board on notable activities undertaken in the period since the last meeting on 16 June 2023.

3.2 The Chair confirmed that a message from Audit Scotland in September raised concerns about Scotland's substantial overtrading and identified a £1 billion budget deficit. The message emphasised the need for significant changes, particularly in resizing the public sector. The infrastructure report also highlighted financial constraints, suggesting that maintaining funding at the current level would be beneficial, especially concerning environmental matters.

3.3. …

3.4 The Chair extended a warm welcome to the new Student Association President, Adnan Dogrultan and Vice President, Annette Cameron.

3.5 Committee Membership

3.5 CS informed the Board that all the necessary elements are now in order and committee memberships have been refreshed and asked for approval.

3.6 RN inquired about JC's attendance during the F&GP committee meeting, leading to a discussion about the necessity of having a minimum of three members in the TOR for committees. LG highlighted that JC is classified as an executive member, but CS is classified as non-executive member to ensure the meetings would be quorate.

3.7 **The Board approved the Committee Membership.**

3.8 Board Calendar

3.8.1 The Board schedule of meetings for the 2024-25 period was discussed, and the Chair suggested the possibility of the face-to-face meetings for the Board commencing earlier to accommodate all members completing their mandatory training. There was agreement that a 1.30 pm start for training, followed by a 2 pm start for the Board, would be suitable.

3.8.2 The Board approved the 2024-25 Calendar.

4. Principal's Report | Paper 4.1 | J. Campbell

4.1. The Principal assumed the paper had been read and proceeded to reiterate a few key highlights in terms of opportunity and challenges. She explaining the main opportunity is for reform. The Minister for Further and Higher Education visited the college on 8th August which has resulted in follow up from officials on Mental Health and Wellbeing for our students. … and as new appointed Chair of CPG, there has been a lot extensive ministerial discussions, and engagement with various offices. …

4.2. …

4.3. …

4.4. …

4.5. …

4.6 SI raised questions about the results of interactions with politicians and whether any changes or progress have been achieved. JC explained that discussions had taken place with MSPs and engagement with students at Parliament had occurred.

4.8 …

4.9 …

5. <u>Education Reform | Paper 5.1 | D Dickson/J. Campbell</u>

5.1. Confidential

5.9 GB joined the meeting at 1542 hours.

5.10 PS joined the meeting at 1545 hours.

6. <u>UWS Summary Report with Paul Smart | (for noting)| Paper 6.1 | P. Smart</u>

6.1 Confidential

6.7

6.10

6.13 The Board noted the paper.

7. <u>Performance Report (include Workforce 25, Service Redesign, Commercial and Stranraer summaries) | Paper 7.1 | D. Dickson/ J. McGraw/ K. Hunter</u>

7.1. Confidential

7.3 **ACTION KH to provide financial income/expenditure costs for the next Board Meeting**.

7.4 **ACTION: a detailed report covering the direction, cost-saving strategies to be brought to the next board meeting.**

7.5 The Board approved the Voluntary Severance Scheme Application.

8. Student Association Report | Paper 8.1 | A. Dogrultan

8.1. AD provided the Board with an update of the Student Association activity since the last Board meeting.

8.2 SA President explained the welcome day sessions had gone well and had allowed any incoming students to have a tour of the campus facilities and to familiarize themselves with where their classes will be. They were also able to access support services such as Student Advisors, Admissions, Funding etc.

8.2. AD outlined his plans for progress, which encompassed appointing a new class representative, arranging meetings, hosting an information week, establishing a suggestion club, launching a football club, and orchestrating a Halloween night for students with prizes for the best-dressed participants.

8.3. The committee enquired as to whether there would be any linkage with UWS and Glasgow Universities, but KG advised not at this time, as there is budget constraints.

8.4 RN declared a declaration of interest due to the fact his wife works for the University of Glasgow in support services.

8.5 JC mentioned the Active Campus Coordinator role and highlighted that it's funded by Sport Scotland for a two-year duration. They are collaborating closely with the SA President and have committed to working with UWS and the University of Glasgow.

8.6 The Chair enquired about any notable initiatives to support students. KG mentioned the ongoing Hear for You campaign, which includes free food and support from Morrisons.

9. Board Evaluation Report | Paper 9.1 | L. Grierson

9.1 The Board Secretary noted the paper as read and asked the Board for questions. LG advised that the board evaluation questionnaire should be reviewed at the next Board Development Committee to consider adding a question re effectiveness of Committee Chairs and key business over the past year.

9.2 The Chair spoke about training for Board Members and hoping to provide mandatory training sessions before the start of each board meeting.

9.3 The Board discussed Co-opted members and LG explained that a co-opted committee member can sit on a Committee but cannot participate in decision-making. The Chair explained that a co-optee can be brought on to develop their board skills before becoming a member and LG confirmed that Co-option can be used for projects that require specific skills.

9.4 RN emphasised the importance of succession planning, especially with the prospect of people leaving in 2025, and to initiate the recruitment process early to stagger departure dates, which had been discussed at the Board Development Committee. The Chair advised that she would provide an update at the Christmas board meeting when there should be clarity about the skills required of new members.

9.5 In section 11.2, AH enquired about Appendix 1 – the Skills Matrix. LG clarified that this had been completed by all board members, but should be re-circulated to update

members skills.

9.6 **LG to reissue skills matrix for Updating**

FOR APPROVAL

10. <u>Strategic Risk Register | Paper 10.1 | L. Grierson</u>

10.1.1 The Strategic Risk Register was presented to the Board for approval and confirmed each risk had been reviewed by the Executive Team, the Committees, and Audit Committee.

10.1.2 There are 5 risks which are assigned to the Board of Management. There have been no changes to the scoring of these risks, however any amendment to mitigations is added below and the Board are asked to consider the status and any changes made.

10.1.3 FGP Committee Update

- No change to Risk 3.
- Risk 7: Failure to achieve industrial relations - **no change to rating but description has been amended to: Failure to achieve effective Industrial Relations through local dialogue/relationships and effect of national campaigns from trade unions.**
- Risk 7 was presented to Audit committee for deep dive discussion.

10.1.4 Audit Committee Update

- Risk 4: Financial Fraud – **no change to scoring, however 'Staff Training and sharing of good practice for emerging fraud risks' has been added to front line mitigations.**
- No change to Risk 11.

10.1.5 LT Committee – no change to Risks 8,9,10.

10.1.6 The Board Approved the Risk Register.

10.2 <u>Risk Appetite Annual Review Update | Paper 10.2 | J. Campbell</u>

10.2.1 JC acknowledged that the paper had been previously discussed at the Audit Committee and confirmed it was taken as read. JC confirmed the feedback had been incorporated and highlighted for the board.

10.3 The Board Approved the Risk Appetite.

11. <u>Finance Update</u>

11.1. **<u>Management Accounts - Year End Position | Paper 11.1 | K. Hunter</u>**

11.1.1 Confidential

11.1.7 **The Board approved the Management Accounts.**

11.2 <u>Student Association Accounts | Paper 11.2 | K. Hunter</u>

11.2.1 Confidential

11.2.4 **The Board approved the Student Association Accounts.**

11.3. **Annual Internal Audit Summary Report | Paper 11.3 | K. Hunter**

11.3.1 KH noted the paper as read and acknowledged it's a positive opinion and will form part of the Auditors report to the Board.

11.3.2 …

11.3.3 …

11.3.4 **The Board noted the Annual Internal Audit Summary Report.**

11.4. **Appointment of Internal Auditor | Paper 11.4 | | K. Hunter**

11.5. The Board was asked to approve the proposed Internal Audit Service procurement plan on the recommendation of the Audit Committee Meeting, which met on 19 September 2023. …

11.6. **The Board approved the recommended appointment process.**

12. Policies

12.1. **Risk Management Policy | Paper 12.1 | D. Dickson**

12.1.1 DD presented the Risk Management Policy to the Board for approval on the recommendation of the Audit Committee Meeting held on 19th September. Minor changes requested by Audit Committee have been made.

A query was raised regarding the wording of the scope which states that the Policy will be approved by Audit Committee, however the Terms of Reference and further in the Policy it states the Audit Committee will review, monitor and report to the Board. It was suggested, for clarity to amend the wording.

12.1.2 **The Board approved the policy with the above amendment.**

12.2. **ICT Security Policy and ICT Acceptable Use Policy | Paper 12.2 | J. McGraw**

12.2.1 JM presented the ICT Security Policy and ICT Acceptable Use Policy which had previously been approved at the F&GP Committee Meeting on 13 September 2023, with an action point to be added which has been done and closed.

12.2.2 It was asked that future amendments to Policies to be recorded on the first page of the paper for easy reference.

12.2.3 **The Committee approved the policy**

13. Regional Outcome Agreement | Paper 13.1 | D. Dickson

13.1 DD presented an overview of the Regional Outcome Agreement (ROA) for approval before sending it to SFC. This year's report follows a new format centred around a quality

assurance body. The last version was divided into two parts, with the first specifying parameters and the second reviewing data related to the ROA. The report is still a work in progress, with a submission deadline at the end of October, and it follows the format used in the previous two years.

13.2 …

13.4 The ROA to be circulated to the Board for any comments and submitted back to Depute Principal.

14. <u>Standing Orders and Governance Handbook| Paper 14.1 | L. Grierson</u>

14.1 LG presented the Constitution and Standing Orders for approval as well as the updated Articles and Governance Handbook, which should be reviewed every 3 years.

14.2 LG also informed the Board that the Standing Orders had been reviewed by the Board Development Committee, and they recommended approval based on the consolidation of the existing and new documents.

14.3 **The Board approved the revised Constitution and Standing Order and Articles and Governance Handbook.**

15. <u>Terms of Reference | Paper 15.1 | L. Grierson</u>

15.1. The Board was asked to approve the Terms of Reference for each of the Committees. These had been circulated to each Committee, reviewed and updated accordingly.

15.2. **The Board approved the Terms of Reference.**

FOR INFORMATION ONLY

16. <u>Health and Safety Report | Paper 15.1 | B. Currie</u>

16.1 The chair considered the paper as read. It was noted that there had been changes in the number of reported accidents, including one ongoing RIDDOR reportable incident.

16.2. JR enquired about the 17 near-miss incidents and how they compared to the previous year, to which JMcG replied that they were similar.

16.3. RN raised a concern regarding the positioning of health and safety (H&S) in the meeting agenda, as it was listed towards the end. RN suggested that H&S should be prioritised and discussed earlier in the agenda.

16.4 **Action - H&S to be prioritised and discussed earlier in future agendas.**

16.5 The Committee noted the Health and Safety Report.

17. <u>Committee Minutes</u>

17.1. **<u>Finance & General-Purpose Committee minute | Paper 17.1 | R. Nash</u>**

- The Committee noted the paper. RN praised Karen and her team for the contribution report, emphasizing its value in understanding the financial impact. He suggested

separating the budget from actuals and including comparatives. RN also noted that nuances in the report should be considered by the F&GP committee, highlighting the significance of this report in validating future conversations, particularly regarding compulsory redundancies.

17.2. **HR Sub Committee Minute | Paper 17.2 | C. McLean**

- The Committee noted the paper and CM confirmed that there was a large amount of work to be done, but it was a good start to the Committee.

17.3. **Learning & Teaching Committee minute | Paper 17.2 | S. Hodgson**

- The Committee noted the paper and SH confirmed she was impressed by the amount of work staff had been doing regarding the onboarding of students and that it was a very positive meeting.

17.4. **Audit Committee Minute | Paper 17.4 | G. Brydson**

- The Committee noted the paper and GB confirmed that there had been lengthy discussion around risk management ….

18. Any Other Business | Verbal | C. Stuart

- The Chair thanked everyone for a great start to the Academic Year.

19. Date of next meeting | Verbal | C. Stuart

19.1. The date of the next meeting is Monday 11 December 2023, Dumfries Campus with a 2pm start.

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Key
- Ongoing
- Closed
- Overdue

Board of Management Action Log 02.10.23

No	Meeting Date	Action	Lead	Deadline	Status	Commentary
1	16/6/23	SH agreed to provide JC with UKG contacts regarding Borderlands and the Local Authority	SH		Closed	This has been superseded and Borderlands is progressing.
2	16/6/23	The Principal's Report to be an overall Chief Executive Summary of top issues.	JC	Oct 23	Closed	Report style updated for 2/10/23 meeting
3	16/6/23				Closed	
4	16/6/23	Student feedback – a high level summary from the SA to be included in the BoM Performance Report.	DD	Oct 23	Closed	BoM agreed at their June meeting that the Student Satisfaction and Engagement Survey to be tabled annually at BoM for information. This has been added to the Board Business schedule.

No	Meeting Date	Action	Lead	Deadline	Status	Commentary
5	16/6/23	Risk Appetite paper to be revised in relation to wording for Net Zero and Student experience to change to Student Outcomes. To be brought to BoM after consideration at Audit Committee.	JC	Oct 23	Closed	On 2/10/23 BoM agenda. Presented to Audit Committee on 19th September.
6	16/6/23	Standing Orders and Governance Manual to be presented for approval	LG	Oct 23	Closed	On 2/10/23 BoM agenda.

MEETING	BOARD OF MANAGEMENT COMMITTEE
Agenda Item:	**3**
Paper No:	**BOM1023-3.1**

Date	25/09/2023
Location	Dumfries Campus
Title of Paper	Chair's Report
Presented By	C Stuart
Recommendation	Discussion
Appendix Attached	Yes
Disclosable Under FOISA	YES

Read Time: 3 minutes

1. Recommendation

1.1 The Board of Management are asked to **discuss** the contents of the paper and **approve** the changes to the Committee members, 2025 Calendar.

2. Executive Summary

2.1 The purpose of this report is to update the Board on the activities of the Chair during the period since the last Board meeting on 16 June 2023. This report covers activity during June to September 2023. The Board are invited to **discuss** the contents.

3. Context

3.1 Activities June – September 2023

3.1.1 Below are some of the key stakeholder engagements which I have undertaken in my capacity as Chair of Dumfries and Galloway College:

- Joanna Campbell
- Fiona McQueen – Chair Ayrshire College
- Colleges Scotland – think the Unthinkable
- SFC
- Ray McGowan – Chair Borders College

4 UWS

4.1 Following approval from Board, the Principal & VP UWS, JC and CS had dinner together in June. An outline timeline has been agreed with outline Business Case due early 2024**. ...**

5 Governance review

5.1 This is to begin in October - awaiting confirmation of date.

6 Board appointments

6.1 After due consideration at the Board Development Committee, membership has been refreshed as per attached sheet at Appendix 1. My grateful thanks go to the Board Secretary and all Board members for their commitment and support., I would ask you all to **approve** the changes to membership.

7 Board Calendar

7.1 The calendar for 2024-25 is attached at Appendix 2 for your **approval** with dates for your diaries.

8 Student Representatives

8.1 I was delighted to meet with our new student reps. The new President is Adnan Dogrultan and Vice President is Annette Cameron. I was massively impressed to hear all their ideas for the year ahead and the huge amount of activities ongoing currently to support students as they start the new term at College. On behalf of all members we are delighted to welcome you both to the Board and to working with you.

9 Board Training

9.1 In order to assist all members complete their mandatory training, it is recommended that the Board meetings will start 30mins earlier with training events to help with completion and time commitments. Further information will be forwarded in due course.

10 Board Action and Development Plans

10.1 The Embedding Best Practice Action Plan and Development Plan Updates are attached at Appendix 3 for your information.

11 Strategic Implications

11.1 All priorities within Ambition 2025.

12 Risk

Risk	Mitigations
n/a	

13 Implications

Financial	no	
Legal	no	
Learning and Teaching	no	
Equalities	no	

Appendix 1 – Reviewed Committee Membership Sep 2023

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 Susan McLellan (Staff Member) Kate Glendye (Staff Member) Adnan Dogrultan (Student Member) Annette Cameron (Student Member)	Gillian Brydson (Chair) Ann Hill Sue Irving Will Dowson Jamie Ross Malcolm MacLeod	Richard Nash (Chair) Joanna Campbell Caroline Stuart Claire McLean Jamie Ross Eddie Black Kate Glendye Susan McLellan **HR SUB** Claire Mclean (Chair) Ann Hill Sue Irving Kate Glendye Susan McLellan	Sharon Hodgson (Chair) Malcolm MacLeod Ann Hill Eddie Black Gillian Brydson Kate Glendye Susan McLellan Adnan Dogrultan Annette Cameron	Sue Irving (Chair) Caroline Stuart Will Dowson Ann Hill Richard Nash Claire McLean Jamie Ross Sharon Hodgson	Caroline Stuart (Chair) Sharon Hodgson Richard Nash Sue Irvine Gillian Brydson Adnan Dogrultan Claire McLean Susan McLellan	Caroline Stuart (Chair) Ann Hill Claire McLean Jamie Ross

Appendix 2 – Schedule of Meetings 2023-2025

APPROVED 2023-24 SCHEDULE OF BOARD & COMMITTEE MEETINGS

BOARD - MONDAY 2 OCTOBER 2023- DUMFRIES

REM 28 AUGUST	4pm
L&T 4 SEPTEMBER	4pm
HR SUB 13 SEPTEMBER	3PM
F&GP 13 SEPTEMBER	4pm
Audit 19 SEPTEMBER	4pm

Papers Issued 25/09

BOARD - MONDAY 11 DECEMBER 2023 -DUMFRIES

HR SUB COMM 14 NOV	3pm
F&GP 14 NOVEMBER	4pm
L&T 21 NOVEMBER	4pm
AUDIT 29 NOVEMBER	4pm

Papers Issued 04/11

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BOARD - MONDAY 25 MARCH 2024 - DUMFRIE

HR SUB 7 MARCH	3pm
F&GP 7 MARCH	4pm
L&T 14 MARCH	4pm
AUDIT 19 MARCH	4pm

Papers Issued 15/03

BOARD - FRIDAY 14 JUNE - STRANRAER

L&T 7 MAY	4pm
HR SUB 21 MAY	3pm
F&GP 21 MAY	4pm
BOM DEV 29 May	4pm
AUDIT 4 JUNE	4pm
REM 6 JUNE	4pm

Papers Issued 07/06

Other key dates 2023-24: Dumfries Campus Graduation – 4 December 2023
Board Strategy Event – 13th May 2024 (Dumfries)
Stranraer Campus Celebration of Success – 14th June 2024

APPROVED 2024-25 SCHEDULE OF BOARD & COMMITTEE MEETINGS

BOARD - 01 OCTOBER 2024 - DUMFRIES

REM Co	02 SEP	4pm
L&T	10 SEP	4pm
HR SUB	12 SEP	3pm
F&GP	12 SEP	4pm
AUDIT	19 SEP	4pm

Papers Issued 24/09

BOARD - 09 DECEMBER 2024 –DUMFRIES/HYBRID

HR SUB	14 NOV	3pm
F&GP	14 NOV	4pm
L&T	19 NOV	4pm
AUDIT	28 NOV	4pm

Papers Issued 02/12

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BOARD - 24 MARCH 2025 - DUMFRIES

HR SUB	06 MAR	3pm
F&GP	06 MAR	4pm
L&T	11 MAR	4pm
AUDIT	20 MAR	4pm

Papers Issued 17/03

BOARD - 13 JUNE 2025 - STRANRAER

L&T	21 MAY	4pm
HR SUB	22 MAY	3pm
F&GP	22 MAY	4pm
AUDIT	29 MAY	4pm
REM Co	03 JUN	4pm
BOM DEV	04 JUNE	4pm

Papers Issued 06/06

Other key dates 2024-25: Dumfries Campus Graduation 2025 – tbc
Board Strategy Event – Monday 12 May 2025 (Dumfries)
Stranraer Campus Celebration of Success – 13th June 2025 tbc

APPENDIX 3 - Embedding Best Practice Action Plan and Development Plan Updates

Dumfries and Galloway College Governance - Embedding Best Practice Board Paper

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	Board reports should be high quality / low density and provide professional analysis / insight to support effective decision making. 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	• 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.	**Closed**	(see 3 & 4 below) Complete
2. Strategic Planning	Sept 2022	Strategic planning processes should be robust and result in the Board fully owning the outcome. An annual workplan should be produced for the Board based on requirements of the Code of Good Governance and the necessities of strategic planning, monitoring and review	• Strategic Planning event 15 & 16 September 2022 • Board and Committee Workplan in place, to include strategic planning, self-evaluation and proposed date of next External Effectiveness Review (EER).		In line with the revised Code (due summer 2022) the next EER will be within '3 to 5 years.' *'The board should determine the timing for this externally facilitated review as part of the annual effectiveness review.'* **PROPOSAL** Aim for EER to begin Oct 2023 with EER reporting Jan 2024. This was agreed at the Board in Sept 2022.
3. Key Performance Indicators	June 2023	To monitor progress against strategic objectives the Board should consider a 'dashboard' of strategic KPIs which are tracked.	• New Performance Report in place which includes KPIs and a dashboard	Closed	Still scope for improvement to make these reports more focussed and effective for non-Execs (Chair)

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
					Review how other organisations report data / use dashboards. Principal's Report has been changed in accordance with Board requests. The Performance Report has also been updated to focus more on strategic reporting.
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.	• New Board paper template used for all Board papers. • Standardised and improved reporting to Board in place.	Closed	Board Development Committee minutes stated *'Board Reports improved but more work was required'* 24.06.22 confirmed reports improved and under constant review e.g. F&GP reports being updated on the recommendation of the Chair of F&GP Keep under review – the Principal will makes changes to her Report to the Board to include key highlights, threats and opportunities.
5. Wider use of the governance space	Ongoing	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.	• Strategy Event September 2022 key stakeholders / partners involved. • Board meeting location will be rotated and include campus tours etc – see Board workplan.	Closed	Building the new Board 'team' is a priority Important that new Board members build their knowledge of the external environment of the college and

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
					the political landscape. Use opportunities to engage with other stakeholders. Chair plans to invite Board earlier to meetings to have lunch and meet staff and students. Will continue to monitor and look for opportunties to engage ie Wheatley Group to attend BoM in Mar 23 Bd Strategy Day speakers - Bill Webster, Principal and CEO Bolton College, Dr Paul Smart, Programme Director, CDN, Catherine McWilliam, IoD
6. Committee Membership	June 2023 annually	Committee membership should be kept under review to ensure the best balance of skills and experience.	• Revised committee membership approved at the June 2022 Board.	Closed	Continue to review annually. Reviewed Sep 23
7. Audit Committee	Ongoing	The Audit Committee develops more learner and learning focussed systems and controls.	• One co-opted member has joined. • Committee membership reviewed.	Closed	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.	• 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
					and national economic development are invited to contribute. Build this in to the annual workplan. (Linked to 5 above)
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.	• College use Aspen to recruit new members with good results.	Closed Closed	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. Skills matrix to be updated with new Board member skills. Skills matrix has been updated.
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.	• Role of the Governance Professional to be included in induction training.	**Closed**	College Board Induction training scheduled for September 2022.
11. Induction Training	Sept 2022	College based induction and participation in CDN national induction workshops is essential in supporting new members become confident and effective in their role. Boards undertake a regular review and assessment of the induction programme for Board members.	• Induction scheduled for September 2022. • CDN Induction is promoted to new members.	**Closed**	Board members to complete the evaluation form and identify where they want to develop their own skills. This will inform the Board skills matrix and the Board Development Plan. This will be incorporated into the self evaluation process which we are in the process of

Area	Date of Next Review	Best Practice Recommendations (from EER Overview Report and other publications)	Dumfries and Galloway Update August 2022	Status	Recommendations / Comments
					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.
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. The Development Plan takes account of all key roles on the Board, including Chairs, the SIM and any 'champion' or 'ambassador' roles. This should be linked to the strategic plan and its achievement. Mentoring support for student members and staff members is available.	• Induction training for new members September 2022 • Governance session built into Sept 2022 Strategy Event (CM).	**Closed**	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 development plan has been established May 23) CDN 2022/23 Governance Development Programme to be shared with members. CDN info disseminated to Board
13. Transition to new Board 'team'	Sept 2022	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. Succession planning of key roles forms part of the planning process.	• Strategic planning event is an opportunity for team building. • Succession planning for key roles is considered by Board Development Committee	**Closed**	Important to build the new team, especially post virtual meetings, and plan for this in the Board workplan. Strategy day has been incorporated into Bd Calendar for each May. Succession planning will be reviewed at next Bd Dev Comm scheduled for Jun 2023.

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.	• D&G Internal Auditors (RSM) reviewed compliance with the Code. • All recommended management actions completed.	**closed**	Board to decide on the timescale for the next EER following the next round of self-evaluations in Sept 2022. See No 2 above. This has been agreed at last Sept Bd meeting and will commence October 2023.
15. Each college should review the terms and conditions for the Governance Professional[1] ***(from 'The role and experience of the Governance Professional as a governance professional in Scotland's Colleges' CDN 2021)***	2022-23	Review to ensure: • 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.	• National Job Evaluation pject still ongoing.	Ongoin g	To be built into the Board work plan to review at an appropriate time. This has been discussed and a meeting has been arranged. Meeting has been conducted on 7/11/22 and is ongoing. This has not progressed – further action required.

[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**
1. LEADERSHIP & STRATEGY	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.	1.1 • 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.	1.1Ongoing	Complete – longer term strategy to be discussed at next Strategy day 2024
	1.2 Keep Stakeholders updated to improve knowledge of Regional College Business.	1.2 • 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.	1.2 May 23	Complete and ongoing
		• 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.		Complete and ongoing
		• Principal produces monthly briefings for all staff, and regularly hosts listening lunches, staff meetings and Managers meetings to share information. A monthly Business Newlsletter is also being produced.	1.2 Monthly	Business Newsletter is sent to BoM

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	Briefings and Newsletter to be shared with Board Members. • The Chair to the Board has monthly meetings with SIM and Vice Chair. 1.3 • 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	Ongoing	Monthly meetings continue Guest speakers invite to Strategy Day – Bill Webster, Bolton College Paul Smart, CDN Catherine McWillian IoD
2. STUDENT EXPERIENCE	2.1 Ensure effective use of student members of the board	2.1 • Encourage reporting from SA on the effectiveness of the college to improve student voice. • Student Association Constitution was reviewed and approved in 2022. • Continued consideration of student satisfaction surveys. • Continued monitored of PIs in respect of retention.	August 2023 Ongoing Annually	Refer to SA Report Mar23 Surveys are presented to L&T Reported to L&T and the BoM To be agreed at BDC and arranged for Aug23 - Complete

Board Development Plan 2022-23				
Code of Good Governance Criteria	**Board Aims**	**Developments and Actions**	**Timescale**	**Update**
		• 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.		Bd members have attended Dfs and Str graduations To be discussed at BDC Jun23. This has been concluded through the term of reference review Sep 23. Complete
3. ACCOUNTABILITY	3.1 Board Meetings • Review board agendas to make best use of time by ensuring papers for decision or substantive discussion come first and papers for noting are not discussed . 3.2 Risks – The board must regularly review the risks to the College to ensure sustainability and	3.1 • All Terms of References were reviewed in April 2022 as part of the annual 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. • Papers for noting are not discussed unless a specific question arises. 3.2 • 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	May 2023/24	Complete and Ongoing annually. Completed Sep 23. Complete

Board Development Plan 2022-23				
Code of Good Governance Criteria	**Board Aims**	**Developments and Actions**	**Timescale**	**Update**
	incorporate/delete from the risk Register.	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. • Board members to participate in significant project group activity to ensure board oversight • Management Capacity to be discussed by the BDC as an additional risk or another means of reporting	Agreed BoM Aug 22 Ongoing	Complete To be discussed at BoM on 2/10/23 re UWS To be actioned for next BDC
4. BOARD EFFECTIVENESS	4.1 Board Skills, Diversity and Succession Planning • The Board Development Committee will review, on a regular on-going basis, the skills and diversity of the Board.	4.1 • 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

Board Development Plan 2022-23				
Code of Good Governance Criteria	**Board Aims**	**Developments and Actions**	**Timescale**	**Update**
	4.2 Board member Development	4.2 • Members to consider 'Chair-shadowing' to ensure succession and development as discussed at the Bd Dev Committee in January 2023.	May 2023	To be discussed at BDC 6/23 – update required
		• Claire McLean is now E&D champion for the board and she will attend the E&D Forum meetings which are held quarterly.		Complete
		• The Chair of FGP Committee will meet with new board members to discuss the finance model and position of the college.	Quarterly	
		• All Chairs will encourage committee members to participate and have their say in discussions and decision making.	Arrange for Mar/Apr 23	Completed in May 23
		• A skills audit refresh will take place for non-executives as part of the upcoming self-evaluation process.	Ongoing	
		• 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.	May 23	Updated with new members but needs to be revisited for longer term members
		• Consideration to be given to bringing on TU Observers onto the board before full implementation in August 2023.	Jun 23	BDC discussed membership and it was agreed that a new

Board Development Plan 2022-23				
Code of Good Governance Criteria	**Board Aims**	**Developments and Actions**	**Timescale**	**Update**
	4.3 Continued work towards better financial reporting and reporting of business intelligence data, PIs and trends necessary for decision making. 4.4 Board Self evaluation	• HR sub committee to be considered and held 1 hour before FGP to ensure a thorough coverage of People element. 4.3 • 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. 4.4 • 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.	BoM Mar 23 Ongoing Annually	recruitment drive should begin before end of 2023. Full implementation will take place Jan24. Consideration to Observers discussed at BDC. It was agreed at the Board to follow the onboarding process with the view to appointing in January 2024. HR Sub Committee approved by BoM March 23 – to be implemented in Aug 23 - Complete Self Evaluation for 2-22-23 has been Completed
5. INDIVIDUAL EFFECTIVENESS	5.1 Board training • CDN mandatory Induction Training	5.1 • 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	Ongoing	Complete

Board Development Plan 2022-23				
Code of Good Governance Criteria	**Board Aims**	**Developments and Actions**	**Timescale**	**Update**
		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. • 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. 5.2 • 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.	March 2023 June 23	This has also been updated in report to BDC 6/23 Complete – 2 student members for 2023 yet to complete All members have completed Remuneration Training and Audit Training – Complete Board Secretary to look at mandatory training session to be organised for Board members half an hour before the BoM meetings
	5.2 Board member induction • New members underwent an induction session as part of the Strategy Event in August			
6. RELATIONSHIPS & COLLABORATION	6.1 Increase collaboration and partnership working across south of Scotland.	6.1 • Contacts have been made with UWS, UoG to discuss partnership working.	Ongoing	Complete

Board Development Plan 2022-23				
Code of Good Governance Criteria	**Board Aims**	**Developments and Actions**	**Timescale**	**Update**
	6.2 Ensure board members are invited to external events.	• The UWS has now relocated to the College on Dumfries. 6.2 • Board members are invited to a variety of events including Award Ceremonies, graduation ceremonies, Ministerial visits and these have been well attended.		Complete
	6.3 Encourage stakeholders to attend board meetings and strategy event.	6.3 • 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

Dumfries and Galloway College
One step ahead

DUMFRIES AND GALLOWAY COLLEGE

MEETING	BOARD OF MANAGEMENT
Agenda Item:	**8**
Paper No:	**BOM1023-8.1**

Date	02/10/2023
Location	Teams On-line
Title of Paper	Student Association Report
Presented By	Adnan Dogrultan / Kate Glendye
Recommendation	Discussion
Appendix Attached	NO
Disclosable Under FOISA	YES

Read Time: 3 minutes

1. Recommendation

1.1 The Board of Management is asked to discuss the contents of the paper.

2. Executive Summary

2.1 The new Student Association team for 2023/2024 start their roles week commencing 21st August 2023.

2.2. Welcome Days

3. Context

3.1 New Student Association Team

President: Adnan Dogrultan, Level 6 Sports & Fitness Student

Vice President Dumfries: Annette Cameron, Level 5 Business Student

Vice President Stranraer: Leah Dey, Level 4 Bakery Student

Adnan and Annette will take up the Student Association positions on the Board of Management.

3.2 Welcome Days

3.2.1 Our new Student Association team worked alongside the Student Journey team in supporting Student Welcome Days during the summer break. These sessions allowed any incoming students to have a tour of the campus facilities and to familiarize themselves with where their classes will be. They were also able to access support services such as Student Advisors, Admissions, Funding etc.

3.2.2 We welcomed around 250 students during this time and received positive feedback from those who attended.

4. Strategic Implications *Student Experience Strategy*

4.1 This paper links to all strategic priorities in the Student Experience Strategy.

5. Risk

Risk	Mitigations
Risk 10 – Failure to achieve an effective student experience	➢ Student Association officers to have meetings with students. ➢ Student focus groups. ➢ Student class representatives input to course teams. ➢ Continuous self- evaluation and action planning by support and teaching areas.

6. Implications

Financial	NO	
Legal	NO	
Learning and Teaching	NO	
Equalities	YES	The projects worked on by the Student Association raise awareness of equality & diversity issues and allows these students to feel recognised and accepted.

Adnan Dogrultan/ Kate Glendye
Student Association President/ Student Journey Manager
September 2023

DUMFRIES AND GALLOWAY COLLEGE

MEETING	BOARD OF MANAGEMENT
AGENDA ITEM:	9
PAPER NO:	BOM1023-9.1

Date	02 October 2023
Location	Dumfries Campus
Title of Paper	Board Evaluation
Presented By	Lorraine Grierson
Recommendation	Discussion
Appendix Attached	Yes
Disclosable Under FOISA	YES

Read Time: 8 minutes

1. Recommendation

1.1 The Board of Management are asked to discuss the contents of the attached Board Evaluation Report.

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 the review of the agenda cycle and terms of reference, the Annual Self Evaluation process will now be conducted in May of each year.

- Each Committee considered and completed a self-evaluation questionnaire as a group.
- The Chair conducted 1-1 meetings with all board members.
- The Senior Independent Member conducted a 1-1 with the chair which was presented to the Board March 2023.
- As the previous Board questionnaire had only been completed in October 2022, the Board agreed that this did not need to be repeated for the 2022-23 review.
- The Board development plan has been populated with actions taken from the self-evaluation documentation and 1-1 meetings**.**

3.2 The Board Development Committee is responsible for areas of the Board's activity relating to self-evaluation, appointments and succession planning which is incorporated in the evaluation report.

The Committee has:

- given full consideration to succession planning for all Board members in the course of its work
- reviewed 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.

4. Strategic Implications

4.1 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.

5. Risk

RISK	MITIGATIONS
	There are no direct risks linked to the paper, however improving governance arrangements and effective forward planning will mitigate any risk of governance failure.

6. Implications

Financial	NO	
Legal	YES	Compliance with the Code of Good Governance is an SFC condition of grant.
Learning and Teaching	NO	
Equalities	YES	The report is a review of membership that includes consideration of gender balance

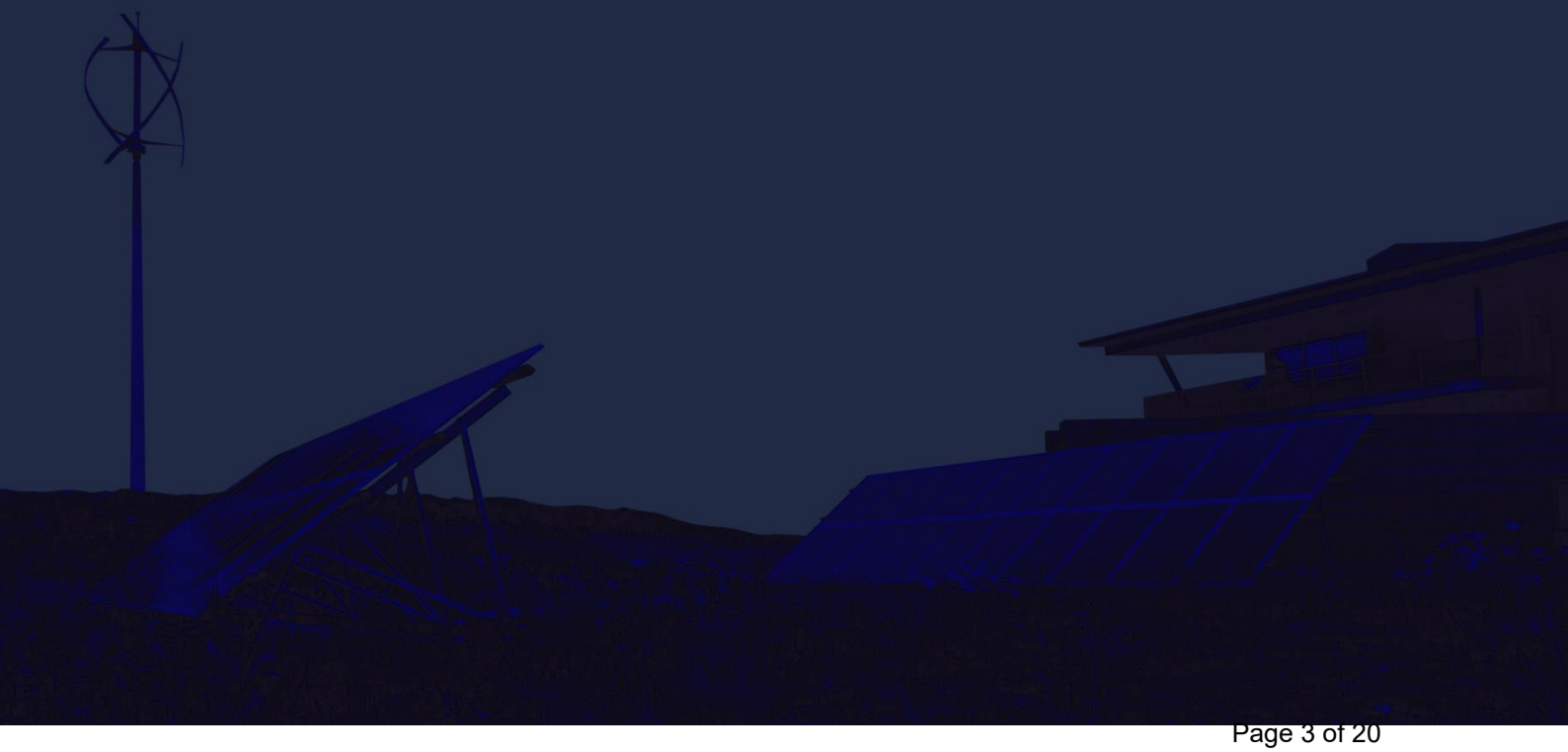
L Grierson
Secretary to the Board
22 September 2023

Dumfries and Galloway College
One step ahead

BOARD EVALUATION 2022-23

Date: August 2023

Version: one



Board Evaluation 2022-23

1. Board Membership

1.1 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.

1.2 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.

2. Succession Planning

2.1 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.

2.2 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	1st Term in Office End Date	Date of Extension / Re-appointment	2nd Term in Office End Date	Vacancies
EXEC MEMBERS					
Caroline Stuart	1/2/22	21/1/26			
Adnan Dogrultan	22/8/23	21/8/24			
Annette Cameron	22/8/23	21/8/24			
Kate Glendye	22/8/22	22/8/26			
Susan McLellan	22/8/22	22/8/26			
Joanna Campbell					
NON EXECS MEMBERS					
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	28/4/22	27/4/26			

EDI Champion					
Jamie Ross	28/4/22	27/4/26			
Sharon Hodgson	28/4/22	27/4/26			

Cerise **Term ends 30/4/24**

Green **Student Board Members, Terms end in Aug 2024, elections undertaken annually**

Blue **Term for SIM ends June 2024**

Yellow **Term ends 2025**

3. Succession Planning for Chairs of Board Committees

3.1 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. Committee Chairs were asked to nominate a member of their Committee to act as Chair in their absence. This will help in the development of chairing skills and succession plans.

4. Vice Chair

4.1 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.

5. Senior Independent Member

5.1 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.

6. Student Board Members

BOARD EVALUATION 2022-23

6.1 The student elections have taken place and Adnan Dogrultan - SA President, and Annette Cameron - SA Vice President were appointed in August 2023.

- Both members are to be invited to join Learning and Teaching Committee and Adnan will join the Board Development Committee.
- Both students have undergone induction – they have met with the Board Secretary, Chair of the Board and Principal and they have been given information they require to fulfil and understand their role as a board member. Both will attend CDN mandatory Board Induction training.
- As part of their in-house induction, a meeting has been arranged with the Chair of Learning and Teaching.

7. Board Committee Membership

7.1 Members of the BDC have discussed and reviewed the membership of the Committees in line with development of board members and skillset. Current membership is attached at appendix 1 together with the current skills audit.

7.2 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:

- Claire Mclean (Chair)
- Sue Irving
- Ann Hill
- Kate Glendye
- Susan McLellan

7.3 Within Learning and Teaching Committee membership has been reviewed and updated to reflect the removal of 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, which was arranged under a previous structure which no longer exists, however the academic voice is heard through the Academic Council which submits a report to the Committee. This has been reflected in the annual

review of the terms of reference and submitted to the Board on 2/10/23 for approval.

7.4 The Board approved the appointment of its first co-opted Committee Member in April 2022 – Ritchie Nicoll. Ritchie's term came to an end on 26 April 2023.

7.5 Committee Membership

Committee	Members - 2022-23	Members - 2023-24
AUDIT	5 + co-optee	6
FGP	9	8
LT	9 + co-optee	9
REM COM	8	8
BD DEV COMM	7	8

8. Board and Committee Attendance 2022-23

Committee	No of Meetings Scheduled	%age attendance	Quorum
Board of Management	4 meetings	82%	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	79%	Quorate

8.1 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.

9. Board Gender Balance

9.1 Section 1 of the GRPB Act sets a "gender representation objective" that a Board has 50% of non-executive members who are women. The gender representation for non-executive split is reported to the Scottish Government.

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

10. Board Strategy Day

10.1 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*

11. Board Training/Events Aug 22- Jul 23

11.1 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

12. College Mandatory Training

12.1 Board members are reminded that they too need to complete annual mandatory training and they will be notified of these as they arise. Moving forward, the Board Secretary will arrange for mandatory training time to be set aside before each Board meeting to facilitate completion for members.

12.2 CDN Mandatory Training

- All board members have completed their CDN Induction training.
  - The student members are in the process of arranging their training
- All relevant board members have completed the CDN Audit training.
- All relevant board members have completed the Remuneration Training.

13. Committee Self Evaluation

13.1 Undernoted are the joint responses from Committees.

Date: June 2023

Section	Yes	No	N/A	Comments/Action
Composition, Establishment and Duties of the Committee				

BOARD EVALUATION 2022-23

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 opportunties / development review
Does the Committee report regularly to the Board?	Y			All minutes are tabled at BoM

BOARD EVALUATION 2022-23

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?				Through Exec team, bd sec. L&T - Yes, risks are recorded on the risk register and any issues are reported to the full board. Bd Secretary updates. 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. VP info and input re bd bus schedule

Section	Yes	No	NA	Comments/Action
Internal Control				
Does the Committee monitor to ensure that risk is controlled?	Y			Each Committee has risks assigned to it which are reviewed by ELT and committees monitor mitigations and actions then progressed to the full board. REM - Yes as risks present. No corporate risks sit with this Committee. AUD: As per audit reports and risk register. Audit have oversight of full Risk Register with recommendations to the Board. Concern with respect to current ELT capacity to manage the risks due to sickness. Are the risks being managed in light of staff sickness. Should Management Capacity and Performance be considered under Strategic Risk 1 to enable regular monitoring. This sits with BoM. Or as a new risk? Gateway reviews – Audit Committee discussed the possibility of gateway style reviews being used on programmes of work /change in order to support the SLT. 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
Does the Committee regularly review relevant strategic plans?	Y			LT - Cycle of Reports for oversignt of operations and actions throughout the year.

				KPIs for People, Finance, Growth, Systems and Infrastructure. FGP - Implementation of the HR Sub-Committee, commercial including goals. FGP – is there enough time on commercial? AUD - Opportunities to review local plans at development days and wider BoM for national context. Strategic updates are tabled at BoM
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			

BOARD EVALUATION 2022-23

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

Appendix 1

Key: Strong Skills = 1 Good Skills = 2 Average Skills = 3	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	Adnan Dogrultan	Annette Cameron	Joanna Campbell
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			

Key: Strong Skills = 1 Good Skills = 2 Average Skills = 3	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	Adnan Dogrultan	Annette Cameron	Joanna Campbell
The needs of vulnerable people and groups		2		1	1	3	2	1	2			2	2			
Safeguarding of your people and vulnerable groups		2		1		3	1	1	2				2	2		
Working with learners at any level of Education		2		2	1		1	1	2			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				

BOARD EVALUATION 2022-23

Key: Strong Skills = 1 Good Skills = 2 Average Skills = 3	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	Adnan Dogrultan	Annette Cameron	Joanna Campbell
Management experience in a commercial business	1	2	1	1		2		1	2	1						
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						
Communications, marketing and public affairs	2	2		2	2	1	3	2	1	1		3				
Information and communications technology	1	3	2	2	2	3	3	1	1	3			2			

BOARD EVALUATION 2022-23

Key: Strong Skills = 1 Good Skills = 2 Average Skills = 3	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	Adnan Dogrultan	Annette Cameron	Joanna Campbell
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			
IT/Digital Technology and it's use	1	3	3	1	2	3	2	2	1	3			2			

Appendix 2

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 Susan McLellan (Staff Member) Kate Glendye (Staff Member) Adnan Dogrultan (Student Member) Annette Cameron (Student Member	Gillian Brydson (Chair) Ann Hill Sue Irving Will Dowson Jamie Ross Malcolm MacLeod	Richard Nash (Chair) Joanna Campbell Caroline Stuart Claire McLean Jamie Ross Eddie Black Kate Glendye Susan McLellan **HR SUB** Claire Mclean (Chair) Ann Hill Sue Irving Kate Glendye Susan McLellan	Sharon Hodgson (Chair) Malcolm MacLeod Ann Hill Eddie Black Gillian Brydson Kate Glendye Susan McLellan Adnan Dogrultan Annette Cameron	Sue Irving (Chair) Caroline Stuart Will Dowson Ann Hill Richard Nash Claire McLean Jamie Ross Sharon Hodgson	Caroline Stuart (Chair) Sharon Hodgson Richard Nash Sue Irvine Gillian Brydson Adnan Dogrultan Claire McLean Susan McLellan	Caroline Stuart (Chair) Ann Hill Claire McLean Jamie Ross

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DUMFRIES AND GALLOWAY COLLEGE

MEETING	BOARD OF MANAGEMENT COMMITTEE
AGENDA ITEM:	**10**
PAPER NO:	**BOM1023-10.1**

Date	02 October 2023
Location	Dumfries Campus
Title of Paper	Strategic Risk Register
Presented By	Lorraine Grierson
Recommendation	**Approval**
Appendix Attached	NO
Disclosable Under FOISA	YES

Read Time: 10 minutes

1. Recommendation

1.1 The Board of Management is recommended to consider the status and mitigation of risks assigned to them and approve.

1.2 The Board of Management is asked to approve the full Risk Register.

2. Executive Summary

2.1 The Principal and Executive Leadership Team routinely review the Strategic Risk Register to reflect the key risks to the College and the mitigations that are applied to each risk. Risks are also circulated to relevant committees for their scrutiny and Audit Committee review high level risks and individual risks for deep-dive scrutiny.

3. Context

3.1. Risk Register

There are currently 7 major risks (red), with 1 major risk after mitigation – Risk 3 - Failure to achieve institutional sustainability.

3.2 There are 5 risks which are assigned to the Board of Management. There have been no changes to the scoring of these risks, however any amendment to mitigations is added below and the Board are asked to consider the status and any changes made.

- Risk 1- Failure of College strategy to meet the needs of Dumfries and Galloway Region and/ or national priorities – **no change**
- Risk 2 – Legal actions; serious accident; incident or civil/criminal breach – **no change.**
- Risk 5 - Business Continuity Incident – Fire, Systems, Emergency Procedures, Health – **no change.**
- Risk 6 - Failure to meet regulatory obligations – **no change**.
- Risk 12 – Health and Safety – **no change**

3.3 FGP Committee Update –

- Risk 3: Financial Sustainability – **no change**
- Risk 7: Failure to achieve industrial relations **- no change to rating but description has been amended to: Failure to achieve effective Industrial Relations through local dialogue/relationships and effect of national campaigns from trade unions.**
  - This risk was presented to the next Audit Committee for deep dive scrutiny.

3.4 Audit Committee Update –

- Risk 4: Financial Fraud – **no change to scoring, however 'Staff Training and sharing of good practice for emerging fraud risks' has been added to front line mitigations**
- Risk 11: Failure to achieve and maintain systems and operable and secure ICT – **no change**

3.5 L&T Committee Update –

- Risk 8: Failure to achieve highest academic performance levels – **no change**

- Risk 9: Failure to adhere to academic compliance – **no change**
- Risk 10: Failure to achieve an effective student experience – **no change**

4. Strategic Implications

4.1 This paper links into all strategic priorities of Ambition 2025.

5. Risk

RISK	MITIGATIONS
	Strategic Risk Register

6. Implications

Financial	Yes	Financial loss and reputational damage and impact to financial sustainability.
Legal	Yes	Failure to comply with statutory requirements
Learning and Teaching	Yes	Failure to provide sustainable learning opportunities and reduced provision.
Equalities	No	

Lorraine Grierson
Secretary to the Board
Sep 2023

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STRATEGIC RISK REGISTER

RISK DEFINITION		ORIGINAL TASK				RESIDUAL RISK					
No	Risk	Likelihood	Impact	Total	Risk Level	Likelihood	Impact	Total	Risk Level	Risk Appetite	Trend
Responsible Person – Principal											
1	Failure of College strategy to meet the needs of Dumfries and Galloway Region and/or national priorities (BoM)										
		4	4	16		3	3	9		Moderate	=
2	Legal actions; serious accident; incident or civil/criminal breach (BoM)										
		5	3	15		3	2	6		Moderate	=
Responsible Person – Executive Director of Finance											
3	Failure to achieve institutional sustainability (FGP)										
		4	5	20		4	5	20		Averse	=
4	Financial Fraud (AUD)										
		4	3	12		3	2	6		Open	=
6	Failure to meet regulatory obligations (BoM)										
		3	5	15		5	1	5		Moderate	=
Responsible Person – Vice Principal People and Transformation											
5	Business Continuity Incident – Fire, Systems, Emergency Procedures, Health (BoM)										
		4	4	16		4	3	12		Avoid	=
7	Failure to achieve effective Industrial Relations (FGP)										
		5	4	20		5	3	15		Moderate	=
11	Failure to achieve and maintain systems and operable and secure ICT (AUD)										
		4	5	20		3	4	12		Avoid	=
12	Health and Safety (BOM)										

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		4	5	20		3	4	12		Avoid	=
Responsible Person - Depute Principal Learning, Skills and Student Experience											
8	Failure to achieve highest academic performance levels (LT)										
		4	4	16		3	4	12		Cautious	=
9	Failure to adhere to academic compliance arrangements (LT)										
		4	3	12		2	2	4		Cautious	=
10	Failure to achieve an effective student experience (LT)										
		3	4	12		2	4	8		Cautious	=

KEY: ASSESSMENT OF RISKS

Risks which should be monitored by the Risk Management Group:	Scores: 1 – 8	Minor Risk
Risks to be brought to the attention of SMTand Board of Management:	Scores: 9 - 15	Significant Risk
Risks to be reported to, and monitored by, Board of Management:	Scores: 16 – 20	Major Risk
Risks to be reported to, and monitored by, Board of Management:	Scores: 21 – 25	Fundamental Risk

Risk Score Matrix

Impact				
5	10	15	20	25
4	8	12	16	20
3	6	9	12	15
2	4	6	8	10
1	2	3	4	5

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Strategic Objective: Risk No: 1 Failure to meet Region/National Priorities

Reference to Departmental Risk Registers:	Strategic
Owner:	Principal
Description of the Risk:	Failure of College strategy to meet the needs of Dumfries and Galloway Region and/or national priorities
What are the possible consequences if the risk was to emerge?	Loss of credibility, unable to meet economic and societal needs of region, curriculum not fit for purpose, College will not meet funding targets and will not remain financially sustainable

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	16/25
The **GROSS** risk is therefore: (MIN/SIG/MAJ/FUN)	**Major Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Workplans and oversight in line with ROA and Financial targets	• Clear performance metrics for all strategic outcomes and linked to individual performance targets reviewed on regular basis
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Robust strategic planning • Effective environmental scanning • Strong and effective partnerships • Clear links between strategy and practice • Concerted demands for increased activity levels	• Membership of key strategic groups • SLT Systems of Control and Reporting • Amendment of strategic direction/plans to government policy and regional economic strategy • Robust monitoring of activity targets via ROA and reported quarterly to SFC

INDEPENDENT ASSURANCE **Internal Audit / external bodies**		• Ongoing engagement and reporting to SFC • Ongoing engagement and reporting to SDS • External Audit • BoM oversight

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont.)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 3/5	What is the total risk score? (A x B)	9/25

Risk Status	**Meeting 1 SIG**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	Net risk to remain as financial sustainability still an ongoing issue
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
1	Failure of College strategy to meet the needs of Dumfries and Galloway Region and/or national priorities						
4	Financial Fraud						
6	Failure to meet regulatory obligations						

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Strategic Objective:	**Risk No: 2 Legal Actions, serious Incidents**
Reference to Departmental Risk Registers:	Strategic
Owner:	Principal
Description of the Risk:	Legal actions; serious accident; incident or civil/criminal breach
What are the possible consequences if the risk was to emerge?	Financial loss to the college, impact on reputation and potential criminal / civil legal proceedings

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 5/5	What is the predicted **IMPACT** of the risk?	(B) 3/5	What is the total risk score? (A x B)	15/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUND	**Significant Risk**				

3 LINES OF DEFENCE	**MITIGATIONS**	**MONITORING**
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Mandatory staff training on regulatory compliance areas • Continuous professional development	• Records of staff training and completion • Line Manager oversight
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Adherence to legislative and good practice requirements • Positive Union relations and staff communication • Ongoing management development programmes • Whistleblowing Policy	• Monitoring and reporting in key areas – e.g., H&S, equalities, employee engagement, post-Covid arrangements • Internal audit actions • Staff surveys
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• External legal advice contract in place and used where appropriate	• Internal and External Audit • BoM oversight

Numerical Scoring of NET Risk (i.e., with controls in place)

What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 2/5	What is the total risk score? (A x B)	6/25

Risk Status	**Meeting 1 MIN**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	Risk to remain as per previous score after treatment
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
2	Legal actions; serious accident; incident or civil/criminal breach						

Strategic Objective: Risk No: 3 Financial Sustainability

Reference to Departmental Risk Registers:	Financial
Owner:	Executive Director of Finance
Description of the Risk:	Failure to achieve institutional sustainability
What are the possible consequences if the risk was to emerge?	The college will be unable to continue, becomes insolvent, contravening governance requirements by SG, Section 22, Reputational damage to Board and F&GP

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 5/5	What is the total risk score? (A x B)	20/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUND	**Major Risk**				
3 LINES OF DEFENCE	**MITIGATIONS**		**MONITORING**		

FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Increase commercial income to reduce reliance on SFC funding • Effective cost control • Active tracking of Credits achieved/forecast vs target • Protection of funding through dialogue with SFC	• Regular review of financial strategy and non-core income sensitivity • Finance business partnering to review budgets/spend with Managers • Continuous monitoring of demand v funding allocation of student funds
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Strategic plan and Operating Plans approved by BoM and Committee • Budgets approved by BoM and Committee • Major project business cases approved by BoM and Committee • Finance Directors Network	• Regular internal reporting to BoM and Committee • Regular interaction with Scottish Funding Council Finance Team • Knowledge exchange through Finance Directors Network / Colleges Scotland • VP and Principals Groups
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• Internal Audit Programme agreed by BoM/Audit Committee • External Auditors appointed through Audit Scotland • Regional Outcome Agreement	• BoM/Committee review and approval of IA reports and action points tracking • Audit Committee/BoM oversight • Regular returns to Scottish Funding Council (FFR/FES)

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont.)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 5/5	What is the total risk score? (A x B)	20/25

Risk Status	**Meeting 1 MAJ**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No change
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry

3	Failure to achieve institutional sustainability						

Strategic Objective: Risk No: 4 Financial Fraud

Reference to Departmental Risk Registers:	Financial
Owner:	Executive Director of Finance
Description of the Risk:	Financial Fraud
What are the possible consequences if the risk was to emerge?	Financial Loss, Loss of reputation, impact to financial sustainability

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 3/5	What is the total risk score? (A x B)	12/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUN	**Significant Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• No PO / no Pay policy • Scheme of financial delegation • Segregation of duties and review of transactions • Staff training and sharing of good practice for emerging fraud risks	• Continuous review of financial controls • Implementation of Internal Audit recommendations
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Review of impact of any changes in structure or duties • Public Interest Disclosure (Whistleblowing) Policy • Review of lessons learned report from COGC	• Continuous review of financial controls • Budget / spend review • Monitoring across SLT Directorates
INDEPENDENT ASSURANCE	• Internal Audit plan	• Internal Audit • External Audit

Internal Audit / external bodies		• Counter Fraud Initiative • Audit Committee/BoM oversight

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont.)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 2/5	What is the total risk score? (A x B)	6/25

Risk Status	**Meeting 1 MIN**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	Staff training and sharing of good practice added to Front Line Mitigations
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
4	Financial Fraud						

Strategic Objective: Risk No: 5 Business Continuity

Reference to Departmental Risk Registers:	Organisational
Owner:	VP People and Transformation
Description of the Risk:	Business Continuity Incident – Fire, Systems, Emergency Procedures, Health threats
What are the possible consequences if the risk was to emerge?	Serious impact to the college's ability to operate and deliver education to students, safeguarding of staff and students, impact to financial sustainability of college, loss of reputation

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	16/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUN	**Major Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Documented disaster recovery procedures regularly reviewed • Separate COVID -19 – Risk Register /BCT Plan in place • Sound systems of administration • Staff CPD on business continuity themes • Monitoring Public Health Advice • Increased awareness of climate emergency issues • Planning, careful phasing of changes to processes, systems, and equipment • Effective management of / Asset Register in place • Effective management of systems and GDPR	• Adherence to local and national Public Health Guidance • SA Climate awareness activities • Regular review/reporting on milestones, systems effectiveness etc. • Business Continuity Plan including scenario testing • Active data protection monitoring and auditing
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Rolling programme of routine updates to systems and equipment	• Liaison with SFC and Colleges Scotland – COVID-19 response groups • Climate Emergency College Group (includes Student Representatives)
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• Communication to stakeholders	• Internal Audit on process and statutory compliance • BoM oversight

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont.)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 3/5	What is the total risk score? (A x B)	12/25

Risk Status	**Meeting 1 SIG**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No change
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
5	Business Continuity Incident, e.g., Fire, MIS Failure, Failure of Emergency Procedures, Threats to Health						

Strategic Objective:	Risk No: 6 Failure to meet Regulatory Obligations
Reference to Departmental Risk Registers:	Organisational
Owner:	Executive Director of Finance
Description of the Risk:	Failure to meet regulatory obligations
What are the possible consequences if the risk was to emerge?	Loss of reputation, impact to financial sustainability, Government bodies intervention

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 5/5	What is the total risk score? (A x B)	15/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUN	**Significant Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Prevent, Health and Safety and Safeguarding training • Staff awareness and contingency planning • Engagement/practice sharing with local agencies	• Business Continuity Plan including scenario testing • Information sharing with local agencies • HR monitors staff numbers trained
OVERSIGHT OF MANAGEMENT ACTIVITY	• Engagement/practice sharing with local agencies	• Information sharing with local agencies • SFC obligations

Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance	• Board approval of SFC submissions	
INDEPENDENT ASSURANCE **Internal Audit / external bodies**		• Internal Audit across all areas • Annual external Audit • BoM oversight

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont.)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 5/5	What is the predicted **IMPACT** of the risk?	(B) 1/5	What is the total risk score? (A x B)	5/25

Risk Status	**Meeting 1 MIN**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No change
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
6	Failure to meet regulatory obligations						

Strategic Objective:	**Risk No: 7 Failure to Achieve Effective Industrial Relations**
Reference to Departmental Risk Registers:	Organisational
Owner:	Vice Principal People and Transformation.
Description of the Risk:	Failure to achieve effective Industrial Relations through local dialogue/relationships and effect of national campaigns from trade unions
What are the possible consequences if the	Financial loss, impact to ability to effectively teach, industrial action, loss of reputation.

risk was to emerge?	

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 5/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	20/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUN	**Major Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Constructive formal and informal communication channels • Regular meetings • Staff awareness and contingency planning	• LJNC • College Employers Scotland advice and updates • Regular union/management dialogue
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• LJNC (Local Joint Negotiation Committee) • Representation at Employers Assoc'n • NRPA (National Recognition and Procedures Agreement) • Engagement/practice sharing with local agencies • Attendance at Strategic HR Network	• ELT/SLT/Board • Regular employee engagement monitoring • Regular union/management dialogue
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• College Employers Scotland	• SFC/Scottish Government • FGP/BoM oversight

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont.)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 5/5	What is the predicted **IMPACT** of the risk?	(B) 3/5	What is the total risk score? (A x B)	15/25

Risk Status	**Meeting 1** **SIG**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No changes.

	FGP asked for the description to be amended. Amended to: Failure to achieve effective Industrial Relations through local dialogue/relationships and effect of national campaigns from trade unions
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
7	Failure to achieve effective Industrial Relations						

Strategic Objective: Risk No: 8 Failure to achieve highest academic performance	
Reference to Departmental Risk Registers:	Organisational
Owner:	DP Learning Skills and Student Experience
Description of the Risk:	Failure to achieve highest academic performance levels
What are the possible consequences if the risk was to emerge?	Loss of reputation in the region, financial sustainability, ability to attract future students and educational partners **Note** – College performance has been a long term issue that predates COVID

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	16/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUN	**Major Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Online reports with curriculum areas performance • Action planning at curriculum area level • Regular curriculum team meetings	• Managers and Directors monitor course PIs • Self-evaluation reporting monitored by Performance
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• College wide enhancement plan developed from self-evaluation • Action planning from portfolio reviews	• College wide enhancement plan monitored annually • Annual portfolio review to examine improvement actions • Regular reportage on performance to SLT • Reportage to L&T Committee on College wide self -evaluation and portfolio reviews
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• Annual scrutiny by Education Scotland annually by HMI and STMs • Self-evaluation reportage to Scottish Funding Council	• Reportage by Education Scotland presented to the BoM • SFC Outcome Team monitor returns and provide feedback as required

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont)

What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	12/25

Risk Status	**Meeting 1** **SIG**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No change
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
8	Failure to achieve highest academic performance levels						

Strategic Objective:	**Risk No: 9 Failure to adhere to academic compliance**
Reference to Departmental Risk Registers:	Organisational
Owner:	DP Learning Skills and Student Experience
Description of the Risk:	Failure to adhere to academic compliance arrangements, eg awarding bodies, Education Scotland
What are the possible consequences if the risk was to emerge:	Loss of reputation, financial loss, loss of ability to deliver and develop new courses, loss of ability to issue international visas and impact on student certification.

Numerical Scoring of Gross Risk (i.e. without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 3/5	What is the total risk score? (A x B)	12/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUN	**Significant risk**				

3 LINES OF DEFENCE	**MITIGATIONS**	**MONITORING**

FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Assessor marks in line with national standards utilising awarding body resources. • Action planning at curriculum area level • Regular curriculum team meetings	• Internal verifier appointed for each unit and a cycle of verification is followed. • Self-evaluation reporting monitored by Performance
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Management scrutiny of the cycle of verification and appointment of internal verifiers. • Issues from internal verification are identified and action planned to ensure conformity with national standards. • College wide enhancement plan developed from self-evaluation	• Scrutiny of internal verification reports by managers. • SLT scrutiny of annual verification activity. • College wide enhancement plan monitored annually • Reportage to L&T Committee on College wide self -evaluation and portfolio reviews
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• External verification by awarding body according to an annual cycle and risk • Annual scrutiny by Education Scotland annually by HMI and STMs • Self-evaluation reportage to Scottish Funding Council	• External verifier presents report of visit to curriculum and performance team. • Performance directorate monitor external verification and report to SLT and the L&T Committee. • Reportage by Education Scotland presented to the BoM • SFC Outcome Team monitor returns and provide feedback as required

Numerical Scoring of NET Risk (i.e. with controls in place) (2 cont)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 2/5	What is the predicted **IMPACT** of the risk?	(B) 2/5	What is the total risk score? (A x B)	4/25

Risk Status	**Meeting 1 MIN**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No change
Q2	
Q3	
Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry

9	Failure to adhere to academic compliance arrangements						

Strategic Objective: Risk No: 10 Failure to achieve an effective student experience	
Reference to Departmental Risk Registers:	Organisational
Owner:	DP Learning, Skills and Student Experience *(Inc Infrastructure/Marketing/ICT)*
Description of the Risk:	Failure to achieve an effective student experience
What are the possible consequences if the risk was to emerge?	Loss of reputation in the region, financial sustainability, ability to attract future students, ability to retain students and potential to limit student progression.

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	12/25
The **GROSS** risk is therefore: MIN/SIG/MAJ/FUND	**Significant Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Clear arrangements for applications, onboarding and retention • Student block surveys and Student Satisfaction and Engagement Survey (SSES) • Student engagement prior to course start and on course • Continuous self- evaluation and action planning by support and teaching areas • Action planning at curriculum area level • Regular curriculum team meetings • Students' association officers' meetings with students • Student focus groups • Student class representatives input to course teams	• Review of early student experience • Performance return survey and SSES results to CMs • Performance enhancement measure support areas to improve the student experience • Self-evaluation reporting monitored by Performance and Directors
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls /**	• College wide enhancement plan developed from self-evaluation • Action planning from portfolio reviews	• Monitoring of College wide enhancement plan • Portfolio review to examine improvement actions • Regular reportage on performance and student satisfaction to SLT

Management controls / Project assurance		• Reportage to L&T Committee on College wide self - evaluation, enhancement plan and portfolio reviews
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• Annual scrutiny by Education Scotland annually by HMI and STMs • Self-evaluation reportage to Scottish Funding Council	• Reportage by Education Scotland presented to the BoM • SFC Outcome Team monitor returns and provide feedback as required

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 2/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	8/25

Risk Status	**Meeting 1 MIN**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No change
Q2	
Q3	
Q4	

No.	**Risk and Risk Appetite**	**Avoid**	**Averse**	**Cautious**	**Moderate**	**Open**	**Hungry**
10	Failure to achieve an effective student experience						

Strategic Objective: Risk No: 11 Failure to maintain systems and operable and secure ICT	
Reference to Departmental Risk Registers:	Organisational
Owner:	VP People and Transformation
Description of the Risk:	Failure to achieve and maintain systems and operable and secure ICT
What are the possible consequences if the	Serious impact to the college's ability to operate and deliver education to students, financial loss, loss of data and reputation

risk was to emerge?	

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 5/5	What is the total risk score? (A x B)	20/25
The **GROSS** risk is therefore:(MIN/SIG/MAJ/FUN)	**Major**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Documented disaster recovery procedures • Cyber Incident disaster recovery plan and training • Staff CPD on business continuity areas including Cyber security • Firewalls and antivirus software in place	• Cyber exercises • Regular planned security monitoring. • Desktop DRP exercises carried out and reviewed regularly. • Network traffic regularly monitored.
OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Regular internal review of security measures and action around areas of concern; • Regular cyber/phishing exercises;	• Feedback via SLT/ELT on monitoring statistics; • Regular Board reporting around cyber position;
INDEPENDENT ASSURANCE **Internal Audit / external bodies**	• CISO (Chief Information Security Officer) service in place through HEFESTIS.	• Regular reporting and risk assessment. • Audit Committee/BoM oversight

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	12/25

Risk Status	**Meeting 1 SIG**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS**
Q1	No changes
Q2	
Q3	

Q4	

No.	Risk and Risk Appetite	Avoid	Averse	Cautious	Moderate	Open	Hungry
11	Failure to achieve and maintain systems and operable and secure ICT						

Strategic Objective:	Risk No: 12 Health & Safety Compliance
Reference to Departmental Risk Registers:	Organisational
Owner:	VP People and Transformation
Description of the Risk:	Failure to meet regulatory health & safety obligations
What are the possible consequences if the risk was to emerge?	Loss of reputation, financial penalties, criminal liability (corporate and individual)

Numerical Scoring of Gross Risk (i.e., without controls in place)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 4/5	What is the predicted **IMPACT** of the risk?	(B) 5/5	What is the total risk score? (A x B)	20/25
The **GROSS** risk is therefore: (MIN/SIG/MAJ/FUN)	**Major Risk**				

3 LINES OF DEFENCE	MITIGATIONS	MONITORING
FRONT LINE (Management Assurance) **Operational Delivery /Systems /Quality Assurance /Supervision**	• Reporting and review procedure including “near miss” • Health and Safety IOSH training for staff • Regular communication on responsibilities • Specific communication at time of increased risk e.g.Covid, building works, adverse weather	• Regular, formal Health & Safety Committee

OVERSIGHT OF MANAGEMENT ACTIVITY **Internal Compliance and quality checks / Legal and Regulatory / Financial controls / Management controls / Project assurance**	• Clear channels of communication regarding issues and preventative actions	• Regular, formal Health & Safety Committee • Reporting to Audit Committee / BoM
INDEPENDENT ASSURANCE **Internal Audit / external bodies**		• Internal Audit • Public Health • Environmental Health

Numerical Scoring of NET Risk (i.e., with controls in place) (2 cont)					
What is the predicted **LIKELIHOOD** of the risk occurring?	(A) 3/5	What is the predicted **IMPACT** of the risk?	(B) 4/5	What is the total risk score? (A x B)	12/25

Risk Status	**Meeting 1 SIG**	**Meeting 2**	**Meeting 3**	**Meeting 4**

MEETING	**AMENDMENTS TO RECORD**
Q1	No change
Q2	
Q3	
Q4	

No.	**Risk and Risk Appetite**	**Avoid**	**Averse**	**Cautious**	**Moderate**	**Open**	**Hungry**
12	Health & Safety compliance						

DUMFRIES & GALLOWAY COLLEGE

MEETING	Board of Management
Agenda Item:	**12**
Paper No:	**BOM1023-12.2**

Date	02/10/2023
Location	Dumfries Campus
Title of Paper	ICT Security Policy and ICT Acceptable Use Policy
Presented By	Joe McGraw
Recommendation	**Approval**
Appendix Attached	YES
Disclosable Under FOISA	YES

Read Time: 5 minutes

1. Recommendation

1.1 On the recommendation of the Finance and General Purposes Committee, the Board of Management are asked to approve the changes to the ICT Security Policy and the ICT Acceptable Use Policy.

2. Executive Summary

2.1 The ICT Security Policy and the ICT Acceptable Use Policy have been updated under the review cycle for College Policies and Procedures.

2.2 The ICT Security Policy has had paragraph 6.2.13 added to include guidance on USB drives.

2.3 The ICT Acceptable Use Policy has been fully revised to update it. A guidance note for a student friendly version has been created.

3. Context

3.1 The ICT Security Policy has been revised to ensure it reflects changes to DGC management, security and protection of all ICT systems and data.

3.2 Following an audit recommendation from 2021 a paragraph on the safe use of USB drives has been added.

3.3 The ICT Acceptable Use Policy has been revised to ensure that it reflects current legislation and guidance. This aligns it to the Scottish Government Public Sector Action Plan for Cyber Resilience. A guidance note for a student friendly version of the ICT AUP has been created. This will be published on the student portal and will sign post to the main ICT AUP.

4. Strategic Implications

4.1 This paper is linked to Strategic Priority 5 - Systems and Infrastructure.

5. Risk

Risk	Mitigations
11 – Failure to achieve and maintain systems and operable and secure ICT	➢ College procedure for ICT security detailed including backup and business continuity. ➢ Clear guidance on expected behaviour of both staff and students published.

6. Implications

Financial	No	No direct financial implications
Legal	Yes	Compliance with UK GDPR and the Data Protection Act 2018 (DPA 2018) and the Privacy and Electronic Communications Regulation 2003 (PECR 2003).

Learning and Teaching	No	No direct Learning and Teaching implications.
Equalities	No	No direct Equalities implications.

Calum Rodgers
ICT Manager
September 2023

Dumfries and Galloway College

One step ahead

ICT SECURITY POLICY

Responsibility: Vice Principal, People and Transformation

Issue Date:

Equality Impact Assessment: 28.08.23

Version: 2

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ICT Security Policy

1. Purpose

The purpose and benefits of this policy are to raise awareness and clearly inform how Dumfries and Galloway College manages, secures, and protects its Information and Communication Technology systems and data.

2. Scope

This procedure is to be implemented at all College sites and applies to all College staff, student and third parties who manage data and services for or on behalf of the College

3. References

The policy is aligned with other policies within the College, namely:

- Data Protection Policy
- Code of Conduct Policy
- Equality and Diversity Policy
- Student Behaviour Policy
- Risk Management Policy

4. Definitions

ICT	Information Communications Technology.
Processes	A series of actions taken to accomplish a goal.
Procedures	An agreed way of completing a task.
Standards	A stated level of acceptance.
Guidance	Help and advice on how to achieve a goal.

5. *Responsibility*

Role	Responsibilities
Senior Leadership Team	Initiate, Define and Authorise Policy
ICT Manager	Creating Procedures, Standards and Controls
ICT Staff	Implement Procedures, Standards and Controls
ICT Users	Be familiar with and adhere to the ICT Security Policy at all times.

6. *Procedure*

6.1 Core

All persons involved with College ICT systems and information must read and comply with these policies.

6.1.1 Information Security

Documents the governing body's direction on and commitment to information security and communicate it to all relevant individuals.

- The Information Security Policy supports the College and IT strategic visions by defining the high-level approach taken to reducing associated risks to its reputation, finances, and operations.
- Information managed by the College shall be appropriately secured to protect confidentiality, integrity, and availability.
- Information will be managed so that the College can ensure appropriate legal, regulatory, and contractual obligations are complied with.
- The College will develop and communicate information security policies, processes, and procedures that all staff, students and third parties are required to comply with.

- The College acknowledges that information security is the responsibility of every member of staff, student and third parties. The College is committed to a programme of awareness, training, and education to address this.

6.1.2 Data Risk Classification

To determine the level of protection that should be applied to types of information, thereby preventing unauthorised disclosure an information classification scheme should be established that applies throughout the organisation, based on the confidentiality of each piece of information.

- All College staff, students and third parties who store, process, transmit and share information on behalf of the College have a personal responsibility for ensuring that appropriate security controls are applied.

- Appropriate security controls vary according to the classification of the information.

- All College information must have a classification assigned by the owner.

6.1.2 Data Handling

To protect information contained in documents in accordance with legal requirements, ensure critical information remains available when required, preserve the integrity of critical information, and protect sensitive information from unauthorised disclosure.

- The College will ensure appropriate security controls for the handling of data are in place by providing secure services for the creation, storage, processing, transferring, sharing, and deleting of information.
- A service catalogue will be maintained and available for users to search.
- Services will clearly state what classification of information can be used with them.
- All users of a service will comply with any processes and procedures as a requirement of using the services.

6.2 User

If you use College managed network connected devices and services, then you must read and comply with these policies.

6.2.1 Acceptable Use Policy

To ensure users are legally and contractually bound to protect the organisation's information, business applications and systems, and the organisation's security obligations are met.

6.2.2 Identification

Unique IT Accounts are associated with each User. These accounts are used to grant specific access to services and information associated with the Users role. Those who have received an IT Account from the College must not:

- Share their IT account or use another Users IT account.
- Disclosed their password to anyone, even College staff.
- Use your IT account username or password to register for non-College services.

6.2.3 Information & Software

The College provides managed software to create, access, process, transfer, share and delete information. Users must ensure that they:

- Comply with the Data Protection Policy.
- Do not cause a breach in confidentiality.
- Do not cause a breach in copyright law.
- Do not cause a breach in licences or contracts.

6.2.4 Email

College email addresses and associated College email systems must be used for all official College business, in order to support audit purposes and institutional record keeping. All staff and students of the College must regularly read their College email and archive or delete unwanted or unnecessary emails at regular intervals.

It is not permitted to use personal email accounts for work purposes at any time. Personal email accounts do not have the same level of security as College accounts and as such provide a serious risk to the Colleges networks.

6.2.5 College owned devices / equipment / services

The College provides computing and communication devices, specialist equipment and information services to support the educational, research, administrative and business functions of the College.

Personal use of College devices is permitted under these conditions:

- Activities are lawful.
- At the user's own risk.
- Withdrawn if deemed to be excessive.
- Must not interfere with contractual, professional, course or research obligations.
- Must not hinder the use of others.

Prohibited use:

- Personal commercial activity.
- Access or disseminating material of a pornographic, criminal, or offensive nature including material promoting terrorism except when prior written authorisation has been granted by the appropriate body.

6.2.6 Consumer devices / equipment / services

Users may use personal consumer devices to access College resources where authorised by the appropriate body. Only information classified as Low risk can be used with consumer devices, equipment, and services.

By doing so the User agrees to the following:

- The College retains the rights to inspect, conduct a remote audit, and remotely wipe the device.
- All College information stored on a consumer device remains the property of the College.
- The waiver of College liability.
- Not to share the device with other individuals.

- Manage the device in accordance with the ICT Security Policy, Management, End User Computing section.

6.2.7 Responsibilities

All Users have responsibilities to protect the confidentiality, integrity and availability of College information. These include:

- Report information incidents promptly: breaches of confidentiality, failures of integrity and loss of availability.
- Provide physical security of mobile devices.
- Report loss or theft of devices.
- Change passwords on notification of compromise.

6.2.8 Monitoring and Logging

The College may monitor communications, files and emails as detailed in the Monitoring and Logging sections within the ICT Security Policy.

6.2.9 Disciplinary

Any breach of this policy can result in disciplinary action.

6.2.10 User Password

To prevent unauthorised users from gaining access to password-protected critical or sensitive information, business applications, systems, networks or computing devices.

- College usernames and passwords are unique and used to grant access to information and resources specific to individual needs.

- They are used to identify and log user activity on College systems and services.

- Passwords must be kept confidential, they should never be shared or disclosed to anyone, the College will never ask for your password.

- A password used to access College resources must not be used to access any external third-party resources.

- Users must report and change passwords if it has been, or it is suspected that it has been compromised.

6.2.11 Remote Working

The College appreciates that there may be circumstances where remote working is required. In normal circumstances this will be facilitated using a college issued devices which has been fully configured for security purposes. We do though appreciate that there may be times where the use of home devices may be required though we expect these would be exceptional circumstances.

To ensure that critical and sensitive information handled by staff working in remote environments is protected against the full range of security threats.
To protect College information from security threats staff working from home or other remote locations should:

- Be authorised to do so.
- Have received relevant security training.
- Do so from an approved secure device.
- Do so by an approved and authorised process.

All devices should be protected against loss or theft by using an appropriate access control mechanism, encryption at rest and in transit, and for mobile devices (e.g. laptop) a tamper proof label with device identification details.

6.2.12 Clean Desk

To ensure information stored in or processed by office equipment is not disclosed to unauthorised individuals.

- All sensitive/confidential information in hardcopy or electronic form is secured in workspace at the end of the day or when unoccupied for an extended period.

- Computer screens must be locked when workspace is unoccupied.

- File cabinets containing Restricted or Sensitive information must be kept closed and locked when not in use or when not attended.

- Keys used for access to Restricted or Sensitive information must not be left at an unattended desk.

- Laptops must be either locked with a locking cable or locked away in a drawer when not in use.

6.2.13 USB Guidance

The use of USB drives is permitted on college devices however the guidance below is to be adhered to. It is recommended that users do not store their only copy of files on a USB drive.

Sensitive Data – The storing of sensitive data on a USB drive is only permitted when using an encrypted drive. The password set must not be shared with anyone unless in the event of an investigatory requirement. Once there is no longer a requirement for it to be stored it must be deleted. If the USB drive is lost or misplaced it must be reported to the Data Protection Officer immediately.

Non-Sensitive Data – The storing on non-sensitive data is allowed on any type of USB drive however considerations should still be made as what you store on it and the impact if you were to lose it.

Your Own Data – The storing of an individual's own personal data is allowed on any type of USB drive. Please note that when connecting a USB drive it will scan for any possible threats and if found remove them from the drive. This could include any files you require on a personal level.

6.3 Management

If you manage a device or service which is connected to the network, then you must read and comply with these policies.

6.3.1 End Point Security

6.3.1.1 Physical Security

To restrict physical access to authorised individuals, ensure that critical equipment is available when required and to prevent important services from being disrupted by loss of, or damage to equipment or facilities.

- Physical access to critical facilities, such as data centres, network and telecommunication equipment should be restricted to authorised personnel.
- Authorisation should be issued in accordance with a documented process, be reviewed regularly and revoked promptly when no longer required.
- All visitors to critical facilities must be supervised at all times.
- Environmental and power protections should be in place when required.

6.3.1.2 Network Connection

To prevent unauthorised users or devices from gaining access to information systems and networks.
To ensure that the configuration of network devices is accurate and does not compromise the security of the network.

- All network connected devices must be authorised and managed by a competent authority.
- Must meet the appropriate security standards to protect against the compromise of confidentiality, integrity, and availability of the information that they process.
- Network attached devices should be appropriately resourced to manage their current and predicted processing requirements and segregated

appropriately where necessary.

- Segregated appropriately where necessary.

6.3.1.3 End User Computing

To ensure end user computing devices operate as intended and do not compromise the security of computer installations or other environments.

All end user computing devices that connect to College services and access College information with a classification of "Medium" or "High" must be actively managed by a competent authority and at a minimum comply with the following policies:

- Firewall
- Malware Protection
- Patch Management
- Service Password Management
- Encryption
- Identity and Access Management

6.3.1.4 Server Management

To ensure servers operate as intended and do not compromise the security of computer installations or other environments.

- Servers should be configured to prevent unauthorised access or updates and to function as required.

- The configuration should disable non-essential user accounts, applications, communication services, protocols and restrict access to powerful utilities, commands, and system configuration settings to trusted individuals.

- All servers must be actively managed by a competent authority and at a minimum comply with the following policies:

    - Firewall
    - Malware Protection
    - Patch Management
    - Service Password Management

- Encryption
- Identity and Access Management

6.3.1.5 Mobile Device

To ensure mobile devices do not compromise the security of information stored on them or processed by them and prevent unauthorised access to information in the event they are lost or stolen.

- The College will protect information stored or processed via mobile devices and prevent unauthorised access when lost or stolen.
- Documented configuration standards will be deployed through a management system.
- All mobile devices must use an appropriate access control mechanism (e.g. password, pin, biometric) and have a lock out time set.
- All mobile devices must be encrypted, be capable of being remotely wiped and must be appropriately protected from malware.

6.3.2 Secure Configuration

6.3.2.1 Firewall

To prevent unauthorised network traffic from gaining access to networks or leaving networks.

- The College will operate a default inbound deny policy on all firewall devices to block unauthorised inbound connections.
- Access to the management interface of the firewall will be appropriately restricted to authorised personnel.
- There will be a managed process for documenting the requests for firewall changes.
- All such requests must contain at a minimum the details of the requestor, the changes required, duration and the business need for the firewall

change.

- All firewall change requests will be subject to a review, security assessment and must be approved by a competent authority.
- To ensure existing firewall rules are appropriate there will be periodic reviews.
- There will be a documented approval process, including risk assessment and risk management process when there is a business need for an exception.

6.3.2.2 Malware Protection

To protect the organisation against malware attacks and ensure malware infections can be addressed within defined timescales.

- The College will address the malware threat by installing anti-malware software on all appropriate devices.
- The anti-malware software will be kept up to date, with signature files updated at least daily.
- Files must be scanned upon download and access.
- Web pages must be scanned when accessed through a web browser, and connections prevented to malicious websites.
- There will be a documented process, including risk assessment when there is a business need for exceptions.
- The College will utilise sandboxing technology where it is appropriate to do so.
- The College may mandate the use of application whitelisting where it is deemed necessary.

6.3.2.3 Patch Management

To address technical system and software vulnerabilities quickly and effectively in order to reduce the likelihood of vulnerabilities being exploited and serious business impact arising.

- The College will meet it's legal and contractual obligations through a software asset management process.
- The College will protect its users, services and information by only using licensed and supported software.
- Software shall be removed from devices when no longer supported or required for business function.
- All software updates must be applied in line with an approved business processes (e.g., within 14 to 30 days of vendor release).
- There will be a documented approval process, including risk assessment and risk management process when there is a business need for an exception.
- Any systems not compliant with this policy shall be removed from the network.

6.3.2.4 Identity and Access Management

To ensure that only authorised individuals gain access to business applications, systems, networks, and computing devices, that individual accountability is assured and to provide authorised users with access privileges that are sufficient to enable them to perform their duties but do not permit them to exceed their authority.

- The College will utilise an Identity and Access Management (IAM) system.
- The IAM ensures that unique account credentials are approved and created in a timely manner to allow access to information, services and locations necessary for the roles function.

- That access permissions are granted on a need only basis and removed when no longer required.
- That accounts are disabled or removed when no longer needed.
- Standard user accounts are to be assigned by default, with a documented approval process for administrative accounts.
- Administrative accounts must be used for administrative activities only.
- 2 factor authentication will be implemented where available and required.

6.3.2.5 Password Service Management

To restrict access to business applications, systems, networks and computing devices to authorised users.

- All users should be authenticated using a unique username and password before accessing College resources.
- Password should never be requested in the form of clear text (e.g. via email, http).

6.3.2.6 Encryption

To protect the confidentiality of sensitive information, preserve the integrity of critical information and confirm the identity of the originator of transactions or communications cryptographic solutions should be approved, documented and applied throughout the organisation.

- All devices must be appropriately encrypted and use authorised services to ensure the protection of information at rest and in transit.
- Encryption technologies used must be managed to ensure that they remain secure and have documented key management processes.
- There will be a documented approval process, including risk assessment and risk management process when there is a business need for an exception.

6.4 Service Lifecycle

6.4.1 Asset Management

To help support risk-based decisions regarding hardware / software, reduce the risk of information security being compromised by weaknesses in hardware / software, protect assets against loss, support development of contracts and meet compliance requirements for licensing.

- All hardware and software should be recorded in an accurate and up-to-date asset register.
- There should be regular checks for discrepancies, and these should be investigated and resolved.
- The asset register must be protected against unauthorised change and be independently reviewed.

6.4.2 Configuration Management

To ensure that changes are applied correctly and do not compromise the security of business applications, computer systems or networks.

- Changes should be tested, reviewed and be part of a documented change management process.
- The change management process covers all types of change, such as upgrades, changes to systems and networks, software, or application and to business information.
- Any request for change must:
    - Be accepted by an authorised individual.
    - Approved by an appropriate business representative.
    - Include a risk assessment.
    - Tested.
    - Include a back-out plan.
- Once the changes have been made the following must happen:

- Changes are communicated to relevant stakeholders.
- System documentation is updated to reflect changes.
- Changes are reviewed to ensure only changes that have been authorised have taken place.
- System and information reviewed to ensure that security classifications have not changed.

6.4.3 Service Delivery Lifecycle

To ensure that business applications (including those under development) meet business and information security requirements.

- Development activities should be carried out in accordance with a documented system development lifecycle methodology.
- System development activities should be performed in specialised development environments, which are isolated from the live and testing environments, and protected against unauthorised access.
- Quality assurance of key security activities should be performed during the system development lifecycle.
- Information security requirements should be documented and agreed before detailed design commences.
- Information security requirements for systems under development should be considered when designing systems.
- System build activities (including coding and package customisation) should be carried out in accordance with industry good practice; performed by individuals provided with adequate skills / tools; and inspected to identify unauthorised modifications or changes.
- Systems under development (including application software packages, system software, hardware, communications and services) should be tested in a dedicated testing area that simulates the live environment, before the system is promoted to the live environment.

- Systems under development should be subject to security testing, using a range of attack types (including vulnerability assessments, penetration testing and access control testing).

- Rigorous criteria (including security requirements) should be met before new systems are promoted into the live environment.

- New systems should be installed in the live environment in accordance with a documented installation process.

- Post-implementation reviews (including coverage of information security) should be conducted for all new systems.

6.4.4 Compliance

To comply with laws and regulations affecting information security.

- The College recognises the critical importance of compliance and will establish a process to identify, interpret and comply with all relevant laws and regulations affecting information security. This will cover:

    - Information security-specific legislation.
    - General legislation which has security implications.
    - Regulations.
    - Contracts.

- The compliance process should be documented, signed off by executive management, and kept up to date.

- Compliance will be regularly reviewed by key stakeholders from across the College.

6.4.5 Disposal

To ensure the secure disposal of information assets and comply with legal, regulatory, and contractual obligations.

- When Technology assets have reached the end of their useful life they should be securely disposed of.
- Asset management processes must be updated with the final disposition of the technology asset's media and hardware.
- All storage mediums will be securely erased in accordance with current industry best practices.
- Approved third-party disposal service must render all data / information unreadable and provide a certificate of destruction. These certificates must be retained, and asset registers updated with the locations of the certificates.
- No computer equipment should be disposed of via skips, dumps, landfill etc.

6.5 Detection

6.5.1 Monitoring

To assess the performance of business applications, computer systems and networks, reduce the likelihood of system overload and detect potential or actual malicious intrusions.

- The College has legal, regulatory, and operational requirements to monitor activity across its network and systems.
- Information relating to this monitoring (e.g., logs) should be retained long enough to meet these requirements.
- All monitoring activities must be authorised, and regularly performed to help identify suspicious or unauthorised activity.
- All personnel authorised to perform monitoring functions must do so in accordance with the relevant ethics, procedures and safeguards.
- Monitoring activities include scanning systems for known vulnerabilities, this activity must be restricted to authorised individuals and the results presented to the system owners.

6.5.2 Logging

To help in the identification of threats that may lead to an information security incident, maintain the integrity of important security-related information and support forensic investigations.

- The College will protect the integrity of its information and systems by gathering security logs to help identify threats and support investigations.
- All systems will be assessed and configured to log appropriate security event information (e.g., failed login attempts), and the logs should be protected against unauthorised access and accidental or deliberate modification.
- Security logs should be analysed/reviewed regularly, and log retention schedules are to be defined for each system.

6.6 Response and Recovery

6.6.1 Incident Response

To identify and resolve information security incidents quickly and effectively, minimise their business impact and reduce the risk of similar incidents occurring.

- The College will identify, respond to and recover from security incidents to minimise the business impact and reduce the risk of similar incidents occurring.
- The incident response team is responsible for managing information security incidents.
- A review will take place after each incident to identify the root cause and highlight any improvements that can be made to the process.

6.6.2 Business Continuity

To provide relevant individuals with a documented set of actions to perform in the event of a disaster or emergency affecting business applications and technical

infrastructure, enabling critical business processes to be resumed within critical timescales.

- Business continuity plans should be documented for each service, provide a set of actions to perform when enacted and should be the result of a risk assessment.
- Each plan should be prepared by or in conjunction with the service owner and relate to likely scenarios.
- Roles and responsibilities should be defined and documentation/training available.
- Business continuity plans should be reviewed and tested on a regular basis.

6.6.3 Disaster Recovery

To enable critical business processes to be resumed to an agreed level, within an agreed time following a disruption, using alternative processing facilities.

- Disaster recovery plans should be documented for each critical business process to ensure they can be resumed using alternative facilities to an agreed level and timeframe.
- Alternative facilities must be ready for immediate use.

6.6.4 Backups

To ensure that, in the event of an emergency, essential information or software can be restored within critical timescales.

- Critical business information and software require a backup schedule to ensure restoration can occur within an agreed time.

- Backups should be protected from loss, damage, unauthorised access and subject to the same level of protection as the live information e.g., encrypted.

- Backups should be regularly verified by successfully testing restoration.

- The type of backup should be identified as:

Backup Type	Recovery Time	Method
Online storage	Instantaneous	Direct Attached Storage (DAS), Storage Area Network (SAN)
Near-line storage	Minutes	Automated tape library
Off-line storage	Hours	Manual IT staff restoration

6.7 External Partnerships

6.7.1 Third Party

To protect critical and sensitive information when being handled by external suppliers or when being transmitted between the organisation and the supplier.

- To protect College information when being transmitted between or handled by an external third party, information security requirements need to be considered at all stages of the relationship.

- All third parties should be identified and recorded in a register which assigns a business owner, security contact and is categorised High, Medium, Low in terms of information security.

- All third parties should agree a baseline of security arrangements for any information held, and specialised controls put in place which meet business and security needs as a result of a risk assessment.

- Termination of third-party relationships should ensure the revocation of physical and logical access, and the return or secure destruction of

information assets.

- A Business Continuity Plan (BCP) may also be required depending on the nature of the third-party service.

6.7.2 Cloud

To help ensure cloud specific risks are reduced to a level acceptable by the organisation.

- Any purchase or use of a cloud service must align with strategic goals, be centrally registered, approved, regularly reviewed and supported by a contract.

- There must be a risk assessment performed for the full lifecycle of the service including creation, processing, storage, transmissions and destruction of information.

- The risk assessment should also take into consideration the classification of data assigned and its suitability for use in the cloud.

7. Policy Statement

The Dumfries and Galloway College ("The College") ICT policy has a structure which logically groups Core, User and Management sections. This is to ensure that the relevant sections are read and understood.

The Core section must be read and adhered to by all persons involved with College ICT systems and information.

The User section must be read and adhered to by all users of the Colleges systems and data.

The Management section must be read and adhered to by any individual or entity managing a device connected to the College network or service for or on behalf of the College.

The ICT Security Policy statements are high level strategic statements written with the following principles.

- They are needed by the College.
- They clearly define the desired maturity level.
- They are achievable.
- They are measurable.

All **processes** created must conform to these policy statements.

All **procedures** created must conform to any agreed process.

All **processes** and **procedures** must also conform to all applicable organisational standards.

Guidance may also be provided to ensure that any procedure and process is competed in line with current best practice.

8. Distribution

All Staff
Repository

9. Revision Log

Revision Log		
Date	Section	Description
12.11.2020	Front page	Change of job title from Vice Principal Corporate Services and Governance to Head of Corporate Services
12.11.2020	Throughout the Policy Document	Revision to whole Policy document to reflect changes to D & G College management, security and protection of its ICT systems and data
December 2021	7 - Distribution	Changed Quality Manual to Repository
21.01.2023	Responsibility	Change of job title from Head of Corporate Services to Vice Principal People and Transformation
10.02.2023	6 - Procedure	Added USB Guidance.
10.02.2023	Throughout the Policy Document	Numbering revised.
11.05.23	Appendix 1	Equality Impact Assessment added as Appendix 1 as per revised Document Control Procedure.

Document Name	Document Owner	Revision Number	Date of Issue	Date of Withdraw
ICT Security Policy	Head of Corporate Services	1	12.11.20	
ICT Security Policy	Vice Principal People and Transformation	2		

Appendix 1: Equality Impact Assessment

Document:	ICT Security Policy
Executive Summary:	The purpose of the ICT Security policy is to minimise operational and reputational damage by reducing the impact of IT security incidents and ensure business continuity. DGC uses a large amount of information in order to operate effectively and most of this information is in digital format and held in IT systems. It is essential that this information is managed effectively so that it remains secure, accessible to authorised users and its integrity is protected. This includes providing guidance to staff to strengthen passwords and multi-factor authentication. The ICT Security Policy sets standards outlining the way digital information and IT systems should be managed and operated to ensure the DGC complies with its obligations in relation to IT Security.

Duties:
1: Eliminate discrimination, harassment and victimisation
2: Promote equality of opportunity
3: Promote good relations
* Human Rights to privacy and family life, freedom of thought and conscience, education, employment

PSED Impacts

	Commentary
Age	The policy will have a neutral impact for these characteristics.
Disability	
Gender	
Gender Based Violence	

Gender identity/ reassignment	
Marriage/civil partnership	
Pregnancy/maternity	
Religion or Belief	
Race	
Sexual Orientation	

Additional Considerations

Care experienced	The policy will have a neutral impact for these characteristics.
Carers	
Mental Health	
Socio-economic status	
Veterans	
Human Rights*	The policy will have a neutral impact on Human Rights

Lead Officer:	Vice Principal, People and Transformation		
Facilitator:	ICT Manager		
Date initiated:	06.06.23		
Consultation:			
Research:			
Signature	*Calum Rodgers*	Date	28.08.23

Dumfries and Galloway College
One step ahead

ICT ACCEPTABLE USE POLICY

Responsibility: Vice Principal, People and Transformation

Issue Date:

Equality Impact Assessment: 28.08.23

Version: 1

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ICT Acceptable Use Policy

1. Purpose

The policy is intended to protect users and their data, and the College from illegal or damaging actions by individuals, either knowingly or unknowingly. Ignorance of this policy (or those that it directs you to), and the responsibilities it places on you, is not an excuse in any situation where it is assessed that you have breached the policy and its requirements.

Inappropriate use by individuals will be managed in accordance with College policies and procedures, including the Disciplinary Policy and the Code of Student Behaviour.

It will also be reported to law enforcement agencies if appropriate.

The aim of the Dumfries and Galloway College Acceptable Use Policy (AUP) is to reflect the established culture of openness, trust, and integrity.

The purpose of this policy is to outline the acceptable (and prohibited) use of college computer equipment and network access. Inappropriate use exposes the College to a range of risks including virus attacks, compromise of network systems and services, and legal issues. This policy also prohibits accessing College ICT facilities to cause harm or offense to others.

There needs to be commitment to protect Dumfries and Galloway College employees, students, Academic partners, and the wider Joint Academic Network (JANET) organisation from illegal or damaging action by individuals, either knowingly or unknowingly.

All internet access originating from the College network is subject to the JANET Acceptable Use Policy: https://community.jisc.ac.uk/library/acceptable-use-policy.

2. Scope

This policy applies to all users including staff, students, Board of Management, contractors, consultants, temporaries, and other workers at Dumfries and Galloway College, including all personnel affiliated with third parties.

This policy applies to all equipment that is owned or leased by Dumfries and Galloway College and to all equipment connected to the College's network.

Students and staff who connect their own devices to the College's network and the services available require compliance to this policy.

Use of Dumfries and Galloway College ICT equipment and the Dumfries and Galloway College network are limited to staff, students and authorised third parties only.

3. References

This policy is aligned with other policies and procedures within the College, namely:

- Data Protection Policy
- ICT Security Policy
- Learner Behaviour Policy
- Equality and Diversity Policy
- Data Breach Procedure
- Student Disciplinary Procedure

4. Definitions

- AUP – Acceptable Use Policy
- ICT – Information & Communication Technology
- Spoofing – pertaining to be from another user
- Proxy/Proxies – system that facilitates data exchange between networks
- VPN – Virtual Private Network
- VLE – Virtual Learning Environment (LearnNet)
- MFA – Multi Factor Authentication
- PII - Personally Identifiable Information

5. Responsibility

The responsibility for the supervision of the Acceptable Use Policy is delegated to the ICT Manager. Any suspected breach of this policy should be reported to a member of Digital Services staff. The Vice Principal, People and Transformation will then take the appropriate action.

Actions will include, where relevant, immediate removal from online information systems of material that is believed to infringe the law. The College reserves the right to audit and/or suspend without notice any account pending any enquiry. Where necessary, this will include the right to intercept communications.

This policy is not exhaustive and inevitably new social and technical developments will lead to further uses, which are not fully covered here at present. In the first instance students should address questions concerning what is acceptable to their personal tutor. Staff should approach their line manager. Where there is any doubt, the matter should be raised the Digital Services Helpdesk, who will ensure that all questions are dealt with at the appropriate level within the College.

6. Policy

6.1 Disciplinary Procedures

Staff and students who contravene this policy may find themselves subject to the College's disciplinary procedures.

Individuals may also be subject to criminal proceedings. The College reserves its right to take legal action against individuals who cause it to be involved in legal proceedings as a result of their violation of licensing agreements and/or other contraventions of this policy.

6.2 Authorisation and Conditions of Use

6.2.1 Authorisation

Users are provided access to the College ICT Systems when they meet the following categories:

- Members of staff.
- Students.
- Partners of the College (i.e., learning network staff, individuals on work experience, contractors, auditors etc.)

Access will not be restricted on the grounds of disability, impairment or any other protected characteristic.

By logging on to a College system, whether on premise or remotely, users are confirming acceptance of this policy by either clicking accept or ticking an acceptance button prior to logon.

When staff employment or a course of study finishes, access to ICT resources will be revoked automatically and the user accounts will be closed as per internal procedures.

6.2.2 Conditions of Use

ICT resources and Information Systems are provided primarily to support College business such as teaching, training, study, and administrative support of these activities. However, reasonable personal use is also permitted provided there is compliance with this policy. Individuals should exercise due care and attention whilst using College ICT resources to ensure that the corporate reputation remains a priority and no inflammatory posts could be attributed to the College on either internal or external information systems or social media.

Users must not masquerade as someone else and should always keep their logon identity and password private (exceptions will be made for users who have additional support needs). Users should choose a hard to guess password, of which guidance can be found within the College password change procedure which is available from the intranet.

Each user has a personal duty to follow the AUP as diligently as possible, in most cases the College will prefer to inform users of a contravention to the AUP informally while advising corrective action. However, repeated or a serious breach to the AUP will trigger disciplinary procedures.

The following acts can be construed as a misuse and a breach of the AUP:

- Installing software that is not explicitly permitted by the ICT Department.
- The printing, displaying, storing, internet browsing or transmitting of unacceptable or offensive material. This will include material which is:
  - Racially, religiously, sexually, or politically offensive.
  - Obscene, indecent, or pornographic.
  - Likely to promote terrorism or violence.
- The creation or transmission of material which is intentionally designed or likely to cause annoyance, inconvenience, intimidation, or anxiety. This includes cyber- bullying or harassment in any form. Users should ensure that appropriate language and tone should be used in communications at all times in line with College policies and procedures.
- Intentionally affecting security systems or the disruption of network communications, including:
  - Intentionally clicking on known malicious links or running malicious software.

- Implementing a Denial-of-Service attack.
- Excessive or inappropriate use of College network bandwidth.
- Port scanning or information gathering (reconnaissance activity) of network systems exercises.
- Network monitoring/sniffing.
- Providing information about users outwith the College.
- An attack that intentionally disrupts, prevents and/or removes access to computing services within the College or any external organisation.
- Circumventing user authentication or security of any host, network, or account.

- Unauthorised copying, including downloading from the internet, of copyrighted material including, but not limited to, digitisation of photographs from magazines, books, music, applications, or other copyrighted sources.
- Utilising 'proxies' or VPN services to circumvent the College security systems.
- Using computer resources to commit fraud, deception, or another criminal act.
- Vandalism of deliberate physical damage to College equipment.
- Accessing another user's account.
- Impersonating another user whether real (via the user account) or artificial (spoofing). For example, sending messages that appear to originate from another person.
- Sending chain or bulk ('spam') messages.
- Use of College systems for commercial gain, running a business, non-College related advertising, crypto mining, or political lobbying.
- Using unauthorised or unlicensed applications including games, screensavers, drivers, browsers, and plug-ins.
- Adding hardware devices to the College network without explicit authorisation from the Digital Services Department.
- Introducing viruses or malware (e.g., viruses, worms, Trojan horses) designed to impact systems performance, integrity, security, availability to harvest data.
- Breaching or attempting to breach security controls including:
  - Interfering with or disabling anti-virus software.
  - Attempting to change 'safe search' settings.
  - Disabling Windows/Mac update services.
  - Encrypting key College data/systems without authorisation.

- Changing system policies which reduces security (firewalls, modifying logs, disabling encryption on managed devices, etc).
- Any action, or lack of action, which may interfere with the security of College systems or a data breach of Personally Identifiable Information (PII) or sensitive data as per the Data Protection Act 2018 and the General Data Protection Regulations (GDPR).
- Exporting, processing, or transfer of other users' PII or sensitive data outside of secure College systems.
- Contravening the JANET AUP (as referenced on page 3).

It is important that any personal data breaches, or indeed suspected breaches, across the College are reported as soon as possible to the Vice Principal People and Transformation and the Data Protection Officer College as per the Data Breach procedure.

Under the terms of the Data Protection legislation, data controllers have no longer than 72 hours to report a breach to the Information Commissioner's Office after having become aware of it. The College will abide by this statutory requirement.

6.3 Accessing Services or Data Remotely (including on-campus mobile devices)

The College provides several services (email, files, VLE, intranet, etc.) which can be accessed remotely or via guest Wi-Fi services such as Eduroam.

It should be noted that the Internet Protocol (IP), MAC address and browser version data may be recorded when using these systems. This means that location and device browser information can be harvested.

The following requirements shall also apply to user remotely accessing services and data:

Applies to all users:

- Users shall only access any remote services using a device that continues to receive security updates from the vendor and ensure that security patches are applied within 14 days of release.
- Devices should have adequate and up-to-date anti-virus/malware software installed.

Applies to Staff and Partners only (not Students):

- In line with the College Data Breach procedure, it is important that individuals inform the Digital Services Helpdesk immediately if a mobile device (whether College owned or personal) that has been used to access College data is lost or stolen. The Digital Services Helpdesk will take steps to attempt to remotely wipe College data and apply measures to minimise the potential for data loss. The Digital Services Helpdesk will notify the Vice Principal People and Transformation, the Data Protection Officer, or a member of the Senior Leadership Team if a personal device containing data has been lost or stolen.
- It is strongly recommended that mobile devices are encrypted and are protected with a pin of at least 8 digits.
- Accessing College systems/data is not permitted on personal devices outside of the European Economic Area.
- Any application used on a mobile device must be downloaded from either the Apple App Store or Google Play Store (no 'jailbroken' devices should be used).
- Any devices accessing core or critical data/applications (HR data, Student Records, payroll) must be connected using a College encrypted laptop and Virtual Private network (VPN).
- If using a College owned mobile phone/tablet, the device must be enrolled in the Mobile Device Management system.
- Individuals should use College assigned storage to store, transfer, process, and access required data.
- PII data should never be sent outside of the College via email. If you need to send PII data external to the College then you must ensure:
  - There is a data sharing agreement in place.
  - The data file is suitably encrypted.
  - The data is shared and transferred using approved processes then unshared once the transfer has been completed.

6.4 Key Principles

6.4.1 Filtering

The College utilises automated recording, filtering, and monitoring software (Spam filter, URL filters, application filters, file auditing, administrative auditing software, etc.) to protect College systems, user data and other sensitive information. These cannot be guaranteed failsafe and users have a responsibility to be vigilant when using College systems and processing data.

Opening emails and browsing websites should always be carried out with diligence and care. The College will filter and attempt to scan and block content or Internet activity which is deemed as being unsuitable or malicious, containing viruses or exploits. This includes pornographic, gambling and sites that provide a security threat.

The College appreciates the cooperation from users and promotes a reporting culture with regards to Cyber incidents. Users are asked to inform Digital Services if they receive a suspicious email or notice irregular activity on their devices. Contact should be made to digitalservices@dumgal.ac.uk

6.4.2 Email

College email addresses and associated College email systems must be used for all official College business, to support audit purposes and institutional record keeping. All staff and students at the College must regularly read their College email and delete unwanted or unnecessary emails at regular intervals.

It is not permitted to use personal email accounts for work purposes at any time. Personal email accounts do not have the same level of security as College accounts and as such provide a serious risk to the Colleges networks.

6.4.3 Cyber Security

Cyber-attacks are an increasing threat to organisations. The attacks are mostly initiated through the theft of user credentials. Essentially attackers view people as being vulnerable and open to exploitation.

The College has taken steps to increase the understanding of staff around cyber security, which will ensure the College is better protected and that staff can better protect their personal digital identity outside of the College.

The College has introduced Multi Factor Authentication (MFA) for remote access on all College staff accounts. Use of MFA on personal accounts is strongly recommended (e.g., Gmail, Facebook, Twitter, and other social accounts).

Information relating to MFA will be routinely provided by the Digital Services Team.

6.4.4 Social Media

The College recognises the role that social networking and other communication technologies holds within modern student life and learning and teaching practice.

The College will use social media in curriculum delivery, particularly in terms of communications with students, gaining feedback, and group discussion; and, for corporate communication, marketing, and promotion and for contact with the business community.

Social Media sites used for corporate communication, marketing and promotion will be managed by the Marketing Team. All staff members using social networking sites as tools through which to communicate with students must only do so on a professional basis. Guidance on use of social can be found in the social media guidelines in the quality manual on AdminNet and LearnNet.

6.4.5 Copyright Compliance

Employees and students must not download, copy or otherwise re-produce material for which they have not obtained permission from the relevant copyright owner.

If such material is required for any purpose e.g., teaching or research, then copyright permission must be obtained and documented before such material is used.

Employees and students are reminded that the College treats plagiarism very seriously and will investigate any allegation i.e., the intentional use of other people's material without attribution.

6.4.6 Monitoring

While the College Digital Services department aims to provide a high level of privacy all, users should be aware that the data they create on the College systems remains the property of the College.

Dumfries and Galloway College reserve the right to audit networks and systems on a periodic basis to ensure compliance with this policy. Systems are monitored to ensure that the confidentiality, integrity and availability of systems and data is maintained.

Users should be aware that data held within the College is not routinely inspected and user data will normally be treated as confidential. An examination of user data will only be carried out in response to an alleged violation to the AUP or for governance/legal reasons such as GDPR compliance or Police Investigation.

The College recognises that it has a duty of care in such investigatory work.
It should also be noted that when accessing College systems remotely your IP address is recorded and can be used responsibly by College security systems to prevent malicious activity; this can be with automated alerting systems or pro-actively by the Digital Services department.

The data the College collects, is subject to its processes and retention periods, these can be found in the College Data Protection Policy.
https://board.dumgal.ac.uk/dg_file/data-protection-policy/

Line managers of staff who leave the College will receive access to emails and files to ensure no important data is purged as a consequence of an individual leaving its employment.

To ensure business operations it may also be necessary to grant line managers access to staff files/emails if they are on prolonged sick or annual leave. Formal approval will be sought from SLT before access is granted.

6.5 Relevant Legislation

- Copyright, Designs and Patents Act 1988
- Malicious Communications Act 2003
- Computer Misuse Act 1990
- Trademarks Act 1994
- Data Protection Act 2018
- Human Rights Act 1998
- Regulation of Investigatory Powers Act 2000
- Freedom of Information (Scotland) Act 2002

6.6 External Guidance

National Cyber Security Centre, Cyber Essentials Plus Accreditation
https://www.ncsc.gov.uk/cyberessentials/overview

Scottish Government Public Sector Action Plan for Cyber Resilience
https://www.gov.scot/publications/cyber-resilience-strategy-scotland-public-sector-action-plan-2017-18/

7. Distribution

All Staff
Repository

8. *Revision Log*

Revision Log		
Date	Section	Description
May 2023	Throughout the Policy	Complete rework of policy to reflect current legislation and guidance
May 2023	Throughout the Policy	Numbering changed to comply with Document Control Procedure
May 2023	Distribution	Quality Manual changed to Repository
May 2023	Responsibility	Job Title changed from Vice Principal Business Development and Corporate Services to Vice Principal, People and Transformation
June 2023	Appendix	Student Friendly AUP Guidance Note added as Appendix 2

THIS FORM TO BE UPDATED WHENEVER THERE IS A CHANGE IN ANY SYSTEM DOCUMENT				
Document Name	Document Owner	Revision Number	Date of Issue	Date of Withdraw
ICT Acceptable Use Policy	Vice Principal, People and Transformation	1		

Appendix 1: Equality Impact Assessment

Document:	ICT Acceptable Use Policy
Executive Summary:	Impacts are positive across all of the protected characteristics for this policy as it will discourage online bullying and harassment or other inappropriate use which might create an intimidating culture within the college. This applies less clearly to the additional considerations, although impacts should still be mildly positive as people from the groups listed can find themselves marginalised and excluded, which the policy should help to discourage. The Human Right to privacy and family life is protected through restricted use of monitoring and data protection measures built into the policy.

Duties:
1: Eliminate discrimination, harassment, and victimisation
2: Promote equality of opportunity
3: Promote good relations
* Human Rights to privacy and family life, freedom of thought and conscience, education, employment

PSED Impacts

	Commentary
Age	The policy discourages online bullying and harassment, which can disproportionately affect people in minority groups across the protected characteristics. Prevention and reduced risk of this kind of negative behaviour will promote good relations.
Disability	
Gender	
Gender Based Violence	
Gender identity/ reassignment	
Marriage/civil partnership	

Pregnancy/maternity	
Religion or Belief	
Race	
Sexual Orientation	

Additional Considerations

Care experienced	The policy discourages online bullying and harassment, which can be a problem for people across the range of additional considerations as they can be marginalised and isolated. The policy should encourage respect and instil confidence in people from these groups.
Carers	
Mental Health	
Socio-economic status	
Veterans	
Human Rights*	The Human Right to privacy and family life is protected through restricted use of monitoring and data protection measures built into the policy. Rights to Education and Employment are positively impacted given that continued engagement in a course which might have been impacted by negative online behaviours of others is minimised.

Lead Officer:	Vice Principal, People and Transformation		
Facilitator:	ICT Manager		
Date initiated:	06.06.23		
Consultation:			
Research:			
Signature	Calum Rodgers	Date	28.08.23

Appendix 2. Student Friendly AUP Guidance Note

This it to be displayed on the Student portal, linked in LearnNet and referenced in the student induction.

The following acts will be considered misuse of College services and a breach of the ICT (Information and Communication Technology) Acceptable Use Policy:

- Installing any software without the permission of the ICT Department.
- Accessing in any form, unacceptable or offensive material including anything that can be considered racially, religiously, sexually, or politically offensive.
- Cyber- bullying or harassment in any form.
- Intentional damage to College ICT equipment.
- Intentionally affecting ICT security systems or the disruption of network.
- Using another user's login information to access College resources.
- Use of College systems for non-college related purposes.
- Use of College systems or equipment for any illegal activity.

All internet traffic is logged and monitored.

The full ICT Acceptable Use Policy can be found here: [LINK TO MAIN POLICY]

DUMFRIES AND GALLOWAY COLLEGE

MEETING	BOARD OF MANAGEMENT COMMITTEE
AGENDA ITEM:	**12**
PAPER NO:	**BOM0923-12.1**

Date	02 October 2023
Location	Dumfries Campus
Title of Paper	Risk Management Policy
Presented By	Douglas Dickson
Recommendation	**Approval**
Appendix Attached	Yes
Disclosable Under FOISA	YES

Read Time: 5 Minutes

1. Recommendation

1.1. The Board of Management Committee is asked to approve the Risk Management Policy.

2. Executive Summary

2.1 The terms of reference ask that Board of Management approve the Risk Management Policy.

3. Context

3.1. The Risk Management Policy was created in 2019 and its purpose is to outline approaches and arrangements in respect of the management, oversight, control, mitigation, evaluation and reporting of risks associated with College operations and activities. The Policy is now due for review.

3.2. The Policy has primarily been updated to reflect the Strategic Risk framework and reporting to include the 3 lines of defence and risk appetite paper.

3.3. The Strategic risks are reviewed regularly by the Executive Leadership Team, presented quarterly to relevant committees, Audit Committee and the Board. Audit Committee also undertake a deep dive of specific risks.

4. Strategic Implications

4.1 Priority 1 – Student Experience, Priority 2 People and Culture, Priority 3 Growth and Financial Sustainability, Priority 4 Systems and Infrastructure

5. Risk

RISK	MITIGATIONS
	As per Strategic Risk Register

6. Implications

Financial	No	
Legal	No	
Learning and Teaching	No	
Equalities	No	

Douglas Dickson
Depute Principal
10 September 2023

Dumfries and Galloway College
One step ahead

RISK MANAGEMENT POLICY

Responsibility: Executive Leadership Team

Issue Date: September 2023

Equality Impact Assessment: September 2023

Version: 2

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Risk Management Policy

1. Purpose

The purpose of this policy and related arrangements is to:

- Outline approaches and arrangements in respect of the management, oversight, control, mitigation, evaluation and reporting of risks associated with College operations and activities;
- Ensure that significant risks are monitored and managed more closely; and
- Confirms the roles and responsibilities of the Board of Management, Executive Leadership Team and others in the effective management of risks.

2. Scope

This policy covers the management of risks related to College activities and operations.

This policy is approved by the Audit Committee of the Board of Management and will be subject to regular review by the Committee in line with College document control and review procedures.

It should be noted that this policy does not cover arrangements in respect of health and safety risk assessment, which is managed under the terms of the College Health & Safety Policy.

3. References

- Board of Management Articles and Committee Remits
- Code of Good Governance for Scotland's Colleges
- Strategic Risk Register
- Internal audit schedule and reporting
- Business Continuity Plan

4 Responsibilities

4.1 Role of the Board of Management

The Board of Management has responsibility to provide leadership within a framework of effective controls, which enable risk to be assessed and managed. The Board of Management has responsibility through the operation of the Board and each Board Committee to monitor, challenge and oversee risk management within the College as a whole.

Within these arrangements, it is the responsibility of the Board of Management to:

- Establish the overall culture and ethos in respect of risk and opportunity management within the College.

- Approve major decisions affecting the College risk profile or exposure in accordance with appropriate financial strategy and procedures and agreed delegation limits.

- Annually review the College approach to risk management, risk appetite and approve changes or improvements as necessary.

- Enable the Executive Leadership Team to discharge their duties in the management of risk.

4.2 Role of the Audit Committee

The Board of Management has delegated responsibility for risk management to the Audit Committee.

The Audit Committee will monitor and report to the Board on internal controls and alert Board members to any significant emerging issues. In addition, the Committee oversees internal audit, risk appetite, external audit and management as required in its review of internal controls.

The Audit Committee will report to the Board, through the Chair of Audit and the availability of Audit minutes, on the effectiveness of the internal control system, including the College system for the management or risk.

4.3 Role of the Executive Leadership Team

As the senior management group of the College, the Executive Leadership Team (Principal, Depute and VP) have overall operational responsibility for the identification, management and mitigation of risk in line with Board objectives and risk appetite.

It is the role of the Executive Leadership Team to provide advice and guidance to the Board in respect of potential and actual risk issues and to implement appropriate risk management and internal controls on an ongoing basis. The

Executive Leadership Team will also be asked to provide accurate, timely and clear information to the Board of Management and its Committees to support Board members in understanding and evaluating the status of risks and controls.

5. Identification and Management of Risk

The development of effective risk management arrangements are essential to control and manage the risks that may otherwise threaten the ability of the College to meet its objectives.

Risk management is bound inextricably within the system of internal control that operates across the College. This system encompasses a number of elements that together ensure that effective and efficient outcomes are achieved, allowing the College to respond to strategic and operational risks. These elements include the following:

5.1 Strategic Risk Framework

High-level strategic risks are outlined with a clear risk register. These risks are discussed and approved by the full Board of Management. and detailed analysis of the regional operating context for the College.

The Executive Leadership Team –

- Will undertake the ongoing monitoring mitigation of risks significant to the College.
- Ensure the strategic risk register is formally reviewed and if necessary updated and presented to SLT (Executive Directors and Directors), the Board of Management and BoM Audit Committee.
- Will ensure risks are assigned to a member of the College ELT.
- The risk appetite is reviewed annually by the College ELT and presented to the Audit Committee and Board.

The Senior Leadership Team will ensure –

- The their direct reports update on any risks or input on new risks identified with College operations.

Risks are managed based on a series of risk factors determined by assessment of the likelihood multiplied by the impact of each specific risk -

KEY: ASSESSMENT OF RISKS

Risks which should be monitored by the Risk Management Group: Scores: 1 – 8 Minor Risk
Risks to be brought to the attention of SMT and the Board of Management: Scores: 9 - 15 Significant Risk
Risks to be reported to, and monitored by, Board of Management: Scores: 16 – 20 Major Risk
Risks to be reported to, and monitored by, Board of Management: Scores: 21 – 25 Fundamental Risk

Risk Score Matrix

Impact				
5	10	15	20	25
4	8	12	16	20
3	6	9	12	15
2	4	6	8	10
1	2	3	4	5
Likelihood				

Each risk factor is colour coded based on their severity. Each risk uses 3 lines of defence as a risk management framework to manage and mitigate risks effectively. It provides a structured approach to ensure that risk management responsibilities ae clearly defined across the College.

The first line of defence covers our front-line employees and operational managers who directly manage and own the risks associated with their day-to-day activities. The second line of defense consists of specialized risk management, compliance, and control functions with the College. Their role is to oversee and support the first line by providing guidance, setting policies and standards, and monitoring compliance with these policies. The third line provides an objective and independent assessment of the effectiveness.

Each risk is assessed and categorised prior to the actions taken to manage the risk and again following assessment of the mitigating actions in place.

5.2 Risk Appetite Framework

In the dynamic landscape the College operates in we face a myriad of challenges and opportunities. To effectively navigate these uncertainties and chart a course towards success, the College uses a crucial tool: the Risk Appetite Framework.

The Risk Appetite Framework serves as a guiding instrument for the College, helping us staying true to our mission and vision. In the context of a college, this framework is a strategic approach to understanding, defining, and managing the level of risk the College and the Board is willing to accept in pursuit of its goals

The Risk Appetite Framework is reviewed annually by the Executive and presented to the Audit Committee and to the Board of Management for discussion and scrutiny.

5.3 Quality Management System

The College operates a documented quality management system on the College intranet. This system provides a clear structure of policies, procedures, quality processes and other documentation that underpin the control and review of key College processes and their related risks.

All sections of the quality management system are approved at SLT, consulted on a LJNC where appropriate, with reference to the Board of Management where appropriate.

5.4 Determination and Management of Project-based Risks

Approval of all capital and revenue projects where College contribution is in excess of £250k in value will include the requirement to create and manage specific risk register in relation to the project or activity. This determination and rating of risk must include the following:

- Risks impacting on project/College objectives
- Significant financial and other operational risks
- Reputational or other risks

Project based risk registers may be necessary in other circumstances where the nature of the project or the level of non-financial risk involved warrants this.

5.5 Internal Audit Arrangements

The Board of Management Audit Committee determines and approves a rolling annual schedule of internal audit activities designed to check and test internal control and risk management arrangements. Analysis and feedback in respect of risk and control issues is used to inform development and prioritisation of this schedule. The schedule includes the internal audit review of risk management approaches, arrangements and effectiveness.

5.6 External Audit Arrangements

External audit provides feedback to the Audit Committee on the operation of the internal controls reviewed as part of the annual audit requirements specified by the Scottish Government and Scottish Funding Council.

5.7 Annual Report Arrangements

The Board of Management is responsible for reviewing annually the effectiveness of risk management arrangements and outcomes, based on information provided by the independent auditors (internal and external) and the Executive Leadership Team.

To inform this the Audit Committee will consider annually a report produced by the internal auditors that summarises the outcomes of audit activities and provides a clear opinion in respect of the robustness of the internal controls in place and any other significant factors found.

5.8 Business Continuity Planning and Disaster Recovery

The College maintains a business continuity plan providing a framework within which serious incidents or other significant events that may impact on business continuity are managed.

Disaster recovery arrangements are in place in respect of all major ICT systems operated by the College.

6. Implementation

To support implementation of this policy all staff with responsibilities under the terms of the policy will receive appropriate guidance, support and training in relation to these responsibilities.

7. Review Details

Next review scheduled for: 01.09.25
Responsibility for Review: College Executive and BoM Audit Committee
Union Consultation Required: No

8. Distribution

All Staff
Repository

9. Revision Log

Revision Log		
Date	Section	Description
31.03.22	Throughout the Policy	Amendment to Job Title – Vice Principal Business Development and Corporate Services to Director of Estates and Sustainability
31.03.22	Distribution	Quality Manual changed to Repository
24.08.23	Appendix 1	Equality Impact Assessment added as Appendix 1 as per revised Document Control Procedure
11.09.23	Throughout the Policy	Review of current processes and updating around the 3 lines of defence.

THIS FORM TO BE UPDATED WHENEVER THERE IS A CHANGE IN ANY SYSTEM DOCUMENT				
Document Name	Document Owner	Revision Number	Date of Issue	Date of Withdraw
Risk Management Policy	Vice Principal Business Development and Corporate Service	1	19.02.2019	
Risk Management Policy	College Executive	2		

Appendix 1: Equality Impact Assessment

Document:	Risk Management Policy
Executive Summary:	

Duties:
1: Eliminate discrimination, harassment and victimisation
2: Promote equality of opportunity
3: Promote good relations
* Human Rights to privacy and family life, freedom of thought and conscience, education, employment

PSED Impacts

	Commentary
Age	It is anticipated that the impact on these characteristics will be neutral.
Disability	
Gender	
Gender Based Violence	
Gender identity/ reassignment	
Marriage/civil partnership	
Pregnancy/maternity	
Religion or Belief	
Race	
Sexual Orientation	

Additional Considerations

Care experienced	It is anticipated that the impact on these characteristics will be neutral.
Carers	
Mental Health	

Socio-economic status	
Veterans	
Human Rights*	

Lead Officer:	Douglas Dickson		
Facilitator:			
Date initiated:	11th September 2023		
Consultation:			
Research:			
Signature		Date	11/9/23

DUMFRIES AND GALLOWAY COLLEGE

MEETING	BOARD OF MANAGEMENT COMMITTEE
Agenda Item:	**14**
Paper No:	**BOM1023-14.1**

Date	02/10/2023
Location	Dumfries Campus
Title of Paper	Standing Orders and Articles and Governance Handbook
Presented By	Lorraine Grierson
Recommendation	Approval
Appendix Attached	YES
Disclosable Under FOISA	YES

Read Time: 10 mins

1. Recommendation

- The Board is recommended to consider and, if so minded, approve the revised Constitution and Standing Orders which are incorporated in the attached Handbook pages 7 to 20.
- The Board is asked to approve the updated Articles and Governance Handbook.

2 Executive Summary

2.1 The College Articles and Governance Handbook incorporates the Constitution and Standing Orders, Scheme of Delegation, Terms of Reference, and the Code of Conduct. This should be reviewed at least every 3 years.

3. Context

2.2 The Handbook has been updated accordingly with the approved Scheme of Delegation, Code of Conduct together with the proposed Standing Orders and Terms of Reference which are presented for approval at the meeting on 2 October 2023. This is attached at Appendix 2.

2.3 Items highlighted in yellow in the Handbook represent additional narrative in respect of the onboarding of 2 Trade Union members to the Board.

2.3 At the Board meeting in June 2023 it was agreed that the Board Development Committee would review the Standing Orders and make recommendations to the Board.

2.5 The Board Development Committee were asked to consider whether to adopt the updated Standing Orders in part or their entirety. It was agreed that they should be merged with the existing Standing Orders avoiding any duplicity. The Good Governance Steering Group revised the Standing Orders and these are attached at Appendix 1 for your information. These have been amalgamated with the original SOs page 7-20 of the Handbook.

L Grierson
Secretary to the Board
September 2023

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.

2. 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.

APPENDIX 2

Dumfries and Galloway College
One step ahead

BOARD OF MANAGEMENT

Articles of Governance and Governance Manual

Date: June 2023

Approved by Board of Management - September 2014
- Revised March 2017
- Revised November 2019 - Approved by the Board of Management - 10 December 2019
- Revised June 2023 - Approved by the Board of Management ... 2 October 2023

- **Scheme of Delegation adopted by the Board on 16 June 23**
- **Standing Orders revised and adopted by the Board 2 October 2023**

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1. Introduction

1.1 This manual sets out:

- The statutory and regulatory responsibilities (including powers and duties) of Dumfries and Galloway College are those set out in the Further and Higher Education (Scotland) Act 1992 (as amended) (the "1992 Act") and the Further and Higher Education (Scotland) Act 2005 (as amended) (the "2005 Act"). Significant amendments were made to the 1992 Act and the 2005 Act by the Post-16 Education (Scotland) Act 2013 ("the 2013 Act").
- The Standing Orders of the Board and its Committees
- The Scheme of Delegation, including delegation to the Chair, Committees, the Principal and the Secretary to the Board
- The Board of Management Code of Conduct
- The Terms of Reference of the Board and its Committees.

1.2 Code of Good Governance 2016 (Revised 2022):

- The Code of Good Governance for Scotland's Colleges has been developed and is owned by the college sector. Dumfries and Galloway College is required to comply with it as a condition of grant from SFC. It establishes standards of good governance practice for all boards and provides the essential foundations for compliance within the legislative framework.
- Boards must not only follow the letter but also the spirit of the Code to ensure good governance. Boards must think deeply, thoroughly and on a continuing basis about their overall tasks and the implications of these for the roles of their individual members. Key to this is the leadership of the chair, the support given to and by the principal, and the frankness and openness of mind with which issues are discussed and tackled by all board members.
- Statement of Compliance with Good Governance
  - Each board must state its adoption of the Code in the corporate governance statement contained in its annual financial statement. The chair, on behalf of the board, is expected to report as to how the principles have been applied by the board. Where, for whatever reason, a regional board's practice is not consistent with any particular principle of the Code, it should make this known to SFC. This should be done immediately they become aware of an inconsistency and, without exception, in advance of publishing the information. An explanation for that inconsistency must be clearly stated in its corporate governance statement. Boards will be expected to offer a clear rationale for exceptions in the context of their college's operational model and to identify mitigations.
- The code should be read in conjunction with this manual, which includes specific elements of the code of good governance for Scotland's colleges.

1.3 This Manual is not intended to undermine or supersede the formal Instruments and Articles of Governance, under which the College has its charitable status. In the event of any conflict between the contents of this Manual and the Instruments and Articles, the

Instruments and Articles take precedence. Any changes to those Instrument and Articles will, as appropriate, be reflected in the content of this Manual.

1.4 There are Appendices covering:
- Declaration form
- The form for the registration of interests
- Glossary of Terms.

2. Statutory And Regulatory Responsibilities

2.1 The Board is constituted in accordance with the Acts and any relevant Regulations, Statutory Provisions or Orders made by the Scottish Government. Any changes to the Acts or any relevant Regulations, Statutory Provisions or Orders made by the Scottish Government will supersede any arrangements or procedures set out in this Manual.

2.2 The Board shall be the College's legal authority and, as such, shall ensure that systems are in place for meeting the College's legal obligations, including those arising from contracts and other legal commitments made in the College's name.

2.3 The Board shall act as trustee for any legacy, endowment, bequest or gift given to it in support of the work and welfare of the College.

2.4 The Board shall ensure that the College's Constitution is followed and that appropriate advice is available to enable this to happen.

2.5 The Board shall be the employer of all employees of the College.

2.6 The Board shall ensure that the College operates ethically, responsibly and with respect for the environment and for society at large and will ensure that the College provides public benefit in Scotland and elsewhere through:
- the advancement of education and training; and
- the advancement of citizenship or community development.

2.7 The Board shall ensure that it maintains a balance of appropriate knowledge, skills and experience amongst its membership in order to meet its primary responsibilities.

2.8 The Board shall be the principal financial and business authority of the College; shall ensure that proper books of account are kept; shall approve the annual budget and financial statements; and shall have overall responsibility for the assets, property and estate of the College and the use thereof.

2.9 The Board shall ensure the establishment and monitoring of systems of control and accountability, including: financial and operational controls; systems in respect of risk assessment and management; clear procedures for handling internal grievances; clear

procedures for managing conflicts of interest; and clear procedures for public interest disclosure, all so as to maintain the solvency of the College and safeguard its assets.

2.10 The Board shall ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against approved plans and key performance indicators, which should be benchmarked against other comparable institutions, wherever possible.

2.11 The Board shall ensure that arrangements are in place to promote the proper management of the health, safety and security of students, staff and others affected by the College and its operations.

2.12 It is the duty of the Board to comply with any direction, requirement, notice or duty imposed by the Charities Act.

2.13 The Board shall make provision, in consultation with the Students' Association, for the general welfare of students.

3. Standing Orders

Executive Summary

3.1 The Constitution and Standing Orders of Dumfries and Galloway College Board of Management set out the Board's policy and practice on those issues which it has powers to determine.

3.2 The Constitution and Standing Orders also address the arrangements for the reporting of members' interests and the constitution and duties of the Board.

3.3 The Constitution and Standing Orders are to be read in conjunction with the following:

- The Further and Higher Education (Scotland) Act 1992, The Further and Higher Education (Scotland) Act 2005 and the amendments in the Post-16 Education (Scotland) Act 2013. In the event of any conflict arising between the Constitution and Standing Orders and the Act, the terms of the Act shall prevail;
- Code of Good Governance for Scotland's Colleges - 2016
- The Ethical Standards in Public Life etc. (Scotland) Act 2000;
- The Scheme of Delegation;
- The Board of Management Code of Conduct; and
- Scottish Funding Council Financial Memorandum.

3.4 The Board of Management of Dumfries and Galloway College is established as a regional college under the provisions of the 2013 Act and is a charity registered in Scotland in terms of the Charities and Trustee Investment (Scotland) Act 2005 with registered number SC021189.

3.5 In the event of a dispute as to the interpretation of any part of the Constitution and Standing Orders the ruling of the Chair shall be sought. In the event of a challenge to the Chair's authority the Board shall refer the matter to statutory provisions.

Purpose and Powers

3.6 The Board of Management shall have the duty to manage and conduct the business of the College in accordance with the terms of its statutory responsibilities and, in particular, ensure that it provides suitable and efficient further and higher education to students at the College.

3.7 The Board has the responsibility for the appointment of the College Principal, and for the conduct of any disciplinary or other action taken against the Principal as the result of an allegation of misconduct or the investigation of a grievance. It shall put in place suitable arrangements for monitoring his/her performance.

3.8 The Board shall delegate to the Principal, as Chief Executive, authority for the academic, corporate, financial, estate and human resource management of the College, and shall establish and monitor such management functions as shall be undertaken by and under the authority of the Principal.

3.9 The Board has powers to:

- charge fees;
- provide assistance of a financial or other nature (including waiving or granting remission of fees unless specifically prohibited by legislation from doing so).
- receive any property, rights, liabilities and obligations transferred under the 2013 and 1992 Acts and to acquire property for the College's benefit;
- provide facilities of any description appearing necessary for the managing of the College's activities.
- subject to Section 11 of the 2013 Act and with the written consent of the Scottish Ministers, to dispose of property.
- supply goods and services; and enter into contracts, including staff contracts and the supply of goods and services necessary for the management of the College's activities.
- to form or promote or join with any other person in forming or promoting companies (within the meaning of the Companies Act 2006).
- subject to the terms of the Financial Memorandum with the Scottish Funding Council, to borrow such sums as it sees fit; invest such sums as are not immediately required by the Board for the purpose of carrying out the College's activities; and raise funds and accept gifts of money, land or property and apply it to the purpose of carrying out College activities.

3.10 The Board may, having particular regard to any requirements laid down by the Scottish Funding Council with respect to financial management, delegate the performance of its functions to its Chair or any Committee appointed by it or any member of its staff with the exception of the items mentioned in 4.7, and in particular the following:

- the determination of the educational character and mission of the College.
- monitoring and review of College systems and procedures;
- approval of annual estimates of income and expenditure.
- ensuring solvency of the College and safeguarding its assets.
- approval of the College's Strategic Plan/Regional Outcome Agreement; and
- appointment and dismissal of the Principal.
- appointment and dismissal of the Secretary to the Board of Management.

3.11 The Board may pay to Board members such allowances and expenses as they may determine subject to any criteria issued from time to time by the Scottish Ministers.

3.12 The Board shall not without written consent of the Scottish Ministers:

- borrow money from any source other than within the limits established by the Scottish Funding Council.
- give a guarantee or indemnity or create any trust or security over or in respect of the College's property; nor
- effect a material change in the character of the College.

3.13 The Board may be given direction of a general or a specific character by the Scottish Government or the Scottish Funding Council or its equivalent, with regard to the discharge of its functions, and it is the duty of the Board to comply with any directions given.

3.14 The Board has a duty to keep proper accounts which shall be prepared and audited in accordance with the requirements of the Scottish Funding Council.

3.15 Subject to the responsibilities of the Board, the Principal is responsible for the executive management of the College, including its financial management, internal organisation and discipline.

Appointment of Chair

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.

Appointment of the Senior Independent Member (SIM)

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.

Appointment of the Vice-Chair

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(17) or more than 18 (20) 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.
f) Two persons being appointed by being nominated by Trade Unions from among local trade union membership.
g) 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/TU (including the Principal) or students of the College cease to be Board members if they cease to be staff or students of the College. Trade Union members will also cease to be members if they leave the nominating trade union.

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 of the Board and Committees

3.39 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.

3.40 The Secretary to the Board shall produce an annual programme of meetings which shall be presented to the Board for approval.

3.41 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.

3.42 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.

Quorum and Voting Rights

3.43 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.

3.44 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.

3.45 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.

3.46 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.

3.47 If the Chair and both Vice Chairs 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

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

3.49 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.

3.50 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.

3.51 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 Secretary to the Board shall email all Board members outlining the decision required, together with relevant briefing information.

- A quorum, as defined in 3.43 of these Standing Orders, must have replied to the email.

- The Secretary to the Board 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.

3.52 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.

3.53 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.

3.54 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.

Attendance at Board and Sub Committee Meetings

3.55 The Secretary to the Board 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.

3.56 It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff/Trade Union/Student 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.

3.57 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Governance Professional shall be present at the meeting unless requested by the Chair to leave. Where the Secretary to the Board 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, Trade Union and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

Agenda

3.58 The Secretary to the Board in consultation with the Chair and Principal or Executive Member, shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Governance Professional 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 Secretary to the Board shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.

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

3.60 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).

3.61 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.

3.62 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.

3.63 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

Board and Committee Papers

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

3.65 The Secretary to the Board 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 shall advise members of this and advise of the reason for the delay and when papers might be expected.

Minutes of Board and Committee Meetings

3.66 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.

3.67 After each Board meeting, the draft minutes shall, normally within 5 working days after each meeting, be submitted to the Chair for consideration in the first instance. The draft minutes will then be circulated to all board or Committee members. Draft minutes will then be submitted to the next meeting for approval.

3.68 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.

3.69 The Secretary to the Board shall be responsible for ensuring that a final version of the minutes is securely retained.

3.70 The Secretary to the Board 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.

3.71 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.

3.72 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.

3.73 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board.

Proceedings and Publication of Board Papers

3.74 The Secretary to the Board shall arrange for meetings to be minuted.

3.75 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.

3.76 There may be excluded from any item required to be made available under paragraph 3.75 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

3.77 It shall be the responsiblity 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.

Establishment of Committees and Sub-Committees

3.78 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, referenced in these Standing Orders include Sub-Committees.

3.79 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.

.3.80 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.

3.81 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.

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

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

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

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

3.85 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 Terms of Reference below).

3.86 Committees shall determine or advise the Board on any matters which the Board remits to them.

3.87 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

Board Members' Interests

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

3.89 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.

3.90 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.

3.91 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.

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

Confidentiality of Information

3.93 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.

3.94 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.

3.95 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

3.96 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.

3.97 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.

3.98 The Board shall, at least once every three years, review the terms of the Constitution and the Standing Orders in order to determine whether any amendments and/ or additions should be made thereto.

4. Scheme Of Delegation

Scheme of Delegation of the Board of Management of Dumfries and Galloway College ("the Board")

Preamble

In accordance with paragraph 12(4) of the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") a board may delegate the performance of any of their functions to their Chair, to any Committee appointed by them or to any member of their staff.

In accordance with paragraph C.8 of the Code of Good Governance for Scotland's Colleges ("the Code") delegation of responsibilities from, and matters reserved to, the Board and its Committee must be clarified through a Scheme of Delegation including the functions delegated by the Board to the Chair, Committees, the Principal and the Governance Professional.

This Scheme of Delegation must be approved by the Board before it comes into effect, and any subsequent amendments must also be approved by the Board.

Authority Reserved to the Board

4.1 Whilst initial discussion or consideration may take place by Committees or individuals, the Board reserves making decisions on the following matters to itself:

- determining the objectives of the Board
- final approval of the College's Strategic Plan and Regional Outcome Agreement
- approval of the year-end Annual Report and Accounts
- approval of the Annual Budget
- final consideration of the Annual Audit Report
- approval of the Strategic Risk Register
- acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
- appointment of Board members, in accordance with the 1992 Act and the College Sector Board Appointments: 2014 Guidance ***(update of the Guidance pending)***
- appointment and removal of the Principal
- appointment and removal of the Governance Professional (in accordance with paragraph D.14 of the Code)
- approval of terms and conditions of appointment of Board members
- approval of the Students' Association constitution and the election regulations for student officers
- delegation of functions of the Board including remits of Committees and this Scheme of Delegation
- the making, amendment and revocation of the Standing Orders of the Board.

Delegation to Committees

4.2 In accordance with paragraph 13 of Schedule 2 to the 1992 Act, the Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.

4.3 In accordance with paragraph C.8 of the Code, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments.

4.4 Each Committee and Sub Committee shall have a clearly defined remit which shall set out the duties and responsibilities delegated. The remit must be approved by the Board. The Committee may suggest amendments to the remit, but any amendments must be approved by the Board before they are implemented.

4.5 The Board may delegate functions to a specific Committee and this shall be clearly detailed within the minutes of the appropriate meeting.

4.6 The Board reserves the right to review the Committees required and the authority delegated to them as and when it deems it appropriate to do so.

4.7 The minutes of each Committee meeting will be submitted to the Board for information at the next appropriate meeting. In addition, the Committee Chair shall give an update to the Board on key issues where requested to do so.

Delegation to Chair of the Board

The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority. The Chair has delegated authority to:

4.8 exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:

- an extraordinary Board meeting is called in the case of material decisions.
- a proposal is circulated, and a decision is approved by email (in accordance with the Standing Orders) and is thereafter homologated at the next Board meeting.

4.9 on behalf of the Board, sign and date the College's Annual Report and Accounts, after Board approval, and other documents as may be required.

4.10 represent the Board within the College and externally.

4.11 issue communications on behalf of the Board in whatever form is appropriate, both within and out with the College.

4.12 monitor, review and record the Principal's performance at least annually against performance measures agreed by the Board.

4.13 monitor, review and record the Secretary to the Board's performance at least annually against performance measures agreed by the Board.

4.14 ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair as appropriate.

4.15 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Secretary to the Board.

4.16 initiate action further to a decision of the Board to appoint a new Principal or Secretary to the Board.

Delegation to the Principal

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic and policy direction by the Board and the terms of any specific authority reserved to the Board. The Principal may in turn delegate tasks as appropriate to staff, including the Governance Professional.

The Principal has delegated authority to:

General Management

4.17 as appropriate, take such measures as may be required in emergencies, subject to advising the Chair where possible and homologation at the appropriate Committee or to the Board as soon as possible thereafter, on any items for which approval of the Committee or the Board would normally be necessary.

4.18 facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan and Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board.

4.19 consult on behalf of the Board with representatives from key organisations, local and national, about the priorities contained within the College's Strategic Plan and Regional Outcome Agreement prior to final approval by the Board.

4.20 respond on behalf of the Board to consultative documents that may be sent to the College by the Scottish Government, the Scottish Funding Council or other external agencies.

4.21 incur expenditure in making visits and the provision of reasonable hospitality to representatives of other Colleges, organisations and companies, taking into account the principles of the Bribery Act 2010.

4.22 give a direction in special circumstances that any member of staff shall not exercise a delegated function.

4.23 take out membership of and attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of the College to do so.

4.24 authorise the issue of press releases for publication and broadcasting on behalf of the College.

4.25 authorise the publication of any document on behalf of the College.

4.26 engage the services of outside persons, firms or organisations and enter into contracts and sign all deeds and other documents binding the Board for all purposes except those where the power to engage such services is delegated to a Committee or is reserved to the Board.

4.27 raise funds for and supply them to any of the activities which the Board has power to undertake.

4.28 provide courses as required by outside agencies and negotiate appropriate charges for these.

4.29 determine the dates of the College holidays and other details of the College's academic calendar.

4.30 appoint a senior member of staff to deputise for the Principal during periods of planned absence.

Staff Management

4.31 determine an appropriate staff structure for the College consistent with the conditions of employment that currently apply after consultation and where appropriate, negotiation with representatives of recognised trade unions.

4.32 consult and negotiate with representatives of recognised trade unions on behalf of the Board.

4.33 establish procedures for the appointment of College staff in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board.

4.34 supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.

4.35 establish procedures for taking disciplinary action against College staff up to and including dismissal subject to complying with the policies laid down by the Board.

4.36 grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.

4.37 represent the Board in negotiating and implementing conditions of service in relation to relevant College staff, including participation in national collective bargaining.

4.38 approve the secondment of College staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.

4.39 in exceptional circumstances, agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council and functions delegated to the Board or a Committee.

4.40 establish any other procedures required for the orderly management of College staff.

Student Management

4.41 arrange for the provision of appropriate curriculum and support services for students and clients.

4.42 administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council or the Board the disbursement of monies to students attending the College.

4.43 administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.

4.44 set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.

4.45 authorise students and to make grants to students, to enable them to attend courses and conferences, and to undertake educational visits and excursions within the UK or abroad, within approved budgets and policies of the Board.

4.46 take appropriate disciplinary action including exclusion, against students in accordance with any policies of the Board.

4.47 provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

Property Management

4.48 allocate accommodation within the College in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to College property.

4.49 apply to the appropriate authority for any necessary statutory consents.

4.50 grant any way leave or servitude over property of the College on such terms as may be appropriate.

4.51 grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances.

Financial Management

4.52 take personal responsibility for ensuring the proper and effective operation of financial, planning and management controls, and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure. This includes agreeing Board approved budgetary limits.

4.53 act at all times in compliance with the Financial Memorandum, Conditions of Grant, Scottish Public Finance Manual and to follow the College's Financial Regulations, taking particular account of the delegated financial limits.

4.54 enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the College or to authorise another to enter into such contracts up to a value of the relevant EU Procurement threshold or Board approved budgetary limits and all in accordance with the College's financial regulations.

4.55 terminate contracts, when it is in the best interests of the College to do so.

4.56 check the financial standing of potential contractors.

4.57 dispose of assets up to the value of the delegated financial limit as set out in the Finance Regulations and in line with the requirements of the Scottish Public Finance Manual.

4.58 administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.

4.59 take out any necessary insurances to protect the interests of the College.

4.60 settle any claims whether or not such claims are insured or whether or not a court action has been raised.

4.61 spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.

4.62 arrange for the presentation to the Board for approval an Annual Budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.

4.63 arrange for the preparation, audit and presentation to the Board of Accounts following the end of each financial year in compliance with the requirements of the Accounts Direction and encompassing Audit Scotland and the Scottish Funding Council instruction.

4.64 report to the Scottish Funding Council should the Board adopt a policy or commission an action which is incompatible with the terms of the Financial Memorandum or the Scottish Public Finance Manual, or which would infringe on the requirements of propriety or regularity, and report to the Board in writing on such matters being considered and advise the Board that, should it wish to choose to continue with the policy or action, then as Accounting Officer he or she must report the Board's intentions to the Scottish Funding Council in writing.

Absence of the Principal

4.65 In the absence of the Principal, the Executive Team shall ensure that the essential functions and delegated authorities of the Principal are carried out with due regard to any relevant provisions of the Financial Memorandum with Fundable Bodies in the College Sector.

4.66 After a period of four weeks' unplanned continuous absence of the Principal, the Board shall designate a Vice Principal as the accountable officer for the duration of the

Principal's absence, ensuring that the Scottish Funding Council is advised of such absence at the earliest opportunity.

Delegation to the Secretary to the Board

The Secretary to the Board has delegated authority to:

4.67 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.

4.68 undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.

4.69 administer staff elections to the Board and act as returning officer.

4.70 act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).

4.71 in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (i.e. the Scottish Funding Council)

Absence of the Secretary to the Board

4.72 In the absence of the Secretary to the Board, the Board shall agree temporary arrangements that can be put in place either by appointing a staff member to fulfil the delegated functions, or by making such other arrangements as may be required.

Previous Schemes

4.73 This Scheme of Delegation replaces any previous versions as may have been approved by the Board.

5. Board And Committee Terms Of Reference

Terms of Reference	Board of Management
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Caroline Stuart

1. Membership

1.1. The membership of the Board will be constituted as required by the Further and Higher Education (Scotland) Act 1992 and the amendments in the Post 16 Education (Scotland) Act 2013 and as per the Constitution and Standing Orders

1.2. In attendance:

1.2.1 The Executive leadership Team

1.2.2 Secretary to the Board

2. Quorum

2.1 No less than one half of the members entitled to vote (quorum to be 50% or higher of membership with the majority for decision-making to be non-executives)

3. Reporting

3.1. The BoM shall observe the Constitution and Standing Orders in all its business.

3.2 The Board may co-opt persons who are not members of the Board to the Committees, but they shall not be entitled to vote.

4. Responsibilities

4.1 The Board has responsibility for overseeing the business of the College, determining its future direction and fostering an environment in which the College's mission is achieved and the potential of all learners is maximised. The Board of Management must ensure compliance with the statutes, ordinances and provisions regulating the College and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.

4.2 The following items are retained for approval by the Board, upon advice from or recommendation by the relevant Committee where appropriate and must not be delegated:

4.2.1 The College's Strategic Plan/Regional Outcome Agreement (and any annual updates thereof).

4.2.2 The Annual Accounts (following consideration by the Finance & General Purposes Committee).

4.2.3 The Annual College Budget (following consideration by the Finance & General Purposes Committee).

4.2.4 The Annual Report on Institutional-led Self Evaluation (following consideration by the Learning & Teaching Committee).

4.2.5 The appointment of the Principal and Chief Executive.

4.2.6 The appointment and re-appointment of Board members (this has effect only if approved by the Chair of the Board of Management and the Scottish Ministers).

4.2.7 To receive and discuss health and safety reports of the College's operation.

4.2.8 Any other matters as set out in this manual or which the Board resolves to retain for approval by itself.

5. Meetings

5.1. The BoM will meet as required but no less than once per year.

Terms of Reference	Audit Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Gillian Brydson

1. Membership

1.2 5-6 non-executive board members (one of whom shall be appointed as Committee Chair).

1.3 Members of the Audit Committee (AC) are precluded from serving on the Finance & General Purposes Committee (F&GP).

1.4 The Chair and Principal should not be a member of the AC.

1.5 The internal audit service provider and representatives of the external auditor will be expected to attend meetings of the AC and to be provided with agenda and papers for meetings.

1.6 The AC can sit privately without any non-members present for all or part of the meeting if they wish.

1.7 In attendance:

1.7.1 Principal;

1.7.2 Vice Principals;

1.7.3 Secretary to the Board

2 Quorum

2.1 No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3 Reporting

3.1 The AC shall make its recommendations to the Board of Management as appropriate.

3.2 The AC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

3.4 To prepare an annual report to the Board on Internal Financial Control prior to the signing of the Financial Statements focusing particularly on any changes in accounting policy, major judgmental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Scottish Funding Council's Financial Memorandum.

4 Responsibilities

4.1 To advise the Board on the strategic processes for risk, control and governance, and the Governance Statement.

4.2 To agree the letter of engagement of the external auditor and review the reports to management, making recommendations if required.

4.3 To review and make recommendations to the external auditor's Management Letter and management's response and have direct access to the external auditor including an annual closed meeting.

4.4 To agree the scope for the external auditor's work. A progress report from the external auditor will be presented bi-annually.

4.5 To agree the scope for the internal audit plan (including value for money audits), review all audit reports and monitor the implementation of internal audit recommendations and advise the Board accordingly. A progress report will be presented at each meeting.

4.6 To monitor the processes for ensuring the effectiveness of the financial and other internal controls and management systems, making recommendations to the Board accordingly.

4.7 To ensure compliance with corporate governance requirements.

4.8 To maintain oversight of the Anti-fraud and Corruption Policy and the Whistleblowing Policy ensuring their effectiveness. A report to be provided annually.

4.9 To monitor, review and advise the Board on the Risk Management Policy and the effectiveness of the risk management systems, including the College's Risk Appetite to ensure the College's approach to managing risk is appropriate and adequate. The AC

will review and discuss the Risk Register at each meeting and make recommendations as required.

4.10 To monitor the systems in place which promote efficiency, effectiveness and economy including where appropriate the identification of specific value for money studies. Ensure the activities are managed in accordance with legislation and regulations.

4.11 To ensure all significant losses, including those in excess of the delegated limits set out in the Financial Memorandum have been properly investigated and the internal and external auditors and Scottish Funding Council have been fully informed of all such loses.

4.12 Following consideration by F&GP, the AC will provide a recommendation to the Board that the annual financial statements may be approved, or report concerns to the Board.

4.13 Undertake a self-evaluation exercise annually to ensure that the AC complies with best practice in relation to governance and the internal and external audit services are satisfactory.

5 Meetings

5.1 The AC will normally meet at least four times per year.

5.2 Once a year, subsequent to a meeting of the AC, non-executive members of the AC will meet with the internal auditor and representatives of the external auditor. The Chair of the Board of Management may elect to attend this meeting.

5.3 The AC will report to the Board of Management on a regular basis, and the Chair of the AC will produce an Annual Report for submission to the Board following the end of the financial year.

Terms of Reference	Finance and General Purposes Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Richard Nash

1. Membership

1.1 Minimum of 4 non-executive board members (one of whom shall be appointed as Committee Chair).

1.2 Chair of the Finance & General Purposes Committee (F&GP) is precluded from serving on the Audit Committee.

1.3 The Principal

1.4 1-2 Staff Members

1.5 It is desirable that at least one member should have a background in finance, accounting/audit and HR.

1.6 In attendance:

1.6.1 Executive Director of Finance

1.6.2 Depute Principal of Learning Skills & Student Experience

1.6.3 Vice Principal of People & Transformation

1.6.5 Secretary to the Board

2 Quorum

No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3 Reporting

3.1 The F&GP shall make its recommendations to the Board of Management as appropriate.

3.2 The F&GP shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4 Responsibilities

4.1 Financial Management

4.1.1 Consider the annual budget and recommend approval to the full Board.

4.1.2 Monitor actual performance against budget and provide an update to the Board on financial sustainability.

4.1.3 Consider capital expenditure, investments and borrowing in accordance with Scottish Funding Council (SFC) guidance and recommend approval to the full board.

4.1.4 Consider the Financial Forecast Return (FFR) to SFC and recommend approval to the full Board.

4.1.5 Consider the annual statutory accounts and recommend approval to the Audit Committee.

4.1.6 Oversee systems of financial control and delegated authority.

4.1.7 Carry out the Board of Management's constitutional delegation in financial matters.

4.1.8 Ensure compliance with the Financial Memorandum and Financial Regulations.

4.1.9 Consider and make recommendations for the Growth and Financial Sustainability Strategy and monitor performance against KPIs at least once a year before presentation to the Board.

4.1.10 Monitor the strategic risks relevant to the Committee and suggest recommendations as required.

4.2 Estates and Infrastructure

4.2.1 Consider and make recommendations for the Systems and Infrastructure Strategy and monitor performance against KPIs at least once a year before presentation to the Board.

4.2.2 Review the estates strategy, to ensure infrastructure is fit for purpose and sustainable.

4.2.3 Make recommendations to the Board on matters relating to the development and management of its property and facilities

4.2.4 Consider and make recommendations for the annual report on estates, sustainability and health and safety aspects of the College's operations where these relate to estates and facilities.

4.3 **Commercial and Marketing**

4.3.1 Consider and make recommendations for Business Development and Marketing and monitor performance against KPIs quarterly before presentation to the Board.

4.3.2 Consider and make recommendations for the annual report on Business Development and Marketing and monitor performance against KPIs on strategy out-turn.

4.4 **Human Resources, Organisational Development and Transformation** *(The People and Transformation element will be heard at the HR Sub Committee and reported back to FGP)*

4.4.1 Ensure the College is operating within all legal requirements relating to employment law and other legislation affecting employment.

4.4.2 Agree and approve the People and Culture Strategy monitoring performance against KPIs and recommend any action to the Board.

4.4.3 Ensure appropriate arrangements are in place for effective dialogue with trade unions.

4.4.4 Ensure appropriate policies are in place for staff related matters e.g. appointments, promotion, staff development and appraisal and succession planning.

4.4.5 Review Equality and Diversity updates and the Annual Report, monitoring the College's progress in the implementation.

4.4.6 Monitor and review cyber resilience and information security capabilities to ensure IT infrastructure and information is protected and strengthened to ensure compliance with legislative requirements, and to ensure digital provision is fit for purpose and sustainable.

4.4.7 Monitor and review Data Protection and privacy processes, and staff training to ensure compliance with legislative requirements.

4.5 **Other**

Undertake a self-evaluation exercise annually to ensure that the Committee complies with best practice in relation to governance.

4.6 **Meetings**

The F&GP will normally meet at least four times per year.

Terms of Reference	Human Resources Sub Committee (Finance & General Purposes Committee)
Date Approved by Committee	8 June 2023
Date Approved by Board	16 June 2023
Date of Next Review	Sep 2023
Chair	Claire McLean

1.

1. Membership

1.1 Minimum of 4 board members, 3 of which will be non-executive board members (one of whom shall be appointed as Committee Chair)

1.2 Minimum of 1 staff members

1.3 It is desirable that at least one member should have a background in Human Resources.

1.4 In attendance:

1.4.1 Vice Principal of People & Transformation

1.4.2 Secretary to the Board

2 **Quorum**

2.1 No less than one half of the members entitled to vote. (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3 **Reporting**

3.1 The HR Sub-Committee shall make its recommendations to the Finance and General Purposes Committee as appropriate.

3.2 The HR Sub-Committee shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4 Responsibilities

4.1 Human Resources, Organisational Development and Transformation

The following will be discussed in detail with key insights and recommendations being made to the Finance and General Purpose Committee and thereafter, the Board of Management:

4.1.1 Ensure the College is operating within all legal requirements relating to employment law and other legislation affecting employment.

4.1.2 Monitor performance against KPIs relating to the People and Culture Strategy.

4.1.3 Ensure appropriate arrangements are in place for effective dialogue with trade unions.

4.1.4 Ensure appropriate policies are in place for staff related matters e.g. appointments, promotion, disciplinary and grievance, staff development, PDR, and succession planning.

4.1.5 Receive reports on staff development to monitor performance reviews, competencies, training requirements, and future talent development.

4.1.6 Receive annual reports on employee assistance programmes and benefits in line with market comparisons.

4.1.7 Review Equality and Diversity updates and the Annual Report, monitoring the College's progress in the implementation.

4.2 Other

Undertake a self-evaluation exercise and review of the terms of reference annually to ensure that the Sub-Committee complies with best practice in relation to governance. Any amendments to the terms of reference shall be submitted to the Board of Management for consideration and final approval

4.3 Meetings

The HR Sub Committee will normally meet at least four times per year prior to Finance and General Purpose Committee.

Terms of Reference	Learning and Teaching Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Sharon Hodgson

1. Membership

1.1 6 non-executive board members (one of whom shall be appointed as Committee Chair).

1.2 1-2 staff board member.

1.3 1-2 student board members.

1.4 In attendance:

1.4.1 Principal;

1.4.2 VP Learning Skills, and Student Experience

1.4.3 Director of Curriculum and Director of Student Experience and Academic Performance

1.4.4 Secretary to the Board

2. Quorum

2.1 No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3. Reporting

3.1 The L&T Committee shall make its recommendations to the Board of Management as appropriate.

3.2 The L&T Committee shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4. Responsibilities

4.1 The L&T Committee has overall responsibility for monitoring the direction and performance of learning and teaching and the quality of the learners' experience at the College.

4.1.1 Ensure appropriate mechanisms are in place for the effective monitoring of quality and inclusivity of the learning experience, in line with Education Scotland Quality Framework, and report to the Board.

4.1.2 Review the Evaluative Report and Enhancement Plan (or equivalent) in line with Education Scotland/Scottish Funding Council guidance.

4.1.3 Make recommendations for the Student Experience Strategy and monitor performance against KPIs at least once a year before presentation to the Board.

4.1.4 Reflect on trends in education and encourage innovation and curriculum development to ensure that the College is successfully serving the needs of its internal and external stakeholders.

4.1.5 Agree and monitor academic performance, including student retention, progression, attainment PIs, ensuring self-evaluation arrangements are in place to action and address any areas of concern.

4.1.6 Monitor performance against the College's Regional Outcome Agreement.

4.1.7 Monitor the development of the College's curriculum portfolio and the annual summary feedback from awarding bodies.

4.1.8 Consider reports from and related to the Student Association and address any issues raised by the Association.

4.1.9 Review the Student Association Constitution every 5 years and annual partnership agreement.

4.1.10 Review the College's performance in terms of college leaver destinations, academic appeals, (CLD) and the student satisfaction and engagement survey (SSES).

4.1.11 Maintain an overview of quality assurance and improvement by reviewing feedback and evaluation from student and stakeholder surveys and student complaints.

4.1.12 Monitor external partnerships: articulation with university partners and Developing the Young Workforce (DYW).

4.1.13 Monitor the output and development of the Academic Council.

4.1.14 Review the arrangements for student health and wellbeing.

4.1.15 Monitor the strategic risks relevant to the Committee and suggest recommendations as required.

4.1.16 Receive and review Corporate Parenting and Safeguarding progress reports.

4.1.17 Undertake a self-evaluation exercise annually to ensure that the Committee complies with best practice in relation to governance.

5. Meetings

5.1 The L&T Committee will normally meet at least four times per year.

Terms of Reference	Remuneration Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Sue Irving

1. Membership

1.1 The Remuneration Committee (RC) will have a minimum of 4 members of the Board to include:

1.1.1 Chair of Board of Management

1.1.2 Vice Chair of Board of Management

1.1.3 Chair of Finance & General Purpose Committee

1.1.4 Chair of Learning & Teaching Committee

1.2 The Chair of the Board of Management is precluded from being the Chair of the Remuneration Committee.

1.3 In attendance:

1.3.1 Secretary to the Board

1.3.2 The Principal may be invited to attend all or part of a meeting with prior agreement from the Chair of the Committee and there are items of relevance on the agenda.

2. Quorum

2.1 No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3. Reporting

3.1 The RC shall make its recommendations to the Board of Management as appropriate.

3.2 The RC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4. Responsibilities

4.1 Determine, review and approve the salaries, terms and conditions and, where appropriate severance payment of the Principal, Executive Leadership Team (ELT). Determine the pay and performance of Directors and the Secretary to the Board on an annual basis in line with the Code of Good Governance for Scotland's Colleges.

4.2 Ensure a fair and justifiable level of remuneration through transparency and accountability, based on national benchmarking of pay and conditions.

4.3 Review the Voluntary Severance Payment Policy. To ensure robust scrutiny of proposed severance schemes and settlement agreements, in line with Scottish Funding Council (SFC) guidelines and thresholds, before recommending to the Board.

4.4 the process for setting and agreeing the performance of the Principal and ELT to ensure highest level performance in line with strategic plans.

4.5 Receive annual reports from the Regional Chair on the Principal's performance against strategic objectives and key performance indicators set annually and approve in readiness for the new academic year.

4.6 Receive annual reports from the Principal on the performance of ELT against agreed objectives and key performance indicators set annually and approve in readiness for the new academic year.

4.7 Ensure efficient and effective use of public funds reflecting the performance of the organisation and the requirement for its ongoing financial sustainability.

4.8 Undertake a self-evaluation exercise annually to ensure that the Committee complies with best practice in relation to governance.

5. Meetings

5.1 The RC will meet as required, normally at least twice per year.

Terms of Reference	Audit Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Gillian Brydson

1. Membership

1.1 5-6 non-executive board members (one of whom shall be appointed as Committee Chair).

1.2 Members of the Audit Committee (AC) are precluded from serving on the Finance & General Purposes Committee (F&GP).

1.3 The Chair and Principal should not be a member of the AC.

1.4 The internal audit service provider and representatives of the external auditor will be expected to attend meetings of the AC and to be provided with agenda and papers for meetings.

1.5 The AC can sit privately without any non-members present for all or part of the meeting if they wish.

1.6 In attendance:

1.6.1.1 Principal;

1.6.1.2 Depute/Vice Principals;

1.6.1.3 Secretary to the Board

2 Quorum

2.1 No less than one half of the members entitled to vote. Quorum 50% or higher of membership, with the majority for decision-making to be non-executives.

3 Reporting

3.1 The AC shall make its recommendations to the Board of Management as appropriate.

3.2 The AC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

3.4 Prepare an annual report to the Board on Internal Financial Control prior to the signing of the Financial Statements focusing particularly on any changes in accounting policy, major judgmental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Scottish Funding Council's Financial Memorandum

4 Responsibilities

4.1 Advise the Board on the strategic processes for risk, control and governance, and the Governance Statement.

4.2 Agree the letter of engagement of the external auditor and review the reports to management, making recommendations if required.

4.3 Review and make recommendations to the external auditor's Management Letter and management's response and have direct access to the external auditor including an annual closed meeting.

4.4 Agree the scope for the external auditor's work. A progress report from the external auditor will be presented bi-annually.

4.5 Advise the Board on the criteria for the selection and appointment of the internal auditor, and to select and recommend the appointment of the provider of an internal audit service.

4.6 Agree the scope for the internal audit plan (including value for money audits), review all audit reports and monitor the implementation of internal audit recommendations and advise the Board accordingly. A progress report will be presented at each meeting.

4.7 Monitor the performance and effectiveness of external and internal audits.

4.8 Monitor the processes for ensuring the effectiveness of the financial and other internal controls and management systems, making recommendations to the Board accordingly.

4.9 Ensure compliance with corporate governance requirements.

4.10 Maintain oversight of the Anti-fraud and Corruption Policy and the Whistleblowing Policy ensuring their effectiveness. A report to be provided annually.

4.11 Monitor, review and advise the Board on the Risk Management Policy and the effectiveness of the risk management systems, including the College's Risk Appetite to ensure the College's approach to managing risk is appropriate and adequate. The AC will review and discuss the Risk Register at each meeting and make recommendations to the Board as required.

4.12 Monitor the systems in place which promote efficiency, effectiveness and economy including where appropriate the identification of specific value for money studies. Ensure the activities are managed in accordance with legislation and regulations.

4.13 Ensure all significant losses, including those in excess of the delegated limits set out in the Financial Memorandum have been properly investigated and the internal and external auditors and Scottish Funding Council have been fully informed of all such loses.

4.14 Following consideration by F&GP, the AC will provide a recommendation to the Board that the annual financial statements may be approved, or report concerns to the Board.

4.15 Undertake a self-evaluation exercise annually to ensure that the AC complies with best practice in relation to governance and the internal and external audit services are satisfactory.

5 Meetings

5.1 The AC will normally meet at least four times per year.

5.2 Once a year, subsequent to a meeting of the AC, non-executive members of the AC will meet with the internal auditor and representatives of the external auditor. The Chair of the Board of Management may elect to attend this meeting.

5.3 The AC will report to the Board of Management on a regular basis, and the Chair of the AC will produce an Annual Report for submission to the Board following the end of the financial year.

Terms of Reference	Board Development Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Caroline Stuart

1. Membership

1.1 The Chair of each Committee

1.1.1 The Chair of the Board of Management will be appointed as the Chair of the Board Development Committee (BDC).

1.1.2 One Staff Member and one Student Member.[1]

1.2 The Chair of the Board of Management shall be considered as a Non-Executive Member.

1.3 In attendance:

1.3.1 Secretary to the Board

2. Quorum

2.1 No less than one half of the members entitled to vote, (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3. Reporting

3.1 The BDC shall make its recommendations to the Board of Management as appropriate.

3.2 The BDC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4. Responsibilities

[1] Inclusion of staff and student members is on the basis of making decisions on a diverse, inclusive and representative basis. The Ministerial Guidance stipulates that staff and students should have an "opportunity to contribute".

4.1 The Committee shall advise the Board of Management in matters relating to membership, appointments[2], development and evaluation as follows, in accordance with the Code of Good Governance for Scotland's Colleges, Ministerial Guidance on College Sector Board Appointments, Code of Conduct, Scottish Government guidance on Diversity Succession Planning, and other guidance that may apply.

4.1.2 Oversee the process and advise the Board in relation to the recruitment, appointment, and extension of appointments of Non-Executive Board Members.

4.1.3 Oversee and advise the Board in relation to arrangements for the election and nomination of Staff and Student Members.

4.1.4 Review Board membership and advise the Board as required, in relation to gender and diversity; the balance of skills, knowledge and experience; tenure; succession planning; and co-option.

4.1.5 Oversee arrangements for Board Members' induction, training and development.

4.1.6 Review and recommend a draft Development Plan annually to the Board for approval.

4.1.7 Monitor progress against the Development plan and report to the Board at the end of the planning period and as required over the course of the year.

4.1.8 Oversee arrangements and advise the Board in relation to annual evaluation processes, ensuring procedures are in place for individual Board Member evaluation, Committee self-evaluation, evaluation of the Chair by the Senior Independent Member, and full-Board performance evaluation.

4.1.9 Ensure an externally facilitated review of the Board's performance is conducted at least every three to five years.

4.1.10 Review the Committee's own performance annually and provide a report to the Board.

[2] Note that any members who are personally affected by an appointment or extension process may not participate in decision-making in relation to that process. Where several members are affected, the Committee may choose to recommend to the Board establishment of a short-life special purpose committee or panel.

4.1.11 Receive and review evaluation reports on Board performance and development of members.

5. Meetings

5.1 The BDC will meet as required but no less than once per year.[3]

[3] This is as per the previous terms, however, given the range of committee responsibility the committee may wish to meet regularly in alignment with the annual cycle of board meetings to allow for reporting and recommendations.

Terms of Reference	Grievance and Appeals Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Caroline Stuart

1. Membership

1.2 Chair of the Board of Management (Chair) plus 2-3 non-executive members, 1 of which should be a member of Remuneration Committee.

2. Quorum

2.1 No less than one half of the members entitled to vote, 1 of whom to be the Chair of the Committee (quorum 50% or higher of membership)

3. Reporting

3.1 The G&A Committee shall be a Committee of the Board of Management.

3.2 The G&A shall observe the Standing Orders in all its business.

3.3 In the interest of speedy resolution, this Committee shall have power to decide on final outcome and report final outcome to the full Board.

3.4 Minutes of the meetings should be circulated to the Board for information.

4. Responsibilities

4.1 To hear any grievance / appeal of decisions made by the Principal in accordance with discipline, grievance and capability procedures.

5. Meetings

5.1 The G&A will only meet as and when required.

6. Board Of Management Code Of Conduct

Section 1: Introduction To The Code Of Conduct

6.1 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the Ethical Standards in Public Life etc. (Scotland) Act 2000 (the "Act").

6.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.

6.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in Section 2 and set out how the provisions of the Code should be interpreted and applied in practice.

My Responsibilities

6.4 I understand that the public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.

6.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of Dumfries and Galloway College, have referred to myself as a board member or could objectively be considered to be acting as a board member.

6.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.

6.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and Dumfries and Galloway College's rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland ("Standards Commission") and Dumfries and Galloway College, and endeavour to take part in any training offered on the Code.

6.8 I will not, at any time, advocate or encourage any action contrary to this Code.

6.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of

Dumfries and Galloway College. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

Enforcement

6.10 Part 2 of the Act sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at **Annex A**.

Section 2: Key Principles Of The Code Of Conduct

6.11 The Code has been based on the following key principles of public life. I will behave in accordance with these principles and understand that they should be used for guidance and interpreting the provisions in the Code.

6.12 I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.

The key principles are:

6.13 Duty

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

6.14 Selflessness

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

6.15 Integrity

I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

6.16 Objectivity

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

6.17 Accountability and Stewardship

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

6.18 Openness

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

6.19 Honesty

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

6.20 Leadership

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

6.21 Respect

I must respect all other board members and all employees of my public body and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

Section 3: General Conduct

Respect and Courtesy

6.22 I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.

6.23 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.

6.24 I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.

6.25 I accept that disrespect, bullying and harassment can be:

- a one-off incident,
- part of a cumulative course of conduct; or
- a pattern of behaviour.

6.26 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal and non-verbal conduct.

6.27 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies and training material (where appropriate) to ensure that my knowledge and understanding is up to date.

6.28 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.

6.29 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.

6.30 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.

6.31 I will respect and comply with rulings from the Chair during meetings of:

- Dumfries and Galloway College, its committees; and
- any outside organisations that I have been appointed or nominated to by Dumfries and Galloway College or on which I represent my public body.

6.32 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

Remuneration, Allowances and Expenses

6.33 I will comply with the rules, and the policies of my public body, on the payment of remuneration, allowances and expenses.

Gifts and Hospitality

6.34 I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services ("gift or hospitality") that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.

6.35 I will never **ask for** or **seek** any gift or hospitality.

6.36 I will refuse any gift or hospitality, unless it is:

- a minor item or token of modest intrinsic value offered on an infrequent basis;
- a gift being offered to Dumfries and Galloway College;
- hospitality which would reasonably be associated with my duties as a board member; or hospitality which has been approved in advance by Dumfries and Galloway College.

6.37 I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.

6.38 I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.

6.39 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, Dumfries and Galloway College.

6.40 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to Dumfries and Galloway College at the earliest possible opportunity and ask for it to be registered.

6.41 I will promptly advise my public body's Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that Dumfries and Galloway College can monitor this.

6.42 I will familiarise myself with the terms of the Bribery Act 2010, which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality

6.43 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.

6.44 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.

6.45 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit Dumfries and Galloway College (even if my personal view is that the information should be publicly available).

6.46 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

Use of Dumfries and Galloway College Resources

6.47 I will only use Dumfries and Galloway College's resources, including employee assistance, facilities, stationery and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.

6.48 I will not use, or in any way enable others to use, Dumfries and Galloway College's resources:

a) imprudently (without thinking about the implications or consequences);
b) unlawfully;
c) for any political activities or matters relating to these; or
d) improperly.

Dealing with Dumfries and Galloway College and Preferential Treatment

6.49 I will not use, or attempt to use, my position or influence as a board member to:

a) improperly confer on or secure for myself, or others, an advantage;
b) avoid a disadvantage for myself, or create a disadvantage for others or
c) improperly seek preferential treatment or access for myself or others.

6.50 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.

6.51 I will advise employees of any connection, as defined at Section 5, I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

Appointments to Outside Organisations

6.52 If I am appointed, or nominated by Dumfries and Galloway College, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.

6.53 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and Dumfries and Galloway College.

Section 4: Registration Of Interests

6.54 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.

6.55 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member, and register any changes to those interests within one month of those changes having occurred.

6.56 The interests which I am required to register are those set out in the following

paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

Category One: Remuneration

6.57 I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm;
- appointed or nominated by Dumfries and Galloway College to another body; or
- engaged in a trade, profession or vocation or any other work.

6.58 I understand that in relation to 6.57 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.

6.59 I understand that if a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under Category Two, "Other Roles".

6.60 I must register any allowances I receive in relation to membership of any organisation under Category One.

6.61 When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.

6.62 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph 6.8 of this Code.

6.63 Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.

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

6.65 I understand that registration of a pension is not required as this falls outside the scope of the category.

Category Two: Other Roles

6.66 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.

6.67 I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.

Category Three: Contracts

6.68 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.20 below) have made a contract with my public body:

a) under which goods or services are to be provided, or works are to be executed; and
b) which has not been fully discharged.

6.69 I will register a description of the contract, including its duration, but excluding the value.

Category Four: Election Expenses

6.70 If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.

Category Five: Houses, Land and Buildings

6.71 I have a registrable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of Dumfries and Galloway College.

6.72 I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to Dumfries and Galloway College and to the public, or could influence my actions, speeches or decision-making.

Category Six: Interest in Shares and Securities

6.73 I have a registerable interest where:

a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or
b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.)

Category Seven: Gifts and Hospitality

6.74 I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.

Category Eight: Non–Financial Interests

6.75 I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in Dumfries and Galloway College (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by Dumfries and Galloway College).

Category Nine: Close Family Members

6.76 I will register the interests of any close family member who has transactions with Dumfries and Galloway College or is likely to have transactions or do business with it.

Section 5: Declaration Of Interests

Stage 1: Connection

6.77 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.

6.78 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.

6.79 A connection includes anything that I have registered as an interest.

6.80 A connection does not include being a member of a body to which I have been appointed or nominated by Dumfries and Galloway College as a representative of my public body, unless:

a) The matter being considered by Dumfries and Galloway College is quasi-judicial or regulatory; or
b) I have a personal conflict by reason of my actions, my connections or my legal obligations.

Stage 2: Interest

6.81 I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

Stage 3: Participation

6.82 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.

6.83 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.

6.84 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a

connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.

6.85 I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept the appointment or nomination.

Section 6: Lobbying And Access

6.86 I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations and companies. I must distinguish between:

a) any role I have in dealing with enquiries from the public;
b) any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with Dumfries and Galloway College (for example contracts/procurement).

6.87 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or Dumfries and Galloway College's, decision-making role.

6.88 I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of Dumfries and Galloway College or any statutory provision.

6.89 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon my public body.

6.90 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of Dumfries and Galloway College.

6.91 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.

6.92 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the Lobbying (Scotland) Act 2016.

6.93 I will not accept any paid work:

a) which would involve me lobbying on behalf of any person or organisation or any clients of a person or organisation.
b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence Dumfries and Galloway College and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of Dumfries and Galloway College, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

Annex A: Breaches Of The Code

Introduction

1. The Ethical Standards in Public Life etc. (Scotland) Act 2000 ("the Act") provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.

2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.

3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the Standards Commission for Scotland ("Standards Commission") and the post of Commissioner for Ethical Standards in Public Life in Scotland ("ESC").

4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body's Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.

5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

Investigation of Complaints

6. The ESC is responsible for investigating complaints about members of devolved public bodies. It is not, however, mandatory to report a complaint about a potential breach of the Code to the ESC. It may be more appropriate in some circumstances for attempts to be made to resolve the matter informally at a local level.

7. On conclusion of the investigation, the ESC will send a report to the Standards Commission.

Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:

   - Do nothing;
   - Direct the ESC to carry out further investigations; or
   - Hold a Hearing.

9. Hearings are held (usually in public) to determine whether the member concerned has

breached their public body's Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities, that there has been a contravention of the Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

Sanctions

10. The sanctions that can be imposed following a finding of a breach of the Code are as follows:

- **Censure**: A censure is a formal record of the Standards Commission's severe and public disapproval of the member concerned.

- **Suspension**: This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. Partial suspension means that the member is suspended from attending some of the meetings of the public body. The Commission can direct that any remuneration or allowance the member receives as a result of their membership of the public body be reduced or not paid during a period of suspension.

- **Disqualification**: Disqualification means that the member is removed from membership of the body and disqualified (for a period not exceeding five years), from membership of the body. Where a member is also a member of another devolved public body (as defined in the Act), the Commission may also remove or disqualify that person in respect of that membership. Full details of the sanctions are set out in section 19 of the Act.

Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

- That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or

- That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found here.

12. The decision to impose an interim suspension is not, and should not be seen as, a finding on the merits of any complaint or the validity of any allegations against a member of a devolved public body, nor should it be viewed as a disciplinary measure.

Annex B: Definitions

"Bullying" is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted.

"Chair" includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

"Code" is the code of conduct for members of your devolved public body, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.

"Cohabitee" includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

"Confidential Information" includes:

6.56.1.1 any information passed on to the public body by a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public;

- information of which the law prohibits disclosure (under statute or by the order of a Court);
- any legal advice provided to the public body; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

"Election expenses" means expenses incurred, whether before, during or after the election, on account of, or in respect of, the conduct or management of the election.

"Employee" includes individuals employed:

- directly by the public body;
- as contractors by the public body, or
- by a contractor to work on the public body's premises.

"Gifts" a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services or facilities at a cost below that generally charged to

members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

"Harassment" is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

"Hospitality" includes the offer or promise of food, drink, accommodation, entertainment or the opportunity to attend any cultural or sporting event on terms not available to the general public.

"Relevant Date" Where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5th April immediately following that date and in each succeeding year, where the interest is retained on that 5th April.

"Public body" means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

"Remuneration" includes any salary, wage, share of profits, fee, other monetary benefit or benefit in kind.

"Securities" a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

"Undertaking" means:

a) a body corporate or partnership; or
b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

Appendix A

Declaration Form

DUMFRIES AND GALLOWAY COLLEGE

BOARD OF MANAGEMENT

I, the undersigned, declare that I am aware of the Further and Higher Education (Scotland) Act 1992 and Post-16 Education (Scotland) Act 2013, and confirm that I am not disqualified under the legislation from membership of the Board.

DECLARATION

Name: _____
(Block Capitals)
Date of Birth: _____

Signature: _____

Date: _____

Please return to: Secretary to the Board
Dumfries and Galloway College

Appendix B Board Of Management - Register Of Interests

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category One: **Remuneration**	**Section 3.12** **Section 4.4 – 4.12**	I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being: a) employed; b) self-employed; c) the holder of an office; d) a director of an undertaking; e) a partner in a firm; f) appointed or nominated by DGC to another body; g) engaged in a trade, profession or vocation or any other work.	
Category Two: **Other Roles**	**Section 4.13 - 4.14**	I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship. I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.	
Category Three: **Contracts**	**Section 4.15 – 4.16**	I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.20 of the Code) have made a contract with DGC: a) under which goods or services are to be provided, or works are to be executed; and b) which has not been fully discharged. I will register a description of the contract, including its duration, but excluding the value.	
Category Four: **Election Expenses**	**Section 4.17**	If I have been elected to DGC, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.	

Category Five: **Houses, Land and Buildings**	**Section 4.18 – 4.19**	I have a registerable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of DGC. I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, *the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to DGC and to the public, or could influence my actions, speeches or decision-making.*	
Category Six: **Interest in Shares and Securities**	**Section 4.20**	I have a registerable interest where: a) I own or have an interest in more than 1% of the issued share capital of the company or other body; b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.	
Category Seven: **Gifts and Hospitality**	**Section 3.13 – 3.21** **Section 4.21**	I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.	
Category Eight: **Non-Financial Interests**	**Section 4.22**	I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in DGC (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).	
Category Nine: **Close Family Members**	**Section 4.23**	I will register the interests of any close family member who has transactions with DGC or is likely to have transactions or do business with it.	

Appendix C

Glossay of Terms

In this document the following definitions shall apply:

"**1992 Act**" means the Further and Higher Education (Scotland) Act 1992.

"**2005 Act**" means the Further and Higher Education (Scotland) Act 2005.

"2013 Act" means the Post 16 Education (Scotland) Act 2013.

"**The Acts**" mean the Further and Higher Education (Scotland) Acts 1992 and 2005 and the Post 16 Education (Scotland) Act 2013.

"**Board**" or "**Board of Management**" means the Board of Management of Dumfries and Galloway College being a body corporate established as a board of management of a college of further education under the Further and Higher Education (Scotland) Act 1992.

"**Board Member**" means a member of the Board of Management of Dumfries and Galloway College.

"Non-executive"means a member who is not the chair and who does not otherwise hold a specific position on the board i.e. is not a student or staff member; and in the case of a college board, is not the principal; and in the case of a regional board is not the chair of an assigned college.

"**College**" means Dumfries and Galloway College.

"**Committee**" means any committee referred to in this document and any other committee established by the Board. The term "Committee member" shall be construed accordingly.

"**Financial Memorandum**" means the financial memorandum of the College as the same may be amended from time to time.

"**Scottish Funding Council**" means The Scottish Further and Higher Education Funding Council or any body which takes over or adopts its functions and obligations.

"**OSCR**" means the Office of the Scottish Charity Regulator.

"Remuneration" includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.

"Undertaking" means: a body corporate or partnership; or an unincorporated association carrying on a trade or business, with or without a view to a profit.

"Related Undertaking" is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.

"Parent Undertaking" is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the voting rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking's memorandum or articles or (ii) by virtue of a control contract; or (d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the voting rights in the undertaking.

"Group of companies" has the same meaning as "group" in section 474(1) of the Companies Act 2006. A "group", within section 474(1) of the Companies Act 2006, means a parent undertaking and its subsidiary undertakings.

"Public body" means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc (Scotland) Act 2000.

"A person" means a single individual or legal person and includes a group of companies.

"Any person" includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.

"Spouse" does not include a former spouse or a spouse who is living separately and apart from you.

"Partner" includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of a husband or wife.

Dumfries and Galloway College
One step ahead

DUMFRIES AND GALLOWAY COLLEGE

MEETING	BOARD OF MANAGEMENT COMMITTEE
AGENDA ITEM:	**15**
PAPER NO:	**BOM1023-15.1**

Date	02 October 2023
Location	Dumfries Campus
Title of Paper	Terms of Reference
Presented By	Lorraine Grierson
Recommendation	**Approval**
Appendix Attached	NO
Disclosable Under FOISA	YES

Read Time: 10 minutes

1. Recommendation

1.1 The Board of Management is invited to approve the reviewed Terms of Reference for each Committee.

2. Executive Summary

2.1 In line with our Standing Orders, the Board is required to review Committee Terms of Reference on an annual basis, in line with good practice.

3. Context

3.1 Each of the Board Committees have reviewed their Terms of Reference for session 2023-24, and amendments have been made where indicated. Any such changes are subject to full Board approval.

3.2 The review of Committee Terms of Reference gives a clear indication of the Board's recognition of the importance of the work of the Committees. The formal review provides an audit trail of Board and Committee focus upon the changing strategic environment within which the Board operates.

4. Strategic Implications

4.1 This paper links into all strategic priorities of Ambition 2025.

5. Risk

RISK	MITIGATIONS
	Strategic Risk Register

6. Implications

Financial	Yes	Financial loss and reputational damage and impact to financial sustainability.
Legal	Yes	Failure to comply with statutory requirements
Learning and Teaching	Yes	Failure to provide sustainable learning opportunities and reduced provision.
Equalities	No	

Lorraine Grierson
Secretary to the Board
Sep 2023

Terms of Reference	Finance & General Purposes Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Richard Nash

1. Membership

1.1. Minimum of 4 non-executive board members (one of whom shall be appointed as Committee Chair).

1.2. Chair of the Finance & General Purposes Committee (F&GP) is precluded from serving on the Audit Committee.

- The Principal
- 1-2 Staff Members

1.3. It is desirable that at least one member should have a background in finance, accounting/audit and HR.

2. In attendance:

- Executive Director of Finance
- Depute Principal of Learning Skills & Student Experience
- Vice Principal of People & Transformation
- Secretary to the Board

3. Quorum

3.1. No less than one half of the members entitled to vote. (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

4. Reporting

4.1. The F&GP shall make its recommendations to the Board of Management as appropriate.

4.2. The F&GP shall observe the Standing Orders in all its business.

4.3. Minutes of the meetings should be circulated to the Board for information.

5. Responsibilities

5.1. Financial Management

5.1.1. Consider the annual budget and recommend approval to the full Board.

5.1.2. Monitor actual performance against budget and provide an update to the Board on financial sustainability.

5.1.3. Consider capital expenditure, investments and borrowing in accordance with Scottish Funding Council (SFC) guidance and recommend approval to the full board.

5.1.4. Consider the Financial Forecast Return (FFR) to SFC and recommend approval to the full Board.

5.1.5. Consider the annual statutory accounts and recommend approval to the Audit Committee.

5.1.6. Oversee systems of financial control and delegated authority.

5.1.7. Carry out the Board of Management's constitutional delegation in financial matters.

5.1.8. Ensure compliance with the Financial Memorandum and Financial Regulations.

5.1.9. Consider and make recommendations for the Growth and Financial Sustainability Strategy and monitor performance against KPIs at least once a year before presentation to the Board.

5.1.10. Monitor the strategic risks relevant to the Committee and suggest recommendations as required.

6. Estates and Infrastructure

6.1. Consider and make recommendations for the Systems and Infrastructure Strategy and monitor performance against KPIs at least once a year before presentation to the Board.

6.2. Review the estates strategy, to ensure infrastructure is fit for purpose and sustainable.

6.3. Make recommendations to the Board on matters relating to the development and management of its property and facilities

6.4. Consider and make recommendations for the annual report on estates, sustainability and health and safety aspects of the College's operations where these relate to estates and facilities.

7. Commercial and Marketing

7.1. Consider and make recommendations for Business Development and Marketing and monitor performance against KPIs quarterly before presentation to the Board.

7.2. Consider and make recommendations for the annual report on Business Development and Marketing and monitor performance against KPIs on strategy out-turn.

8. Human Resources, Organisational Development and Transformation *(The People and Transformation element will be heard at the HR Sub Committee and reported back to FGP)*

8.1. Ensure the College is operating within all legal requirements relating to employment law and other legislation affecting employment.

8.2. Agree and approve the People and Culture Strategy monitoring performance against KPIs and recommend any action to the Board.

8.3. Ensure appropriate arrangements are in place for effective dialogue with trade unions.

8.4. Ensure appropriate policies are in place for staff related matters e.g. appointments, promotion, staff development and appraisal and succession planning.

8.5. Review Equality and Diversity updates and the Annual Report, monitoring the College's progress in the implementation.

8.6. Monitor and review cyber resilience and information security capabilities to ensure IT infrastructure and information is protected and strengthened to ensure compliance with legislative requirements, and to ensure digital provision is fit for purpose and sustainable.

8.7. Monitor and review Data Protection and privacy processes, and staff training to ensure compliance with legislative requirements.

9. Other

9.1. Undertake a self-evaluation exercise and review of the terms of reference annually to ensure that the Committee complies with best practice in relation to governance. Any amendments to the terms of reference shall be submitted to the Board of Management for consideration and final approval.

10. Meetings

10.1. The F&GP will normally meet at least four times per year.

3.1 Schedule of Business

Standing Items:

- Maintain minutes and report to board
- Review F&GP Action Log
- Review Risk Register and mitigating actions
- Financial Update (Management Accounts)
- HR update – progress against KPIs
- Information Governance update – progress against KPIs
- Estates And Sustainability update – progress against KPIs
- Equality & Diversity update
- Business Development and Marketing Update

Meeting 1 (Aug-Oct) Q1	Meeting 2 (Nov-Jan) Q2	Meeting 3 (Feb-April) Q3	Meeting 4 (May-July) Q4
• Bad debts >£1000/ Scheme of delegation (when required) • Review Year End Return • Review internal strategies • Business Development and Marketing Annual Report	• Approve Statutory Accounts to recommend to the Audit Committee. • Estates and Sustainability Annual Report to include Carbon Management Data.	• Equalities & Diversity Annual Report. Statutory Report every 2 years – due 2025 (HR Sub) • Approve Mid-year FFR (current year progress) • Review Draft Budget for next AY	• Approve budget submission • Committee Self-evaluation and review of Terms of Reference/Business Schedule • Approve full FFR (5 year budget forecast) • Review ICT Security and ICT Acceptable Use Policies every 3 years if required.

Terms of Reference	Audit Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Gillian Brydson

1. Membership

1.1 5-6 non-executive board members (one of whom shall be appointed as Committee Chair).

1.2 Members of the Audit Committee (AC) are precluded from serving on the Finance & General Purposes Committee (F&GP).

1.3 The Chair and Principal should not be a member of the AC.

1.4 The internal audit service provider and representatives of the external auditor will be expected to attend meetings of the AC and to be provided with agenda and papers for meetings.

1.5 The AC can sit privately without any non-members present for all or part of the meeting if they wish.

1.6 In attendance:

- Principal;
- Depute/Vice Principals;
- Secretary to the Board

2 Quorum

2.1 No less than one half of the members entitled to vote. Quorum 50% or higher of membership, with the majority for decision-making to be non-executives.

3 Reporting

3.1 The AC shall make its recommendations to the Board of Management as appropriate.

3.2 The AC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

3.4 Prepare an annual report to the Board on Internal Financial Control prior to the signing of the Financial Statements focussing particularly on any changes in accounting policy, major judgemental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Scottish Funding Council's Financial Memorandum

4 Responsibilities

4.1 Advise the Board on the strategic processes for risk, control and governance, and the Governance Statement.

4.2 Agree the letter of engagement of the external auditor and review the reports to management, making recommendations if required.

4.3 Review and make recommendations to the external auditor's Management Letter and management's response and have direct access to the external auditor including an annual closed meeting.

4.4 Agree the scope for the external auditor's work. A progress report from the external auditor will be presented bi-annually.

4.5 Advise the Board on the criteria for the selection and appointment of the internal auditor, and to select and recommend the appointment of the provider of an internal audit service.

4.6 Agree the scope for the internal audit plan (including value for money audits), review all audit reports and monitor the implementation of internal audit recommendations and advise the Board accordingly. A progress report will be presented at each meeting.

4.7 Monitor the performance and effectiveness of external and internal audits.

4.8 Monitor the processes for ensuring the effectiveness of the financial and other internal controls and management systems, making recommendations to the Board accordingly.

4.9 Ensure compliance with corporate governance requirements.

4.10 Maintain oversight of the Anti-fraud and Corruption Policy and the Whistleblowing Policy ensuring their effectiveness. A report to be provided annually.

4.11 Monitor, review and advise the Board on the Risk Management Policy and the effectiveness of the risk management systems, including the College's Risk Appetite to ensure the College's approach to managing risk is appropriate and adequate. The AC will review and discuss the Risk Register at each meeting and make recommendations to the Board as required.

4.12 Monitor the systems in place which promote efficiency, effectiveness and economy including where appropriate the identification of specific value for money studies. Ensure the activities are managed in accordance with legislation and regulations.

4.13 Ensure all significant losses, including those in excess of the delegated limits set out in the Financial Memorandum have been properly investigated and the internal and external auditors and Scottish Funding Council have been fully informed of all such loses.

4.14 Following consideration by F&GP, the AC will provide a recommendation to the Board that the annual financial statements may be approved, or report concerns to the Board.

4.15 Undertake a self-evaluation exercise annually to ensure that the AC complies with best practice in relation to governance and the internal and external audit services are satisfactory.

5 Meetings

5.1 The AC will normally meet at least four times per year.

5.2 Once a year, subsequent to a meeting of the AC, non-executive members of the AC will meet with the internal auditor and representatives of the external auditor. The Chair of the Board of Management may elect to attend this meeting.

5.3 The AC will report to the Board of Management on a regular basis, and the Chair of the AC will produce an Annual Report for submission to the Board following the end of the financial year.

5.4 Schedule of Business

Standing Items:

- Maintain minutes and report to board
- Review AC Action Log
- Review Risk Register and mitigating actions
- Monitor progress against internal audit recommendations
- Review new internal audit reports undertaken since last meeting

Meeting 1 (Aug-Oct) Q1	Meeting 2 (Nov-Jan) Q2	Meeting 3 (Feb-April) Q3	Meeting 4 (May-July) Q4

• Review Risk Appetite Statement
• Review Annual Internal Audit Summary Report
• Review of Business Continuity Plan
	• Closed meeting with Committee and Auditors in the absence of executive members
	• Consider for Approval Year End Accounts
	  • External Annual Audit Report
	  • Letter of Representation
	  • Draft Financial Statements
	• Annual Audit Committee Report
		• Review Anti-fraud & Corruption policy
		• Review Whistleblowing policy and arrangements
		• Review Risk Management Policy
			• Approve external audit plan and scope of work
			• Approve internal audit plan and scope of work
			• Review Code of Good Governance & Scheme of Delegation
			• Assess independence, financial literacy skills and experience of members
			• Annual Committee Self-evaluation and review of Terms of Reference/Business Schedule

Terms of Reference	Learning and Teaching Purposes Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Sharon Hodgson

1. Membership

1.1 6 non-executive board members (one of whom shall be appointed as Committee Chair).

1.2 1-2 staff board member.

1.3 1-2 student board members.

1.4 In attendance:

- Principal;
- VP Learning Skills, and Student Experience
- Director of Curriculum and Director of Student Experience and Academic Performance
- Three members of staff representative of the curriculum (DELETE)
- Secretary to the Board

2 Quorum

2.1 No less than one half of the members entitled to vote. (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3 Reporting

3.1 The L&T Committee shall make its recommendations to the Board of Management as appropriate.

3.2 The L&T Committee shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4 Responsibilities

4.1 The L&T Committee has overall responsibility for monitoring the direction and performance of learning and teaching and the quality of the learners' experience at the College.

4.2 Ensure appropriate mechanisms are in place for the effective monitoring of quality and inclusivity of the learning experience, in line with Education Scotland Quality Framework, and report to the Board.

4.3 Review the Evaluative Report and Enhancement Plan (or equivalent) in line with Education Scotland/Scottish Funding Council guidance.

4.4 Make recommendations for the Student Experience Strategy and monitor performance against KPIs at least once a year before presentation to the Board.

4.5 Reflect on trends in education and encourage innovation and curriculum development to ensure that the College is successfully serving the needs of its internal and external stakeholders.

4.6 Agree and monitor academic performance, including student retention, progression, attainment PIs, ensuring self-evaluation arrangements are in place to action and address any areas of concern.

4.7 Monitor performance against the College's Regional Outcome Agreement.

4.8 Monitor the development of the College's curriculum portfolio and the annual summary feedback from awarding bodies.

4.9 Consider reports from and related to the Student Association and address any issues raised by the Association.

4.10 Review the Student Association Constitution every 5 years and annual partnership agreement.

4.11 Review the College's performance in terms of college leaver destinations, academic appeals, (CLD) and the student satisfaction and engagement survey (SSES).

4.12 Maintain an overview of quality assurance and improvement by reviewing feedback and evaluation from student and stakeholder surveys and student complaints.

4.13 Monitor external partnerships: articulation with university partners and Developing the Young Workforce (DYW).

4.14 Monitor the output and development of the Academic Council.

4.15 Review the arrangements for student health and wellbeing.

4.16 Monitor the strategic risks relevant to the Committee and suggest recommendations as required.

4.17 Receive and review Corporate Parenting and Safeguarding progress reports.

4.18 Undertake a self-evaluation exercise and review of the terms of reference annually to ensure that the Committee complies with best practice in relation to governance. Any amendments to the terms of reference shall be submitted to the Board of Management for consideration and final approval.

5 Meetings

5.1 The L&T Committee will normally meet at least four times per year.

5.2 **Schedule of Business**

Standing Items:

- Maintain minutes and report to board
- Review L&T Action Log
- Review Risk Register and mitigating actions
- Report from Student Association

Meeting 1 (Aug-Oct) Q1	Meeting 2 (Nov-Jan) Q2	Meeting 3 (Feb-April) Q3	Meeting 4 (May-July) Q4
• Academic Appeals from previous AY • Interim PIs from previous AY • Annual Awarding Body summary • Student Experience Strategy Outturn (inc ROA) • Performance Enhancement Outcome • Student Self-Evaluation process	• Annual SPSO Complaints Report • Audited SFC PIs sector comparison analysis • Evaluative Report and Enhancement Plan • Student Satisfaction and Engagement Survey results • Report from Academic Council • Annual Articulation Report	• Outcome of annual curriculum planning and portfolio review • Student survey results and actions • DYW update • Evaluative Report and Enhancement Plan (update on progress) • College leavers' destination report • Report from Academic Council	• Review/approve Student Association constitution (every 5 years (rev 2022) and partnership agreement (annually) • Student Health and Wellbeing update • Curriculum innovation • Corporate Parenting and Safeguarding progress report • Annual Committee Self-evaluation and review of Terms of Reference/Business Schedule • Report from Academic Council • Student survey results • Outcome of annual curriculum planning and portfolio review

Terms of Reference	Board Development Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Caroline Stuart

1. Membership

1.1 The Chair of each Committee

1.2 The Chair of the Board of Management will be appointed as the Chair of the Board Development Committee (BDC).

1.3 One Staff Member and one Student Member.[1]

1.4 The Chair of the Board of Management shall be considered as a Non-Executive Member.

1.5 In attendance:

- Secretary to the Board

2 Quorum

2.1 No less than one half of the members entitled to vote. (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3 Reporting

3.1 The BDC shall make its recommendations to the Board of Management as appropriate.

3.2 The BDC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4 Responsibilities

4.1 The Committee shall advise the Board of Management in matters relating to membership, appointments[2], development and evaluation as follows, in accordance with the Code of Good Governance for Scotland's Colleges, Ministerial Guidance on College Sector Board Appointments, Code of Conduct, Scottish Government guidance on Diversity Succession Planning, and other guidance that may apply.

[1] Inclusion of staff and student members is on the basis of making decisions on a diverse, inclusive and representative basis. The Ministerial Guidance stipulates that staff and students should have an "opportunity to contribute".
[2] Note that any members who are personally affected by an appointment or extension process may not participate in decision-making in relation to that process. Where several members are affected, the Committee may choose to recommend to the Board establishment of a short-life special purpose committee or panel.

4.2 Oversee the process and advise the Board in relation to the recruitment, appointment, and extension of appointments of Non-Executive Board Members.

4.3 Oversee and advise the Board in relation to arrangements for the election and nomination of Staff and Student Members.

4.4 Review Board membership and advise the Board as required, in relation to gender and diversity; the balance of skills, knowledge and experience; tenure; succession planning; and co-option.

4.5 Oversee arrangements for Board Members' induction, training and development.

4.6 Review and recommend a draft Development Plan annually to the Board for approval.

4.7 Monitor progress against the Development plan and report to the Board at the end of the planning period and as required over the course of the year.

4.8 Oversee arrangements and advise the Board in relation to annual evaluation processes, ensuring procedures are in place for individual Board Member evaluation, Committee self-evaluation, evaluation of the Chair by the Senior Independent Member, and full-Board performance evaluation.

4.9 Ensure an externally facilitated review of the Board's performance is conducted at least every three to five years.

4.10 Undertake a self-evaluation exercise and review of the terms of reference annually to ensure that the Committee complies with best practice in relation to governance. Any amendments to the terms of reference shall be submitted to the Board of Management for consideration and final approval

5 Meetings

5.1 The BDC will meet as required but no less than once per year.[3]

5.2 Schedule of Business

Standing Items:

- Maintain minutes and report to board
- Review BDC Action Log
- Review Risk Register and mitigating actions

Meeting 1 (Jun-Aug)
• Review Board membership (inc. Succession planning for key roles) • Review Board Development Plan • Annual evaluation arrangements and review of Terms of Reference/Business Schedule • Annual Board Development Report (inc. Membership, Quorum, Significant pieces of work undertaken)

[3] This is as per the previous terms, however, given the range of committee responsibility the committee may wish to meet regularly in alignment with the annual cycle of board meetings to allow for reporting and recommendations.

Terms of Reference	Remuneration Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Sue Irving

1. Membership

1.1 The Remuneration Committee (RC) will have a minimum of 4 members of the Board to include:

- Chair of Board of Management
- Vice Chair of Board of Management
- Chair of Finance & General Purpose Committee
- Chair of Learning & Teaching Committee

1.2 The Chair of the Board of Management is precluded from being the Chair of the Remuneration Committee.

1.3 In attendance:

- Secretary to the Board
- the Principal may be invited to attend all or part of a meeting with prior agreement from the Chair of the Committee and there are items of relevance on the agenda.

2 Quorum

2.1 No less than one half of the members entitled to vote. (quorum 50% or higher of membership, with the majority for decision-making to be non-executives).

3 Reporting

3.1 The RC shall make its recommendations to the Board of Management as appropriate.

3.2 The RC shall observe the Standing Orders in all its business.

3.3 Minutes of the meetings should be circulated to the Board for information.

4 Responsibilities

4.1 Determine, review and approve the salaries, terms and conditions and, where appropriate severance payment of the Principal, Executive Leadership Team (ELT). Determine the pay and performance of Directors and the Secretary to the Board on an annual basis in line with the Code of Good Governance for Scotland's Colleges.

4.2 Ensure a fair and justifiable level of remuneration through transparency and accountability, based on national benchmarking of pay and conditions.

4.3 Review the Voluntary Severance Payment Policy. To ensure robust scrutiny of proposed severance schemes and settlement agreements, in line with Scottish Funding Council (SFC) guidelines and thresholds, before recommending to the Board.

4.4 Determine the process for setting and agreeing the performance of the Principal and ELT to ensure highest level performance in line with strategic plans.

4.5 Receive annual reports from the Regional Chair on the Principal's performance against strategic objectives and key performance indicators set annually and approve in readiness for the new academic year.

4.6 Receive annual reports from the Principal on the performance of ELT against agreed objectives and key performance indicators set annually and approve in readiness for the new academic year.

4.7 Ensure efficient and effective use of public funds reflecting the performance of the organisation and the requirement for its ongoing financial sustainability.

4.8 Undertake a self-evaluation exercise and review of the terms of reference annually to ensure that the Committee complies with best practice in relation to governance. Any amendments to the terms of reference shall be submitted to the Board of Management for consideration and final approval

5 Meetings

5.1 The RC will meet as required, normally at least twice per year.

5.2 Schedule of Business

Standing Items:

- Maintain minutes and report to board
- Review RC Action Log
- Review Risk Register and mitigating Actions

Meeting 1 (Aug-Jan) Q1-2	Meeting 2 (Jan-July) Q3-4
• Meeting to be held if substantive items for consideration • Scheme of Delegation every 3 years	• Review and approve Principal and ELTs objectives • Consider current public sector pay policy and national bargaining outcomes to sector • Review and approve Chair's recommendation on individual pay review and salary progression for Principal

	• Review and approve Principal's recommendations on individual pay review and salary progression for ELT • Committee self evaluation and review of Terms of Reference/Business Schedule

As and when necessary:

- Review the Voluntary Severance Payment Policy.
- Provide robust scrutiny of proposed severance schemes and settlement agreements, in line with Scottish Funding Council guidelines and thresholds, before recommending approval to the Board.
- Determine the process for setting and agreeing the performance of the Principal and ELT to ensure highest level performance in line with strategic plans.
- Approve any ELT structure changes

Terms of Reference	Grievance and Appeals Committee
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Nov 2022
Chair	Caroline Stuart

1. Membership

1.1 Chair of the Board of Management (Chair) plus 2-3 non-executive members, 1 of which should be a member of Remuneration Committee.

2. Quorum

2.1 No less than one half of the members entitled to vote, 1 of whom to be the Chair of the Committee (quorum 50% or higher of membership, with the majority for decision-making to be non-executives)

3. Reporting

3.1 The G&A Committee shall be a Committee of the Board of Management.

3.2 The G&A shall observe the Standing Orders in all its business.

3.3 In the interest of speedy resolution, this Committee shall have power to decide on final outcome and report final outcome to the full Board.

3.4 Minutes of the meetings should be circulated to the Board for information.

4 Responsibilities

4.1 To hear any grievance / appeal of decisions made by the Principal in accordance with discipline, grievance and capability procedures.

5 Meetings

5.1 The G&A will only meet as and when required.

Terms of Reference	Board of Management
Date Approved by Committee	Nov 2021
Date Approved by Board	Nov 2021
Date of Next Review	Sept 2024
Chair	Caroline Stuart

1. Membership

1.1 The membership of the Board will be constituted as required by the Further and Higher Education (Scotland) Act 1992 and the amendments in the Post 16 Education (Scotland) Act 2013 and as per the Constitution and Standing Orders

1.2 In attendance:

- The Executive Leadership Team
- Secretary to the Board

2. Quorum

2.1 No less than one half of the members entitled to vote (quorum 50% or higher of membership, with the majority for decision-making to be non-executives: this must include the Regional Chair plus 5 'non-executive members'; or in the absence of the Regional Chair 6 'non-executive members'.

3. Reporting

3.1 The BoM shall observe the Constitution and Standing Orders in all its business.

3.2 The Board may co-opt persons who are not members of the Board to the Committees, but they shall not be entitled to vote.

4. Responsibilities

4.1 The Board has responsibility for overseeing the business of the College, determining its future direction and fostering an environment in which the College's mission is achieved and the potential of all learners is maximised. The Board of Management must ensure compliance with the statutes, ordinances and provisions regulating the College and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.

4.2 The following items are retained for approval by the Board, upon advice from or recommendation by the relevant Committee where appropriate and must not be delegated:

4.2.1 The College's Strategic Plan/Regional Outcome Agreement (and any annual updates thereof).

4.2.2 The Annual Accounts (following consideration by the Finance & General Purposes Committee).

4.2.3 The Annual College Budget (following consideration by the Finance & General Purposes Committee).

4.2.4 The Annual Report on Institutional-led Self Evaluation (following consideration by the Learning & Teaching Committee).

4.2.5 The appointment of the Principal and Chief Executive.

4.2.6 The appointment and re-appointment of Board members (this has effect only if approved by the Chair of the Board of Management and the Scottish Ministers).

4.2.7 To receive and discuss health and safety reports of the College's operation.

4.2.8 Any other matters as set out in this manual or which the Board resolves to retain for approval by itself.

2. Meetings

5.1 The BoM will meet as required but no less than once per year.

Dumfries and Galloway College
One step ahead

DUMFRIES AND GALLOWAY COLLEGE

MEETING	BOARD OF MANAGEMENT COMMITTEE
Agenda Item:	**15**
Paper No:	**15.1**

Date	02 October 2023
Location	MS Teams
Title of Paper	Health and Safety Performance Report
Presented By	Billy Currie
Recommendation	Noting
Appendix Attached	NO
Disclosable Under FOISA	Choose an item.

Read Time: 3 minutes

1. Recommendation

1.1. The Board of Management are asked to **note** the Health and Safety performance of the College and to continue to monitor on a regular basis.

2. Executive Summary

- Compliance remains at 100% with all statutory inspections, testings and reports being complete
- Actions arising form reports are in order following works over the summer break
- Focus for 2023/24 will remain on a more proactive approach across the college, particularly in higher risk workshops.

3. Context

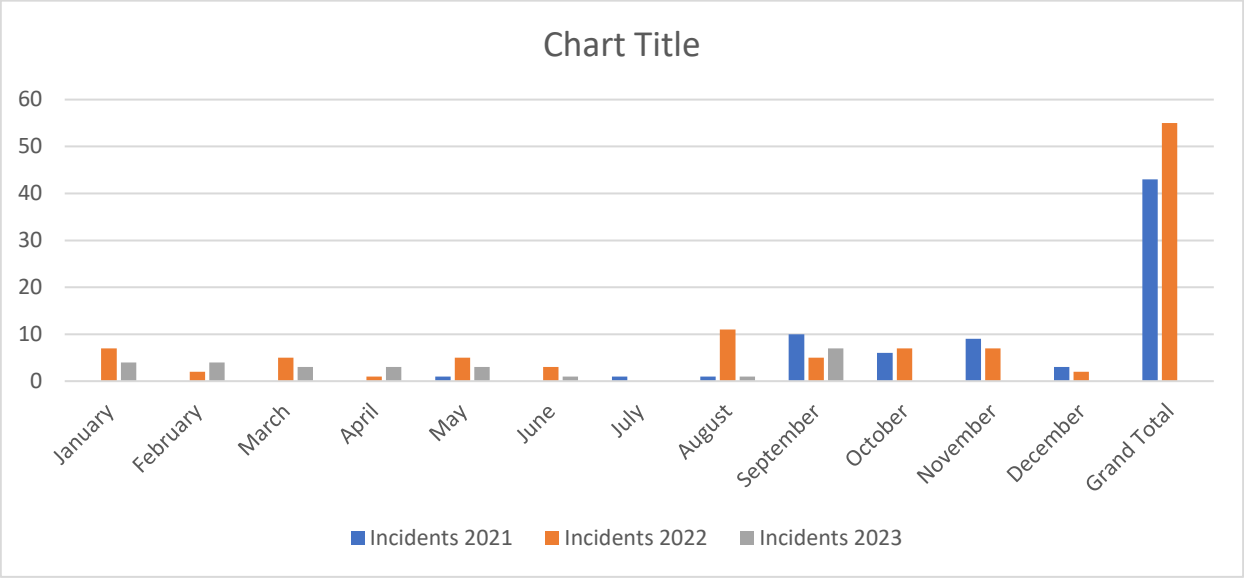
3.1. Introduction

3.1.1. The purpose of this paper is to provide the Board of Management with a full report of the Health and Safety statistics and performance for Academic year 2022/23.

3.2. Logged Incidents:

3.2.1. This section will concentrate on the number of reported incidents which required the attendance of a College first aider or logged as near misses.

3.2.2. The stats given are the overall number for calendar years 2021, 2022 and 2023 for comparison purposes



3.2.3. As shown in the above graph, the number of incidents are consistent year on year with higher numbers seen at the start of each new academic year. The majority of the incidents reported are consistent with those new to certain work methods such as cutting with saws and knives. Whilst there has been work to be more pro active on these it becomes difficult to eliminate completely for those new and still learning. None of these types of injury are major and usually only require first aid onsite.

3.3. RIDDOR

3.3.1. There was 1 RIDDOR report in 2022 which was as result of an injury sustained in a fall at the Dumfries Graduation. The fall was brought on by underlying health conditions

combined with using the stairs at the venue. Work will be undertaken to identify any potential risks ahead of the 2023 graduation ceremony to prevent any similar incidents.

3.3.2. There has been 1 RIDDOR reported in AY 2023 to date. This was as a result of a fall at the main entrance of the Dumfries Campus. This incident remains under investigation.

3.4. Near Miss

3.4.1. Near Misses continue to be raised and addressed as a form of good practice aimed at reducing the number of accidents onsite.

3.4.2. In 2022/23 there were a total of 17 near misses raised. These have all been closed down as complete with resolutions discussed and actioned with those raising the near miss.

3.4.3. A large number were closed down due to being requests for technical assistance rather than a near miss. A focus on differentiation is a priority of the H&S committee this Academic Year.

3.5. Audits and inspections.

3.5.1. Chubb Fire carried out a Fire Risk Assessment at both campuses in March 2023. The assessment has identified the College as a moderate fire risk. Actions identified have been reviewed and completed with further internal inspections taking place throughout the Academic Year.

3.6. Estates Compliance

3.6.1. The estates department have continued to ensure that all required statutory checks have been carried out and actions complete in the last year.

3.6.2. In addition for 2022/23 the first of the 5 year campus Electrical Installation Condition Reports(EICR) were carried out at the Stranraer Campus. All actions/defects found were addressed at the earliest opportunity during the summer break.

3.6.3. The Dumfries report is due to be completed by June 2024, preparation work is underway.

3.7. H&S Committee.

3.8. The H&S Committee has continued to meet on a quarterly basis to review the H&S performance and culture of the College with a view to continuously improving. Membership has changed due to College staffing changings but there remains suitable representation across the College.

3.9. Recommendations

3.10. The recommendation is for the Board of Management to continue to monitor the Health and Safety performance and compliance.

4. Strategic Implications

4.1 This paper links to Strategic priority 5, Systems and Infrastructure.

5. Risk

RISK	MITIGATIONS
Risk 12 – Failure to meet regulatory Health and Safety Obligations	➢ Reporting and Review procedure including Near Miss ➢ Health and Safety IOSH training for staff ➢ Specific communication at time of increased risk eg Covid, building works, adverse weather ➢ Clear channels of communication regarding issues and preventative actions.

6. Implications

Financial	Yes	Failure of College H&S processes could lead to financial penalties imposed through actions.
Legal	Yes	Failure of College H&S processes could lead to legal proceedings
Learning and Teaching	Yes	H&S processes ensure the safety of all staff and learners when working in high risk areas.
Equalities	Yes	*H&S policies and procedures cover all persons utilising our campuses*

Billy Currie
Director of Estates and Sustainability
September 2023