**BOARD DEVELOPMENT COMMITTEE**

**MINUTE OF MEETING HELD ON 29 MAY 2024 HRS VIA TEAMS**

| Present: | | |
|---|---|---|
| Caroline Stuart (CS) - Chair | Sharon Hodgson (SH) | Sue Irving (SI) |
| Susan McLellan (SM) | Richard Nash (RN) | |
| In attendance: | | |
| Lorraine Grierson (LG) – Board Secretary | | |
| Apologies: | | |
| Gillian Brydson (GB) | Adnan Dogrultan (AD) | Claire McLean (CMc) |

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

1.1. The Chair welcomed everyone to the meeting and apologies were noted from G Brydson, A Dogrultan and C McLean. The meeting was confirmed as quorate.

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

1.2.1 The Chair reminded Members to indicate any declaration of interest or connection as appropriate throughout the course of the meeting. None were raised.


**FOR APPROVAL**

**2. Minutes of Previous Meetings and Matters Arising**

**2.1. Minute of Meeting held 6 February 2024 | Paper 2.1 | Chair C Stuart**

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

2.1.2. There were no matters arising.


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

2.2.1. LG provided an update on the progress of current actions. Regarding action 2, nominations for Vice Chairs of Committees, it was agreed that this would be revisited once the new members had been onboarded and committee membership reviewed.

2.2.2. CS asked for the stakeholder map to be included at the next board meeting for noting so that board members were aware of current key stakeholders. She also asked for a calendar of events to regularly be presented to the board so members are aware of upcoming events, which would assist in planning their wider activity outside of the board.

2.2.3. **The Committee noted the update to the Action Log and agreed that all other actions were now closed**.

**3. Committee Membership and Succession Planning | Paper 3.1 | L Grierson**

3.1 Members discussed the paper noting the vacancies and upcoming tenures. Currently there are 2 non-executive vacancies with an additional resignation from 1 September and another potential vacancy from a current member and a further 2 vacancies from March next year.

3.2 CS confirmed that Aspen had been engaged to assist with a recruitment drive and interviews had taken place on 10th May with further interviews taking place on 3rd June. There had been an excellent selection of candidates with a possible 3 potential appointments and a further consideration for 2. 1 has a financial background, 1 has an education background and another has business/commercial background which are key areas sought after to complement board skills. A further 2 will be considered after 3rd June interviews. CS confirmed that these appointments are subject to Board approval (in June) and then Scottish Government approval.

3.3 The committee deliberated staggering the starting dates, however it was felt that if 2 candidates were not appointed until March next year then the likelihood would be that we would lose them. An alternative would be to invite the 2 later appointees to commence with observer status until their start dates in March. However, after consideration, it was agreed that the onboarding of 4 in September would be the right decision. This would also allow for them to get an understanding of the landscape, undergo induction training and learn from existing members, before losing further experienced board members.

3.4 It was also noted that there may be a need for a further recruitment campaign at the end of the year.

3.5 Succession Planning for Chairs of Board Committees

3.5.1 Audit Committee: CS confirmed that G Brydson will step down as Chair of Audit Committee, June being her last one until she hands over Chair to the new appointee in September. CS confirmed that she had asked J Ross to consider the Chair role and the Committee agreed this would be a perfect role for him and allow for self-development.

3.5.2 CS confirmed that 1 member of audit will leave at the end of August and another one in March, therefore 2 new appointees are required.

3.5.3 FGP Committee: 2 members will need to be replaced, 1 of which should have finance experience and another in business and commercial.

3.5.4 L&T Committee: 4 members to be replaced by 1 new with education experience, and 2 with training experience and C Stuart.

3.5.5 Remuneration Committee – 1 member to be replaced.

3.5.6 Bd Dev Committee – will lose G Brydson and replaced by J Ross.

3.5.7 It was agreed to postpone consideration of Vice Chairs until Committee membership has been confirmed.


**4. Board Self Evaluation Process 23-24 | Paper 4.1 | L Grierson**

4.1 LG introduced the draft paper and advised the Committee that further information needs to be included from the 2 outstanding committees – Remuneration and Audit.

4.2 Members noted the content of the Committee survey responses, and it was felt that completing the Survey document within the committee meeting was more productive than completing it online, with the added option for members to forward any further comment confidentially via email if they wished.

4.3     As part of the process, 1-1 meetings with the Chair and board members took place mid-April/May at which members noted any development requirements.  A 1-1 with SIM and Chair had also taken place.

4.4      In response to 'Common Themes' arising from the surveys. Members noted the following:

- ➢ Long agendas and the need for stronger focus on key papers:  starring of papers was being introduced to Board agendas to remove items which have been considered at the Committees to prevent duplication.
- ➢ Ensure everyone has a voice at committees:  Chairs will continue to ask opinions from quieter members to ensure all are heard.  It was reiterated that all opinions are valued, and each member brings a specific skillset. SMc advised that she was meeting with Ex Finance Director to gain a better understanding of the layout of the accounts to help inform discussion.
- ➢ Quorums: although most meetings have been quorate, the redistribution of members once the new starts are onboarded, should help.
- ➢ Student Association: more support for SA members to help them understand the process and requirements of their role.  A staff board member has been appointed as Mentor to support and guide the new SA members throughout the year and help them challenge more albeit it was recognised that when they only serve 1 year, it can hinder their growth into the role.
- ➢ Stakeholders: The Chair asked for an updated list of stakeholders and calendar of events to be brought to the next board meeting.  It was felt that this will assist board members in planning and attending stakeholder events and understanding their expectations out with the board meetings.
- ➢ Format of the self-evaluation process: to include key outputs/decision/business each committee has conducted throughout the year.  LG suggested comparing how other colleges do their evaluation.
- ➢ It was agreed that once Mission 2030 has been approved by the Board, the board development plan for 24-25 will be reviewed. **CS asked that another BDC meeting to be arranged for September to discuss the development plan**.

4.5     **Action: LG to arrange an information session with Ex Finance Director for board members to help understand the layout of papers.**

4.6     **Action: Bring stakeholder list and calendar to the board meeting.**


5.      **Board Development Plan Update | Paper 5.1 | L Grierson**

5.1     Members noted the completion of actions and those which would naturally be ongoing.  LG advised that any actions from the evaluation surveys would be incorporated into the Board Development/Action Plan for 24-25.  Committee to review the development plan and a meeting in September is to be arranged.

        **Action: LG to arrange a BDC meeting for September**


6.      **Committee Self Evaluation and Terms of Reference | Paper 6.1 | L Grierson**

6.1     LG discussed the content of the evaluation survey with members, and they confirmed they were content with the comments.

6.2     LG advised that the terms of reference had been reviewed to ensure the content was relevant and up to date.  She advised that the responsibilities outlined in the terms of reference had been

mapped against the business schedule and the committee could take assurance that all their remit was covered throughout the year.

6.3 **The Committee noted the survey results and took comfort in the knowledge that all business was being attended to as per the business schedule.**

**FOR INFORMATION ONLY**

**7.** <u>**AOCB | Verbal | C Stuart**</u>

7.1. There was no other business. The meeting was adjourned at 17.25 hours.

**8.** <u>**Date of the Next Meeting | Verbal | C Stuart**</u>

8.1. The date of the next meeting is scheduled for 4 June 2025, however a further meeting will be scheduled for September and members notified in due course.

**DGC**

**Dumfries and Galloway College**

One step ahead

# Board Development Committee Action Log 29.05.24

| Key | |
|---|---|
| | Ongoing |
| | Closed |
| | Overdue |

| No | Meeting Date | Action | Lead | Deadline | Status | Commentary |
|---|---|---|---|---|---|---|
| 1 | 19/6/23 | CS will contact Aspen regarding the recruitment of 2 further non-executives to the board. | CS | Feb24 | Closed | Complete. The recruitment is now underway with a decision to be brought to the Board in June 24. |
| 2 | 6/2/24 | Members agreed that the Chair of each Committee would nominate a 'stand-in' Chair from their members to act in the role when needed. | All Chairs | June 24 | Ongoing | Rem Com – C McLean<br>FGP – J Ross<br>HR Sub – R Nash<br>BDC – S Irving<br>L&T / Audit – awaiting nomination |
| 3 | 6/2/24 | SIM - CS to speak with WD to see if he would be interested in extending the term of this role. | CS | Feb24 | Closed | Complete. WD has confirmed he will remain SIM until end of his term. |
| 4 | 6/2/24 | CS confirmed stakeholder mapping exercise to take place in autumn. | LG | Feb24 | Closed | Complete. Board Secretary and Principal's PA have updated stakeholder lists. |
| 5 | 6/2/24 | LG to speak with KG re SA to report more from the student voice in their papers. | LG | Feb24 | Closed | Complete. LG has met with SA President and Vice President and Exec Director regarding more student voice in papers. This should include case studies and results of campaigns. |
| 6 | 19/9/23 Action | Secretary to table the use of personal email addresses at the next BDC. | LG | Feb 24 | Closed | Complete. This has been discussed and agreed at Board meeting in March 24 that Board |

| No | Meeting Date | Action | Lead | Deadline | Status | Commentary |
|---|---|---|---|---|---|---|
| | from Audit Committee | | | | | members should use their college email addresses moving forward. Directions for set-up will be forwarded once received from IT. |

# DUMFRIES AND GALLOWAY COLLEGE

| MEETING | BOARD DEVELOPMENT COMMITTEE |
|---|---|
| **AGENDA ITEM:** | 3 |
| **PAPER NO:** | BDC0524-3.1 |

| **Date** | 29 May 2024 |
|---|---|
| **Location** | MS Teams On-line |
| **Title of Paper** | Committee Membership and Succession Planning |
| **Presented By** | L Grierson |
| **Recommendation** | Discussion |
| **Appendix Attached** | Yes |
| **Disclosable Under FOISA** | YES |

Read Time: 5 mins

## 1.    Recommendation

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

## 2. Executive Summary

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

> ➢ give full consideration to succession planning for all Board members in the course of its work, taking into account the challenges and opportunities facing the region, and the skills and expertise needed on the Board in the future.

> ➢ review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make any recommendations to the Board as a consequence.

## 3. Context

3.1 Currently, the Board can consist of between 17 and 20 members which will include the Chair appointed by Scottish Government, The Principal, an academic staff member, a support staff member, 2 members from the Student Association and 2 staff TU members. There can be between 9-12 non-executive members.

## 4. Succession Planning

4.1 Currently there are 18 members on the Board, 10 of which are non-executive members.

4.2 Points to note:

> ➢ At the moment, there are 2 non-executive vacancies which can be filled given consideration to the skillset required for the Board. Another 4 appointments will become vacant by March 2025 due to the end of tenure and a resignation.

> ➢ A successful recruitment drive has recently taken place using Aspen People.
>   o The recruitment process was guided by the Board Appointments Ministerial Guidance 2014 which stipulates:
>
>     o (3.20) A regional college board should aim to have a membership:
>
>       a) with diverse skills, knowledge and experience which taken together reflects the current and future needs of the board and which supports it to meet its responsibilities for effective governance as outlined in the **Code of College Governance**
>         ▪
>     o (3.23) As required by the 2005 Act, in appointing members, a board must do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities' requirements.

> ➢ Staggering re-appointments will prevent several Non-Executive Board Member vacancies arising at the same time which can change the dynamic of the board and also results in a loss of historic knowledge.

4.3 Assessing the skills, knowledge, experience and attributes required:

> At the last Board Development Committee meeting, consideration was given to the the skills and expertise required and it was agreed that focus should be on the following: Finance / Audit and Risk, Business transformation, Education, Local Business / Commercial.

> Potential candidates have been selected with expertise in education, finance and business with a potential start date of 1/9/24, with further candidates being appointed in March 2025. These are subject to Board approval in June 2024 and Ministerial approval. If we are successful in recruiting for all posts in this round of the recruitment process, we could consider bringing them on from September as observers.

4.4      The following table outlines the current status of board members.

| 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, Principal | | | | | |
| David Burns Support TU member | 25/3/24 | 24/3/28 | | | |
| Pete Woods Academic TU member | 25/3/24 | 24/3/28 | | | |
| **NON EXECS MEMBERS** | | | | | |
| Ann Hill | 19/08/19 | 18/08/23 | 19/8/23 | 18/8/27 | |
| Gillian Brydson | 1/4/21 | 31/3/24 | 1/4/24 | 31/3/25 | |
| Richard Nash H&S Champion | 18/3/21 | 17/3/25 | | | |
| Malcolm Macleod | 18/3/21 | (17/3/25) ends 1/9/24 | | | |
| Sue Irving | 18/3/21 Vice Chair – 27/6/22 | 17/3/25 Vice chair – 26/6/23 – 17/3/25 | | | |

| | | | | | |
|---|---|---|---|---|---|
| Eddie Black | 29/4/21 | <mark>30/4/25</mark> | | | |
| Will Dowson | 18/3/21<br><br>SIM 8/6/21 | <mark>17/3/25</mark><br><br>SIM 7/6/24<br>– 17/3/25 | | | |
| Claire McLean<br><br>EDI Champion | 28/4/22 | 27/4/26 | | | |
| Jamie Ross | 28/4/22 | 27/4/26 | | | |
| Sharon Hodgson | 28/4/22 | 27/4/26 | | | |
| Vacancy | | | | | |
| Vacancy | | | | | |

<mark>Green</mark>  Student Board Members, Terms end in Aug 2024, elections undertaken annually

<mark>Blue</mark>    Confirmed Leavers

<mark>Yellow</mark> Term ends Mar/April 2025


## 5   Succession Planning for Chairs of Board Committees

5.1      At the last BDC meeting in Feb 2024, it was agreed that Committee Chairs would select a Vice Chair for the Committee to provide cover when required and would aid board member development in Chairing.  The following will depend on any movement of Committee membership:

> ➢ FGP – Jamie Ross
> ➢ HR Sub – R Nash – will be included within FGP meeting
> ➢ Audit – Chair stepping down from June 2024
> ➢ L&T – ?
> ➢ Rem Com – Claire McLean
> ➢ BDC – Sue Irving

5.2      Consideration could be given to allocating a term of office for each Chair to enable others to develop their skills in Chairing but also to enable members to change committees to develop their board skills and knowledge.


## 6     Vice Chair

6.1      Sue Irving's role as Vice Chair has been extended to March 2025.


## 7     Senior Independent Member

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

> ➢ Will Dowson has agreed to extend his SIM role to March 2025.

**8        Student Board Members**

8.1    Student terms of office will cease in August 2024.  The Student Association conduct the election process and new appointees will start in August 2024.

**9        Trade Union Members**

9.1    Trade Union members, Pete Woods (Academic) and David Burns (Support) were appointed in March 2024.

> ➢ Both have completed their induction and met with Chair of the Board, Board Secretary and Chair of Committees to assist their understanding of their role as a board member.
> ➢ Both have completed their CDN mandatory induction training.
> ➢ A meeting with the Principal is currently being arranged which will complete their induction.
> ➢ David Burns has been invited to join FGP and Pete Woods has been invited to join L&T.

**10       Board Committee Membership**

10.1   Members should consider whether the Committee membership needs to be changed in line with board members skills, personal development, and to ensure meetings are quorate.  Current membership is attached at appendix 1 together with the current skills audit.

| Committee | Members - 2023-24 |
|---|---|
| AUDIT | 6 |
| FGP | 9 |
| LT | 10 |
| REM COM | 8 |
| BD DEV COMM | 8 |

10.2   **Points to note for academic year 2023-24:**

> ➢ L&T had no quorum for 1 meeting despite large membership.  They currently have 10 members with the addition of the TU member - 5 are executive members and 5 are non-executive members.  One non-exec member does not attend meetings currently which will affect the quorum as there needs to be 50% members, the majority of which should be non-exec.
> > o Consideration needs to be given to member composition.

> ➢ HR Sub-committee was agreed in March 2023.  This is made up of 3 non-exec and 2 exec members.  Out of the 3 meetings, 2 have not been quorate.  However, if there are 3 members present for a meeting, but no quorum, any decision making could be referred to FGP or papers incorporated into the FGP meeting.

> ➢ Audit Committee – all 3 meetings have been quorate.  The Chair of Audit Committee will step down after the June 24 meeting (however, she will need to act as Chair at the September meeting to formally hand over Chair to the new person).  Members of Audit Committee should act in an independent manner and currently one member of Audit also sits on FGP Committee

which can result in a conflict of interest.  Therefore, consideration needs to be given to the skills required ie audit/risk/finance/governance, together with a replacement for the Chair and Vice Chair of the Committee.

➢ FGP – Currently has 9 members, 5 of which are non-executive members (the Chair of the Board can be classed as non-exec).  3 of its meetings have been quorate, however one non-executive member currently does not attend meetings.

➢ Remuneration – currently has 8 members and both meetings this year have been quorate.

## 11    Strategic Implications

11.1  This report is not directly relevant to the Regional Outcome Agreement, however, robust governance arrangements are essential to the effective delivery of Ambition 2025/30 objectives.

## 12    Risk

| RISK | MITIGATIONS |
|------|-------------|
|      | *n/a*       |

## 13    Implications

| **Financial** | NO | |
|---------------|----|---|
| **Legal** | NO | |
| **Learning and Teaching** | NO | |
| **Equalities** | NO | |

**L Grierson**

**Secretary to the Board**

**14/5/24**

## Committee Membership

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

| BOARD OF MANAGEMENT | AUDIT | FINANCE & GENERAL PURPOSE | LEARNING AND TEACHING | REMUNERATION | BOARD DEVELOPMENT | GRIEVANCE / APPEALS |
|---|---|---|---|---|---|---|
| Pete Wood (TU Staff Member) | | | | | | |

**DUMFRIES AND GALLOWAY COLLEGE**

| MEETING | BOARD DEVELOPMENT COMMITTEE |
|---|---|
| **AGENDA ITEM:** | **4** |
| **PAPER NO:** | **BDC0524-4.1** |

| | |
|---|---|
| **Date** | 29 May 2024 |
| **Location** | MS Teams On-line |
| **Title of Paper** | Board Annual Evaluation Report |
| **Presented By** | L Grierson |
| **Recommendation** | Discussion |
| **Appendix Attached** | No |
| **Disclosable Under FOISA** | NO |

1. **Recommendation**

- The Board Development Committee are recommended to note the content of the report and discuss any points arising from it.
- Review the information from the surveys and consider actions to be included in the Development Plan for 24-25.

**2.**      **Executive Summary**

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

2.2     The purpose of the Report is to provide the Board Development Committee with an overview of committee business throughout academic year 23-24, provide an opportunity to consider feedback from the Self-Evaluation Surveys, and to discuss any further actions required in response.

**3.**      **Context**

3.1     As part of this process the following occurs:

- ➢ Committee Self-Evaluation Survey and review of Terms of Reference
- ➢ Board of Management Self-Evaluation Survey
- ➢ 1-1 meetings with the Chair and individual members of the Board. These took place in April 2024.
- ➢ 1-1 Meeting with Senior Independent Member and the Chair.  This was conducted in April 2024.

3.2    Committee Self-Evaluation has taken place and the joint return is attached within the draft report.  Audit Committee, Remuneration Committee and the Board Development Committee's are yet to take place therefore some of the statistics and survey feedback will be added at a later date.  Once complete, the report will be sent to BDC members for their consideration before being submitted to the Board of Management.

3.4    Any actions from the evaluation process will be added to the Board Development Plan for academic year 24-25.

**4**.      **Strategic Implications**

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

**5**.      **Risk**

5.1    No risks associated with this paper.

**6.**      **Implications**

| **Financial** | NO | |
|---|---|---|
| **Legal** | YES | Non compliance with the Code of Good Governance. |
| **Learning and Teaching** | NO | |
| **Equalities** | NO | |

**DUMFRIES AND GALLOWAY COLLEGE**

| MEETING | BOARD DEVELOPMENT COMMITTEE |
|---|---|
| AGENDA ITEM: | 5 |
| PAPER NO: | BDC0524-5.1 |

| Date | 29 May 2024 |
|---|---|
| Location | MS Teams On-line |
| Title of Paper | Committee Self Evaluation |
| Presented By | L Grierson |
| Recommendation | Discussion |
| Appendix Attached | No |
| Disclosable Under FOISA | NO |

1.  **Recommendation**

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

## 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 The Annual Self-Evaluation process is conducted in May of each year, and as part of the process, 1-1 reviews with board members, the Chair and Board Secretary will take place.

3.2 The Committee has been asked to consider and complete the Committee Self-Evaluation survey for joint discussion at the end of the Committee meeting, to reflect business over the last academic year 2023-24.

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

3.4 The External Evaluation Review has been organised with Candy Munro, CDN to commence September 2024.

## 4. Strategic Implications

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

## 5. Risk

5.1 No risks associated with this paper.

## 6. Implications

| | | |
|---|---|---|
| **Financial** | NO | |
| **Legal** | NO | |
| **Learning and Teaching** | NO | |
| **Equalities** | NO | |

**Lorraine Grierson**
Secretary to the Board
22/4/24

![DGC Dumfries and Galloway College - One step ahead logo]

**BOARD DEVELOPMENT COMMITTEE SELF-EVALUATION**

**Date: May 2024**

| Section | Yes | No | N/A | Comments/Action |
|---|---|---|---|---|
| **Composition, Establishment and Duties of the Committee** | | | | |
| Does the Committee meet regularly in accordance with the Board Standing Orders? | XXXX | | | |
| Does the Committee consistently have a quorum? | XXX | X | | |
| Do all Committee members attend meetings regularly and actively provide input? | XXXX | | | |
| Does the Committee have enough members? | XXXX | | | |
| Does at least one of the Committee members have a background and skills relevant to the remit of the Committee? | XXXX | | | |
| Have new Committee members received all necessary training? | XXXX | | | I'm assuming members have had necessary training. |
| Does the Committee report regularly to the Board? | XXXX | | | |

| Section | Yes | No | N/A | Comments/Action |
|---|---|---|---|---|
| **Terms of reference** | | | | |
| Do the terms of reference include all aspects of the Committee's role and responsibilities? | XXXX | | | |
| How would you rate the performance of the Committee against its Terms of Reference. | | | | Good, Good, Excellent, Excellent |
| Does the Committee review its remit periodically to ensure that it remains fit-for-purpose and relevant. | XXX | | | |

| Are the terms of reference adopted by the full Board and reviewed annually? | XXX | | | |
|---|---|---|---|---|

| Section | Yes | No | NA | Comments/Action |
|---|---|---|---|---|
| **Internal Control** | | | | |
| Does the Committee monitor to ensure that risk is controlled? | XXX | X | | |
| Does the Committee regularly review relevant strategic plans? | XXXX | | | |
| Does the Committee consider the level of detail and information it receives appropriate? | XXXX | | | |
| Are appropriate internal performance measures monitored by the Committee? | XXXX | | | |
| Is the Committee addressing all matters delegated to it by the Board and under its terms of reference?<br><br>What assurance supports your answer? | XXXX | | | We have raised issues and had meetings to try and remedy those issues raised.<br><br>The remit of this committee is specific to performance of the board to meet governance regulations and standards.<br><br>Committee performance is considered, though there is less emphasis on data than, for example, Audit. It feels appropriate to the Committee however. |

| Section | Yes | No | NA | Comments/Action |
|---|---|---|---|---|
| **Effectiveness of Committee meetings** | | | | |
| Are Committee meetings well organised, efficient, and effective? | XXXX | | | |
| Are Committee papers distributed in sufficient time for members to give them due consideration and include the right information to allow meaningful discussion? | XXXX | | | |
| Are Committee meetings scheduled prior to important decisions on specific matters being made? | XXX | X | | |
| Do the Minutes and reports to the Board report effectively the significant activities, actions, and recommendations of the Committee? | XXXX | | | |

| Is the leadership of the Committee's Chair effective? | XXXX | | | |
| --- | --- | --- | --- | --- |
| What is your overall assessment of *your* performance on the Committee? | | | | Average, good, excellent, average<br><br>I have struggled with attendance at this Committee. |

| Terms of Reference | **Board Development Committee** |
|---|---|
| **Date Approved by Committee** | May 2024 |
| **Date Approved by Board** | June 2024 |
| **Date of Next Review** | May 2025 |
| **Chair** | Caroline Stuart |

**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.

4.2     Oversee the process and advise the Board in relation to the recruitment, appointment, and extension of appointments of Non-Executive Board Members.

---

[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.

4.3    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)<br>• Review Board Development Plan<br>• Annual evaluation arrangements and review of Terms of Reference/Business Schedule<br>• 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.