



**Dumfries and
Galloway College**

Board Development Committee

Wednesday 4 June 2025 (1600-1800)

Virtually by Teams

Agenda

Time	Item	Lead	Paper
	1. Welcome and Apologies <ul style="list-style-type: none">• Declaration of Interests and Connections	CS	Verbal
For Approval			
	2. Minutes of Previous Meetings and Matters Arising <ul style="list-style-type: none">• 30 January 2023• Action Log	CS LG	Verbal Paper 2.2
	3. Terms of Reference	LG	Paper 3.1
For Discussion			
	4. Committee Membership and Succession Planning	LG	Paper 4.1
	5. BDC Annual Report 24-25	LG	Paper 5.1
For Information only			
	6. AOCB	CS	Verbal
	7. Date of next meeting <ul style="list-style-type: none">• 16 September 2025	CS	Verbal



BOARD DEVELOPMENT COMMITTEE

MINUTE OF MEETING HELD ON 4 JUNE 2025 HRS AT 1600 HRS VIA TEAMS

Present:		
Caroline Stuart (CS) - Chair	Sharon Hodgson (SH)	Susan McLellan (SM)
Jamie Ross (JR)	Honor Gibson (HG)	
In attendance:		
Lorraine Grierson (LG) – Governance Professional	Douglas Dickson (DD)	
Apologies:		
Sue Irving (SI)		

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

1.1. The Chair welcomed everyone to the meeting and apologies were noted from S Irving. The meeting was confirmed as not quorate. The Chair advised members that D Dickson had been invited along to observe.

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 27 January 2025 | Paper 2.1 | Chair C Stuart

2.1.1. The minute was approved by members 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 1, nominations for Vice Chairs of Committees, it was agreed that this would be put on hold until after recruitment of new members.

2.2.2. **The Committee noted the Action Log and agreed that action 1 would be suspended.**

3. Terms of Reference | Paper 3.1 | L Grierson

3.1 LG advised that as per the Board of Management's Standing Orders (3.87), the Committee is required to undertake an annual review of the Terms of Reference.

3.2 LG advised that they had been reviewed with no suggested changes.

3.3 **The Committee approved the Terms of Reference and Business Schedule.**

4. Committee Membership, Succession and Evaluation | Paper 4.1 | L Grierson

4.1 LG took the paper as read and highlighted key points:

- Claire McLean has resigned with effect from 22/5/25 resulting in a vacancy for HR-Sub Committee Chair and EDI Champion
- 2 non-executive members terms of office cease in April 2026
- 1 Support Trade Union member post is yet to be filled.
- FGP Committee – with the resignation of C McLean, currently only have 3 non-executive member and the terms of reference state 4.
- Gender Balance – currently the ratio of male to female non-executive members is male: 33% and female 66%.
- Susan McLellan had been appointed as mentor for the student members which had been hugely welcomed and she will continue to do so.
- Sue Irving's role as Vice Chair has been extended to March 2029.
- Board induction took place in October for all new members, students and trade union members. An internal audit by RSMUK has been conducted in respect of the Board Induction process, which resulted in Substantial assurance with no further actions.

4.2 Senior Independent Member (SIM)

4.2.1 The recruitment process for replacement Senior Independent Member had concluded on Wednesday 28th May. One nomination had been received from Sharon Hodgson and in line with the recruitment process, would be appointed to the role at the Board meeting.

- 4.3 CS advised that after consideration she proposed the following changes to committee membership:
- S Hodgson will no longer Chair L&T Committee and she will move to FGP increasing non- executive membership to 4. She will no longer be a member of Board Development Committee.
 - A Irons has agreed to take over Chair of L&T and he will also join Board Development Committee and Remuneration Committee.
 - G Clark will join Board Development Committee and Remuneration Committee.
- 4.4 CS advised that due to difficulties maintaining quorums for HR Sub Committee meetings, it was proposed to disband this sub-committee and re-incorporate it within FGP. To ensure there is time to discuss HR issues, the meeting will commence at 3.30 pm instead of 4 pm.
- 4.5 **Members agreed the proposed Committee changes and appointment of SIM for approval at the Board.**
- 4.6 Board Recruitment
- 4.6.1 LG advised that board membership was now at 16; there was a current vacancy for a Support Staff Trade Union member and 3 possible vacancies for non-executive members. A discussion took place regarding a future recruitment drive for non-executive members and it was agreed that recruitment would commence in September with a view to looking for skills in the following areas: HR, finance and business and commercial.
- 4.6.2 Members discussed potential candidates and to make contact with the Federation of Small Businesses. DD advised that he had contact details for the Federation and it was agreed that contacts would be passed to the Chair.
- 4.6.3 **ACTION: Contacts to be passed to the Chair for potential new board members.**
- 4.7 Board Evaluation
- 4.7.1 Due to there being a full External Effectiveness Review conducted in October 2024, The Chair of the Board had confirmed that a full self-evaluation would not occur this year. However, 1-1s with all board members had been conducted by the Chair of the Board and all terms of reference had been reviewed.
- 4.8 Board Development Plan
- 4.8.1 It was noted that actions within the Board Development Plan for 24-25 were now complete.
- 4.8.2 Actions arising from the 1-1 meetings will be added to the Board's Development Plan for 25-26 as noted below:
- Knowledge of external environment
 - AI training from BEST for board members
 - Finance for non-finance managers

- Crisis leadership training
- Board member expertise to assist Executive develop strategic partnerships/contacts/projects
- Continue to develop confidence of new members and create space to build effective relationships between board members
- Take up opportunities to attend more college events

5. Board Development Committee Annual Report | Paper 5.1 | L Grierson

5.1 LG took the paper as read and advised that the report highlights key business and decision-making, board guests, attendance at meetings and individual attendance, succession planning and board training.

5.2 **Members of the committee approved the BDC Annual Report.**

FOR INFORMATION ONLY

6. AOCB | Verbal | C Stuart

6.1. There was no other business. The meeting was adjourned at 16:30 hours.

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




7.1. The date of the next meeting is scheduled for 16 September 2025 if required.



**Dumfries and
Galloway College**

One step ahead

Item 2.2
BDC0625-2.2

Key	
	Ongoing
	Closed
	Overdue

Board Development Committee Action Log 04/6/25

No	Meeting Date	Action	Lead	Deadline	Status	Commentary
1	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	Dec 24 Jun 25	Ongoing	Sept Update: Postponed until membership confirmed with new starts. Jun 25 update: no further action due to changes in members

Board Development Committee		
Agenda Item	3	
Paper Number	BDC0625-3.1	
Date of Meeting	04 June 2025	
Location	MS Teams	
Title of Paper	Terms of Reference and Business Schedule	
Presented by	L Grierson	
Recommendation	Approval	
Freedom of Information Disclosure Assessment		
FOI flag:	<input type="checkbox"/> Disclosable <input checked="" type="checkbox"/> Non-disclosable	
Reason/s for choice:	Can be disclosed once approved by the BoM in June	
Notes from author: (When will it become disclosable? Has FOI Officer guidance been sought?)		
Further comments/updates after initial submission		
Date added	Added by (name and role)	Comment/detail

Read Time: 6 minutes

1. Recommendation

- 1.1. The Board Development Committee are asked to review and approve the terms of reference.

2. Executive Summary

- 2.1. As stated in the Board of Managements' Standing Orders (3.87), it is a requirement that each Committee reviews its Terms of Reference at least annually, and any changes submitted to the Board for final approval.

3. Context

- 3.1 The Terms of Reference and Business Schedule have been reviewed by the Governance Professional and Executive members to ensure they reflect the current business requirements of the Committee.
- 3.2 Any proposed changes are highlighted in yellow.

4. Strategic Implications

None directly linked to the paper.

5. Risk

Risk	Mitigations
Choose a risk	➤ No risks associated with paper

6. Implications

Financial	YES	Failure to adhere to SFC condition of grant would impact on funding.
Legal	YES	The Board must adhere to the Code of Good Governance and conditions of grant which are encapsulated within the terms of reference.
Learning and Teaching	YES	It is essential that the terms of reference are annually reviewed to ensure all relevant business and legislative requirements are covered within the remit.
Equalities	NO	

Lorraine Grierson

Governance Professional
9 May 2025

Terms of Reference	Board Development Committee
Date Approved by Committee	May 2025
Date Approved by Board	June 2024
Date of Next Review	May 2026
Chair	Caroline Stuart

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 Governance Professional

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, appointments², 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.

- 4.1.1. Oversee the process and advise the Board in relation to the recruitment of the Principal and Governance Professional, and recruitment, appointment, and extension of appointments of Non-Executive Board Members.
- 4.1.2. Oversee and advise the Board in relation to arrangements for the election and nomination of Staff and Student Members.
- 4.1.3. 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.
- 4.1.4. Oversee arrangements for Board Members' induction, training and development.
- 4.1.5. Review and recommend a draft Development Plan annually to the Board for approval.
- 4.1.6. 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.
- 4.1.7. 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.
- 4.1.8. Ensure an externally facilitated review of the Board's performance is conducted at least every three to five years.
- 4.1.9. 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

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.

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, induction)
- 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)

Board Development Committee		
Agenda Item	4	
Paper Number	BDC0625-4.1	
Date of Meeting	04 June 2025	
Location	MS Teams	
Title of Paper	Committee Membership, Succession Planning and Evaluation	
Presented by	L Grierson	
Recommendation	Discussion	
Freedom of Information Disclosure Assessment		
FOI flag:	<input type="checkbox"/> Disclosable <input checked="" type="checkbox"/> Non-disclosable	
Reason/s for choice:	Can be disclosed once approved by the BoM in June	
Notes from author: (When will it become disclosable? Has FOI Officer guidance been sought?)		
Further comments/updates after initial submission		
Date added	Added by (name and role)	Comment/detail

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 before submission to the Board of Management.

2 Executive Summary

2.1 The Board Development Committee is responsible for areas of the Board's activity relating to appointments, succession planning, self-evaluation and board development. 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 15 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 16 members on the Board, 9 of which are non-executive members, therefore there is the potential to recruit a further 3 additional members.

4.2 Points to note:

- Claire McLean has resigned with effect from 22/5/25 resulting in a vacancy for HR-Sub Chair and EDI Champion
- The Chair of the Board's post ceases in January 2026
- 2 non-executive members terms of office cease in April 2026
- 1 Support Trade Union member post is yet to be filled. Until recently college support staff aligned with Unison, however some staff have moved to GMB as has the support staff Trade Union rep. In line with this, the College will decide whether both GMB and Unison will be recognised. Until then, we cannot accept nominations for the trade union board member.

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



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. Due to changes in board members, to date, 1 committee has confirmed a Vice Chair as noted below:

- FGP –
- HR Sub –
- Audit –
- L&T –
- Rem Com –
- BDC – Sue Irving

5.2 There is a vacancy for the position of chair of HR Sub Committee and EDI Champion.

6 Board Committee Membership

6.1 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.

- In line with Terms of Reference George Clark, as Chair of FGP should join both Board Development Committee and Remuneration Committee. Currently, George is also a member of FGP and HR Sub, therefore consideration should be given to who would replace him in HR Sub.
- As members left the Board in March including the support TU member, FGP currently only has 5 members. **The minimum non-executive requirement based on terms of reference is 4, however currently there are only 3.**

Committee	Members - 2023-24	Members 2024-25
AUDIT	6	6
FGP	9	5
HR SUB	5	5
LT	10	11
REM COM	8	6 + GC
BD DEV COMM	7	6 + GC

7 Equal opportunities

7.1 The Board Appointments Ministerial Guidance 2014 states: Section 26A of the 2005 Act provides that, among other things, when a regional college board makes appointments to its board, it must do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities' requirements.

- 7.2 Our non-executive balance is currently 50% male and 50% female which meets the above requirements.

2023-24		2024-25	
(10 non-execs)		(9 non-execs)	
5 male = 50%	5 female = 50%	3 male– 33%	6 female = 67%

8 Vice Chair

- 8.1 Sue Irving's role as Vice Chair has been extended to March 2029.

9 Senior Independent Member

- 9.1 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. This role became vacant due to the end of term of office of W Dowson in March. The Standing Orders state at 3.19, that the role should be filled by the first Board meeting following expiry of their term.
- 9.2 The recruitment process for SIM is currently underway, with nominations being sought. The closing date for nominations is Wednesday 28th May.

10 Student Board Members

- 10.1 Student terms of office cease in August 2025. The Student Association has conducted the election process for academic year 25-26 and new appointees will start in August 2025. Honor Gibson has been reappointed as President of the Student Association and Karen McIntosh has been appointed Vice President.
- 10.2 The Board appointed Susan McLellan as a mentor for the Student Association members this year. She has offered support and guidance in protocol and paper submissions, which has been a huge success, and we will continue to provide a mentor going forward.

11 Board Induction

- 11.1 An internal audit by RSMUK has been conducted in respect of the Board Induction process, which resulted in Substantial assurance with no further actions.
- 11.2 4 new non-executive members attended the college board induction on Tuesday 1st October 2024 alongside the 2 student and trade union members. Presentations included strategy and challenges, finance overview, board governance, training, digital set-up and Risk management training took place.

12 Board Evaluation

- 12.1 It is a requirement of the Code of Good Governance (D24) that the board must keep its effectiveness under annual review. As we underwent an external effectiveness review in October 2024, it was agreed by the Chair of the Board that we would not complete the full evaluation as this would be a repeat of the process.
- 12.2 As part of the evaluation process, terms of reference are reviewed by all committees and 1-1 meetings are carried out for all board members.

- 12.3 The terms of reference have been submitted to each committee for review and approval by the board of management.
- 12.4 One to one meetings took place with all board members, Chair and Governance Professional in May 2025 and the key action points are noted below. Actions will be added to the board development plan:
 - Knowledge of external environment
 - AI training from BEST for board members
 - Finance for Non-Finance managers
 - Crisis leadership training
 - Board member expertise to assist Executive develop strategic partnerships/contacts/projects
 - Continue to develop confidence of new members and create space to build effective relationships between board members
 - Take up opportunities to attend more college events

13 Board Development Plan

- 13.1 The Board Development Plan for 24-25 is attached at appendix 2. This has been updated and actions listed above will be added to the Plan for the academic year 2025-26.

14 **Strategic Implications**

- 14.1 Robust governance arrangements are essential to the effective delivery of Mission 2030 objectives.

15 **Risk**

RISK	MITIGATIONS
Risk 1,3	Not linked directly to paper itself but can affect national priorities through lack of knowledge and understanding and collaboration.

16 **Implications**

Financial	YES	Non-compliance with the Code of Good Governance which is a condition of grant
Legal	YES	
Learning and Teaching	NO	
Equalities	NO	

L Grierson

Governance Professional

14/5/24

Appendix 2

Board Aims	Developments and Actions	Timescale	Lead	Update
1. Leadership and 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.	<ul style="list-style-type: none"> Mission 2030 review. Board will continue to monitor KPIs and strategic developments. 	Strategy Day May 25	Principal / Chair/ ELT	KPIs and strategic developments update at each board meeting.
2. Student Experience				
2.1 Encourage reporting from student members to capture the student voice	<ul style="list-style-type: none"> Support Student Members Student Members Induction 	Complete	LG/SMc	SA Members induction Oct 24. Susan McLellan has agreed to mentor student members to support them in their role.
3. Accountability				
3.1 Continue to Monitor financial sustainability.	<ul style="list-style-type: none"> Financial sustainability to be continuously monitored 	Review at each FGP/Board	Chair/ Principal	Continuously monitored at FGP/BoM
4. Board Effectiveness				
4.1 EER	<ul style="list-style-type: none"> EER Report – follow through on actions - Create space to develop effective working relationships 	June 2025	GP	Board meetings, strategy days and college events
4.2 Board Evaluation 23-24	<ul style="list-style-type: none"> Ensure actions from 23-24 evaluation are complete 	Dec 2024 – complete June 2025	GP/BDC	The BDC reviewed actions from self-evaluation to ensure actions are complete.

Board Aims	Developments and Actions	Timescale	Lead	Update
				Outstanding actions will be added to Dev/Action Plan.
4.3 Use of governance space	<ul style="list-style-type: none"> Continue to use time before board meetings for training/guest appearances 	Complete	GP	<p>A list of guest speakers has been compiled and will be invited to attend board meetings.</p> <p>Training opportunities will be organised for board meetings when applicable.</p> <ul style="list-style-type: none"> Cyber Resilience May 2024 Risk management training arranged for 1/10/24, Zurich Karen Gray, SFC re TQEF Board Strategy day with guests Head of Stranraer Academy
4.4 Arrange replacement for SIM in due course	<ul style="list-style-type: none"> Arrange nomination process for SIM 	March 25 - complete	GP	SIM nominations underway May 25.
4.5 New Board members	<ul style="list-style-type: none"> Continue to develop the new board team: Building confidence Understanding of sector Develop working relationships 	complete	Chair/GP/ Principal	All new members have received comprehensive induction and any further learning/guidance will be provided. 1-1s have taken place May 25, and any actions/development needs will be followed through
4.6 Review Committee Induction	<ul style="list-style-type: none"> Identify specific induction requirements for each committee 	March 25 - complete	GP	Specific information has been provided to new members relating to their committees. Further guide notes are being prepared for L&T Committee.

Board Aims	Developments and Actions	Timescale	Lead	Update
5. Individual Effectiveness				
5.1 Board training	<ul style="list-style-type: none"> College mandatory training for new members – GDPR, Cyber Resilience, Safeguarding and E&D College Induction /Evaluate 	Complete	Bd Sec	All mandatory training has been completed, however 1 board member is working towards on agreement with Chair. Board induction organised for 1 st October - complete
5.2 CDN Training	<ul style="list-style-type: none"> Ensure all new members complete CDN induction and relevant modules ie Audit and Remuneration training. CDN governance programme 24-25 	Within 1 month of starting	GP	Completed
5.3 Mentors for new members	<ul style="list-style-type: none"> Arrange a mentor for new members to help 	Within 1 month - complete	Chair/GP	Chairs of each Committee to mentor new members
6. Relationships and Collaboration				
6.1 Continue collaboration and partnership working across south of Scotland.	<ul style="list-style-type: none"> Members to continue to attend events when possible 	ongoing		Board members receive Key Lines to Take info from College Scotland
6.2 Monitor progress with UWS and other partners	<ul style="list-style-type: none"> Encourage stakeholders to attend board meetings and strategy event. 	Complete		Strategy event for May 25 guests: Alison Chambers, Senior Education Officer, D&G Council Greig Robson, SDS Phil McCreadie, Head of Enterprise and Business, SOSE James Davies, PMO Manager, Borderlands

MEETING	BOARD DEVELOPMENT COMMITTEE
Agenda Item	5
Paper Number	BDC0625-5.1

Date	04 June 2025	
Location	MS Teams On-line	
Title of Paper	BDC Annual Report	
Presented By	L Grierson	
Recommendation	Discussion	
Freedom of Information Disclosure Assessment		
FOI flag:	<input checked="" type="checkbox"/> Disclosable <input type="checkbox"/> Non-disclosable	
Reason/s for choice:	Can be disclosed once approved by the BoM in June	
Notes from author: (When will it become disclosable? Has FOI Officer guidance been sought?)		
Further comments/updates after initial submission		
Date added	Added by (name and role)	Comment/detail

1. Recommendation

The Board Development Committee are asked to consider the draft report and feedback any changes before submission to the Board of Management.

2. Executive Summary

2.1 The purpose of the Report is to advise the Board of Management on the activities of the Board Development Committee throughout academic year 24-25 and current status of committee membership and succession planning.

3. Context

3.1 The responsibilities outlined in the Committee’s terms of reference include appointments to the board, development, induction, committee membership review, induction, training and development, and evaluation.

3.2 As a requirement of the Code of Good Governance (D24), the board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years. an External Evaluation Review was conducted by CDN in October 2024. Due to this, no full Board self-evaluation was conducted for 2024-25.

3.2 The full BDC Report is attached which highlights key business conducted, succession planning and membership, evaluation and development.

4. Strategic Implications

4.1 Board effectiveness will impact on all priorities within Mission 2030.

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	



Board Development Committee Annual Report

**Academic Year
Aug 2024 – July 2025**

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Board Development Committee

Annual Report

Aug 2024 – Jul 2025

1 Background

- 1.1 The Board Development Committee is responsible for areas of the Board’s activity relating to appointments, succession planning, development and evaluation. 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)
 - Conduct self-evaluation annually and have an external evaluation review at least every 3-5 years.

2 Board Development Committee Members

Caroline Stuart (Chair)

Sharon Hodgson

Sue Irving

Jamie Ross

Claire McLean

Susan McLellan

Honor Gibson

3 External Evaluation Review

- 3.1 The Code of Good Governance for Scotland's Colleges sets out the principles of good governance for colleges in Scotland. All colleges that receive funding from the Scottish Funding Council or a regional strategic body must comply with the Code as a condition of grant. Each Board must state its adoption of the Code in its corporate governance statement contained within its annual financial statement.
- 3.2 The Code states that the college Board must have in place a robust self-evaluation process. Para D.24 states: *'The Board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three to five years'*.
- 3.3 The external effectiveness review was conducted in October 2024 and included several stages aimed at building up an overview of the Board's effectiveness as noted below:
- Initial meeting with the Chair, Principal and Governance Professional to agree the scope of the review and the overall project plan
 - Observation of the Board meeting on 01.10.24
 - Desk review of core governance documentation, including Board papers, committee papers, Governance Manual, Strategic Plans, Internal and External Audit Reports and action plans
 - Interviews with:
 - Chair
 - Principal
 - Governance Professional
 - Chair of Audit Committee
 - Senior Independent Member
 - Student Member
 - Staff Member
 - TU Member
 - Long-standing member
 - Board survey to seek Members' views of governing processes
 - Board workshop to review conclusions and recommendations
- 3.4 The report resulted in a positive opinion stating this is 'an effective board with robust governance arrangements in place. The full report can be accessed [here](#).

4 Board Evaluation

- 4.1 As part of the evaluation process, terms of reference are reviewed by all committees and 1-1 meetings are carried out for all board members.
- 4.2 The terms of reference have been submitted to each committee for review and approval by the board of management.
- 4.3 One to one meetings took place with all board members, Chair and Governance Professional in May 2025 and the key action points are noted below. Actions will be added to the board development plan:
- Knowledge of external environment
 - AI training from BEST for board members
 - Finance for Non-Finance managers
 - Crisis leadership training
 - Board member expertise to assist Executive develop strategic partnerships/contacts/projects
 - Continue to develop confidence of new members and create space to build effective relationships between board members
 - Take up opportunities to attend more college events

5 Board Induction

- 5.1 An internal audit by RSMUK was conducted in March in respect of the Board Induction process. This resulted in Substantial assurance with no further actions.
- 5.2 4 new non-executive members attended the college board induction on Tuesday 1st October 2024 alongside the 2 student and trade union members. Presentations included strategy and challenges, finance overview, board governance, training, digital set-up and Risk management training took place.
- 5.3 All new members have completed their CDN induction, various CDN modules and college mandatory training.

6 Principal's Recruitment

- 6.1 A robust recruitment process for the position of Principal was conducted over 2 days in March 2025. Day 1 consisted of engagement sessions with staff, students and board members who had the opportunity to ask questions, assess candidates and gain key insights. Day 2 consisted of a structured interview. Candidates were asked to prepare a presentation in board paper style to allow further insight into their strategic thinking, vision and priorities.

6.2 The recruitment panel consisted of 3 board members, HR Professional and independent person and a successful appointment was made.

7 Board Strategy Day

7.1 The Board held its annual Strategy Day on Monday 12th May which was attended by 13 board members, Executive and Senior Leadership Team.

7.2 The day was facilitated by Paul Smart (ex Scottish Government college policy civil servant) and Ross Martin (ex Chair of Forth Valley College) with the focus on providing members with insights into regional economic trends, demographic shifts and the resulting strategic directions for the college in line with Mission 2030. The strategy day was intended to inform and engage attendees in shaping the college's future direction, grounded in local needs and national development.

7.3 The morning session consisted of key regional insights from:

- Alison chambers presented on school skills planning and demographic changes in the region.
- Greig Robson from Skills Development Scotland provided an overview of local skills needs.
- Phil McCreadie (SOSE) and James Davies (Borderlands Growth Deal) delivered insights on regional economic development and investment models.

7.4 The afternoon session examined the sectoral outlook and the College's strategic responses to the college's operating environment. The session consisted of:

- Internal strategy-focused presentations covering the college's broader strategic direction, financial forecast and commercial strategy.

8 Board Guests

- 👉 October 2024 - Martin Clemmit, Zurich provided Risk Management Training to board members and Executive
- 👉 December 2024 – Candy Munro, CDN presented her final External Effectiveness Review Report
- 👉 December 2024 - Karen Gray, SFC TQEF Assistant Director Learning and Quality presented on the new Scottish Tertiary Quality Framework
- 👉 March 2025 - James Miller and Marcus Ross from UWS in attendance
- 👉 June 2025 - Jamie Farquhar, Stranraer Academy Head Teacher – Presentation – Stranraer Academy, Partnership and Future Opportunities.

9 Attendance at Meetings

9.1 Throughout 2024-25 the Board of Management meetings were held face to face, with the option of attending virtually via Teams.

9.2 All Committees were conducted virtually through Teams and will continue to do so.

- The Chair of the Board and Principal attended committees to which they have a right of attendance, in addition to their membership.
- All meetings were supported by members of the Executive Leadership Team and Directors.
- Additional meetings were held for BDC, Board of Management and Remuneration considering the resignation of the Principal.

At the time of writing this paper, the following meetings are yet to take place therefore the figures in yellow will be updated accordingly.

Meeting	Scheduled	Attendance	Quorum
Board of Management	4 meetings / 1 Extraordinary	73%	All quorate
Audit Committee	4 meetings	92%	All quorate
FGP Committee	4 meetings	74%	All quorate
HR Sub Committee	4 meetings	54%	<ul style="list-style-type: none"> • 1 not quorate but papers included in FGP • 1 meeting cancelled due to low numbers
LT Committee	4 meetings	79%	1 not quorate
Remuneration Committee	2 meetings / 1 extraordinary	71%	All quorate
Board Development Committee	2 meetings / 1 Extraordinary	53%	All quorate

10 Individual Attendance 24-25

Chair of Committee

Name	Board	Audit	FGP	HR SUB	L&T	Rem	BDC
C Stuart (Chair)	5/5		5/5		3/3	3/3	3/3

S Irving	3/5	2/4		2/3		3/3	1/3
J Campbell	4/4		3/3				
D Dickson							
A Hill	3/5	1/4		3/4	2/4	1/3	
R Nash	2/3 1 as attendee		3/3			2/3	0/2
W Dowson	2/3 1 as attendee	4/4				2/3	
G Brydson	3/5	1/4			3/4		0/1
C McLean	2/4		0/4	2/3		1/3	0/2
S Hodgson	4/5				3/4	2/3	2/3
J Ross	4/5	4/4	0/1			3/3	
S McLellan	4/5		1/1	2/3	4/4		2/3
K Glendye	3/5		3/4	2/3	1/1		
H Gibson	5/5				4/4		1/3
S Saunders	1/5				1/4		
David Burns	2/4		2/3				
Pete Woods	3/4				4/4		
George Clark	5/5		3/3	3/3			
Inga McVicar	3/5		3/3		2/3, 1 as attendee		
Alastair Irons	3/5	1/3			2/3		
Kirsty Duncan	3/5	2/3			2/3, 1 as attendee		

10.1 Points to note for academic year 2024-25:

- L&T had no quorum for 1 meeting. This was due to new board members requiring ratification at the board meeting in October. L&T currently have 11 members compiling of 7 non-executive members and 4 executive members.
- HR Sub-committee – the September meeting was cancelled; however, papers were incorporated within FGP meeting. The committee is made up of 3 non-executive members and 2 executive members. The position of chair is vacant at present.
- Audit Committee – all 3 meetings have been quorate. Currently, the committee has 6 non-executive members.
- FGP had no quorum for 1 meeting, again, this was due to new members requiring ratification at the board. The Committee currently has 6 members, 3 of which are non-executive members (the Chair of the Board can be classed as non-exec) and 3 executive members which will rise to 4 on the recruitment of a new support Trade Union member.

- Remuneration – an extra meeting was scheduled in January 2025 to discuss interim arrangements for the Principal. Both committees were quorate. Currently, the committee has 5 non-executive members rising to 6 with the addition of the Chair of FGP.
- Board Development Committee – an extra meeting was scheduled in January 2025 to discuss the recruitment process of the Principal. Currently the Committee has 5 non-executive members rising to 6 with the addition of the Chair of FGP, and 1 executive member.

11 Membership Update

- Sue Irving’s appointment as Vice Chair has been extended to March 2028.
- A call for self-nomination for the position of SIM has been distributed to non-executive board members and responses are awaited. The closing date is Wednesday 28th May.
- We currently have a vacancy for the support staff Trade Union member to the board.
- Caroline Stuart has been appointed as Digital Champion for the board.
- On the resignation of Claire McLean, there is a vacancy for the role of EDI Champion for the Board.
- George Clark has taken up the role as H&S Champion for the board and attended the college H&S meetings.

12 Succession Planning

12.1 Currently there are 16 members on the Board, 9 of which are non-executive members, therefore there is the potential to recruit a further 3 additional members.

12.2 The Committee has agreed to a further recruitment drive (tbc)

12.3 As part of the recruitment process the Board Development Committee considered the skills and expertise required to complement existing board member skills and the following key areas have been identified as desirable:

➤ Finance / Local Business / Commercial

12.4 A refresh of committee membership has been carried out by the Board Development Committee to ensure adequate numbers and expertise are attributed to the right Committees and an update presented to the Board on 14th June 2024.

13 Committee Vice Chairs

BDC have agreed that Committee Chairs will select a Vice Chair for their Committee to provide cover when required and would aid board member development in Chairing and succession planning. Due to the impending appointments of new non-executive members and committee restructure this will be reviewed.

- 👉 FGP –
- 👉 HR Sub –
- 👉 Audit –
- 👉 L&T –
- 👉 Rem Com
- 👉 BDC – Sue Irving

14 Gender Balance Of Non-Executives of the Board

14.1 Equal opportunities

14.2 The Board Appointments Ministerial Guidance 2014 states: Section 26A of the 2005 Act provides that, among other things, when a regional college board makes appointments to its board, it must do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities' requirements.

14.3 Under its public sector equality duties, a regional college board is required to assess and review the equality impact of policies and practices on board appointments. This might involve identifying relevant evidence such as the population represented by the college or its potential catchment, the composition of the board, any gaps in representation and appropriate steps to address any gaps

14.4 The current status is undernoted:

2023-24		2024-25	
(10 non-execs)		(9 non-execs)	
5 male = 50%	5 female = 50%	3 male = 33%	6 female = 67%

15 Board Training Aug 24 - Jul 25

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

- 👉 CDN Induction
- 👉 CDN Audit Training
- 👉 CDN Remuneration

- College Mandatory Data Protection
- College Mandatory EDI
- College Mandatory Safeguarding
- DGC Cyber Resilience
- DGC Sexual Harassment
- Risk Management, Zurich
- Finance Model with Chair of FGP
- CDN Advanced Financial Decision-making
- CDN Financial management for Board members
- CDN training for EIS members.