



# **BOARD OF MANAGEMENT**

## **ARTICLES OF GOVERNANCE AND GOVERNANCE MANUAL**

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## 1. INTRODUCTION

- 1.1 The main functions (including powers and duties) of Dundee and Angus 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”) and within the Post-16 Education (Scotland) Act 2013 (“the 2013 Act”).
- 1.2 In meeting these functions, the Board of Management of Dundee and Angus College (the “Board”) has the following primary responsibilities:
  - To ensure that Dundee and Angus College (the “College”) provides the best possible education and learning environment for its students.
  - To approve the strategic vision and values of the College, including institutional and longer-term academic and business plans, and key performance indicators, and ensure that the College meets the interests of all stakeholders, including students, staff, local and national communities, employers, and funding bodies.
  - To safeguard the good name and values of the College.
  - To promote further and higher education in the region and, in particular, to support and promote Dundee and Angus College.
  - To safeguard the assets of the College.
- 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 Statutory 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

## 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.
- 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 statutory constitution appropriate to the College 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.

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- 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 CONSTITUTION AND STANDING ORDERS

### Executive Summary

- 3.1 This Manual set out the Board's policy and practice on those issues which it has powers to determine. It also address the arrangements for the reporting of members' interests and the constitution and duties of the Board.

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- 3.2 The consolidated version of the 1992 Act outlines in detail the Constitution and responsibilities of the Board of Management under the following legislation. In the event of any conflict arising between this Manual and articles the legislation, the terms of the legislation shall prevail;
- The Further and Higher Education (Scotland) Act 1992.
  - The Further and Higher Education (Scotland) Act 2005;
  - The Post-16 Education (Scotland) Act 2013;
  - The Ethical Standards in Public Life etc (Scotland) Act 2000;
  - The Scheme of Delegation; and
  - The Board of Management Code of Conduct.
- 3.3 The Board of Management of Dundee and Angus 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 SC021188.
- 3.4 In the event of any dispute as to the interpretation of any part of the Constitution and Standing Orders the ruling of the Chair shall be sought. Where necessary reference will be made to statutory provisions.

## Summary of Purpose and Powers

- 3.5 The Board of Management shall have the duty to manage and conduct the business of the College in accordance with the terms of the Statement of Primary Responsibilities; and ensure that the College provides suitable and efficient further and higher education to students and other users of the College.
- 3.6 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 their performance.
- 3.7 The Board shall delegate to the Principal, as Chief Executive, authority for the academic, quality assurance, enhancement of learning and teaching, 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.
- 3.8 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 18 of the 1992 Act and with Scottish Funding Council consent, to dispose of property;

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- 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 set by the Scottish Government 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.
- 3.9 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 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; and
  - approval of the College's Strategic Plan/Regional Outcome Agreement.
- 3.10 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 Funding Council.
- 3.11 The Board shall not without the necessary consent of the Scottish Funding Council:
- 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.
- 3.12 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.
- 3.13 The Board has a duty to keep proper accounts, which shall be prepared and audited as required by the Scottish Funding Council.
- 3.14 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.

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## Appointment of Chair, Vice Chair, and Senior Independent Member

- 3.15 The Chair of the College is appointed as a public appointment under the terms of the relevant arrangements in place through the Scottish Government.
- 3.16 The Board shall appoint, as Vice-Chair, one of its members, not being a person who is:
- a student at the College;
  - the Principal or Acting Principal of the College or any elected staff member of the Board.
- 3.17 The period of appointment of the Vice Chair shall be four years from their date of appointment or as otherwise determined by the Board from time to time.
- 3.18 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.
- 3.19 The Vice Chair may at any time by notice in writing to the Secretary to the Board, resign their office as Vice Chair, and/or from the Board itself.
- 3.20 The Board shall appoint, "Senior Independent Member" as detailed within the Code of Good Governance for Scotland's Colleges, one of its members, not being a person who is:
- a student at the College;
  - the Principal or Acting Principal of the College or any elected staff member of the Board.
- 3.21 The period of appointment of the Senior Independent Member shall be four years from their date of appointment or as otherwise determined by the Board from time to time.
- 3.22 At the first meeting following the expiry of their term of office, or following their resignation, the Board shall appoint a new Vice Chair or Senior Independent Member, from amongst their number for a period of four years or as otherwise determined by the Board from time to time. The Vice Chair or Senior Independent Member retiring at the end of their respective term of office is eligible for re-election subject to the terms of the Tenure of Office.
- 3.23 When the Vice Chair or Senior Independent Member ceases to be a member of the Board, she or he shall cease to be the Vice Chair.

## Board Membership

- 3.24 The Board shall consist of not less than 15 or more than 18 persons. The Board shall comprise:
- the Regional Chair appointed to that role by the Scottish Government;
  - the person for the time being who is the Principal or Acting Principal of the College;
  - a person being elected by the teaching staff from among their own number;
  - a person being elected by the support staff, from among their own number;
  - two persons being appointed by being nominated by the Students' Association of the College from among students of the College;

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- up to 12 other persons who have experience in industrial, commercial or employment matters, or the practice of a profession, or who have interests relevant to the activity of the College. (These members will be known as “other members”.)
- 3.25 Arrangements for any elections to the Board shall be delegated to the Secretary to the Board.
- 3.26 Board Members (except the Principal) may resign at any time, by giving notice in writing to the Secretary.
- 3.27 Board Members who are staff or student members of the Board (including the Principal) cease to be Board Members if they cease to be staff or students of the College.
- 3.28 Upon the vacancy, or expected vacancy, amongst the Board Members (not staff or student representatives) it is for the Board to discuss the skills mix and the balance of representation which reflects the community it serves and to appoint a person to fill the vacancy. All Board vacancies for membership of the Board of Management shall be externally advertised and recruited in line with the appropriate ministerial guidance.
- 3.29 A person nominated to fill a vacancy may attend Board meetings prior to the resignation of the Board Member who he or she is replacing, and may speak at meetings, but not take part in any vote on a Board item.
- 3.30 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

- 3.31 A member of the Board (other than the Principal or Student Association nomination) shall hold office for a period of up to 4 years in the first instance.
- 3.32 Board Members must be over the age of 16 at the time of their appointment.
- 3.33 Board Members may have their period of office extended on one occasion, subject to Board, Chair and Scottish Government approval. Thereafter a Board member must reapply for Board membership at the end of their period of tenure. Where an extension of appointment is considered this will happen only once and for a period of up to 4 years.
- 3.34 Board Members may, by majority approved resolution at a special meeting of the Board, be removed from the Board where:
- they have been absent without reasonable excuse from the Board for a period of more than 6 months;



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- they have, in the opinion of the Board, failed to exercise their duties and responsibilities as a Board member in a reasonable or competent manner; or
- they have, in the opinion of the Board, displayed behaviour to fellow Board members, officers of the College, or others, that are deemed to be below the standards required of a member of the Board as outlined within the Code of Conduct.

Any Board member being considered for removal will have the right to present information to the special meeting of the Board in defence of their absence, behaviour or other actions.

Where removal of the Chair of the Board is considered, the matters under consideration will be referred to the Scottish Government to determine the appropriate outcome.

None of the above arrangements affect the ability of any matters relating to standards of governance to be referred to or considered by the Ethical Standards Commissioner.

- 3.35 Board Member may not act as such unless and until he or she is eligible for appointment as a Board Member in terms of Schedule 2 to the 1992 Act.
- 3.36 Individuals who are disqualified from being a charity trustee under Section 69 of the Charities Act; or have failed to pass an Enhanced Disclosure Scotland check under the Protection of Children (Scotland) Act 2003 are ineligible to be a Board Member.
- 3.37 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.

## Meetings

- 3.38 Meetings of the Board shall be quorate if 6 or more members are present of whom at least one half are appointed as “*other members*”
- 3.39 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.
- 3.40 The ruling of the Chair on all matters within their jurisdiction as Chair is final.
- 3.41 In the case of an equality of votes at any meeting of the Board, or Committee, the Chair or, in their absence, the Vice Chair shall have a second or casting vote.

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- 3.42 The Board shall meet at least four times per year and will hold such other meetings as the Chair deems necessary.
- 3.43 Notification to Board Members of the time and place of the meeting and a copy of the agenda will be sent to Board Members at least 5 days in advance of the meeting, or if the meeting is convened at a shorter time, then at the time it is convened.
- 3.44 The order of business will be determined at the start of the meeting and will generally follow the format contained in the agenda accompanying the notice calling the meeting. Matters to be raised under Any Other Business should be notified to the Chair or the Secretary to the Board prior to the meeting. Any such matters may, subject to the approval of the Chair or the Vice Chair, be considered by the Board.
- 3.45 A Special Meeting of the Board may be called at any time by the Chair or by a request in writing of any six or more Board Members. If there are matters requiring urgent attention, the period of written notice convening a meeting may be less than 5 days.
- 3.46 If any Board Member disregards the authority of the Chair or displays obstructive or offensive conduct, that Board Member may be suspended for the remainder of the meeting.
- 3.47 At each Board meeting the minutes of the previous meeting shall be submitted for approval. After the minutes have been approved as a correct record of the meeting to which they relate, subject to or without amendment, the Chair shall sign them.
- 3.48 If a quorum is not present, the meeting will proceed with any decisions taken, ratified at the next quorate Board Meeting.
- 3.49 Subject at all times to the terms of the statutory Constitution and these Standing Orders, the Board shall regulate its proceedings as it thinks fit. The Chair may from time to time, adopt, amend and/or replace any procedures of the Board in respect of the regulation of proceedings.
- 3.50 Voting shall be by a show of hands or by voice, unless one half of the members present, and entitled to vote at the meeting, signify their objection. The Board will then decide whether the vote should be taken by ballot or by calling the roll or noting the dissensions in the minutes. Any member of the Board who disagrees with a decision upon which the Board or Committee has voted may have her or his dissent recorded in the minute.
- 3.51 Staff and student Board members are full Board members and bring essential and unique, skills, knowledge, and experience to the board. Staff and student board members must not be excluded from Board business unless there is a clear conflict of interest, in common with all Board members.
- 3.52 Meetings of the Board are not normally open to the public. At any meeting of the Board at which the College's Annual Report is presented, the Chair, with the consent of a majority of the Board Members, may admit members of the public for that item. Any question whether any person who is not a member of the Board or the Secretary to the Board should be allowed to attend a meeting of the Board or a Committee of the Board shall be determined by the Board or the Committee in accordance with paragraph 3.49.

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## Proceedings and Publication of Board Papers

- 3.53 Meetings shall be minuted by the Secretary to the Board or nominated deputy.
- 3.54 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.
- 3.55 The Board shall publish on the College website copies of the documents noted below. Meeting agendas will normally be published in advance of meetings and final draft minutes and meeting papers within a week of the meeting taking place.
- the agenda for any meeting of the Board or any Board Committee;
  - the draft minutes of any such meeting as approved by the Chair of the meeting;
  - 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.
- 3.56 There may be excluded from any item required to be made available under paragraph 3.55 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);

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- any action taken or to be taken in connection with the prevention, investigation, or prosecution of crime; and
- the identity of a protected informant.

## Committees

- 3.57 The Board shall appoint such Committees, as it considers necessary.
- 3.58 The Chair of the Board and the Principal may attend any meetings of any Committee (other than the Audit Committee, which they may only attend by invitation) but may not vote unless they are members of the Committee.
- 3.59 Committees may include persons who are not Board Members, but such persons will not be entitled to vote at meetings of the Committee.
- 3.60 The Standing Orders of the Board shall also be the Standing Orders of its Committees.
- 3.61 The Board, unless resolved otherwise, will establish, as a minimum, the following Committees:
- Audit and Risk Committee
  - Finance and Property Committee
  - Human Resources and Development Committee
  - Learning, Teaching and Quality Committee
  - Chairs' Committee (acting also as Nominations Committee and Remuneration Committee)
- 3.62 A Chair will be appointed by seeking a volunteer from amongst the other members of the Board. Where more than one volunteer is identified the chair position will be determined by a vote of all Board members. All Chair positions will be confirmed by the approval of the full Board.
- 3.63 Committees, in consultation with the Board, shall determine the frequency and dates of their meetings. Committees shall determine or advise the Board on any matters which the Board remits to them.
- 3.64 Minutes of meetings of Committees of the Board shall be presented to the next available meeting of the Board. This sub-paragraph shall not apply to any document or part thereof which relates to matters covered by 3.54 above. Where appropriate, however, a separate confidential report on any such items may be submitted to the Board.
- 3.65 Terms of reference for the committees are appended as appendices to this manual, and detail:
- Membership
  - Other Persons Who May Attend
  - Quorum
  - Remit
  - Frequency of Meetings

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## Board Members' Interests

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

3.67 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.

3.68 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 for inspection at all reasonable times at the principal office of the College or as otherwise required by the Standards Commission for Scotland.

3.69 It is the responsibility of members of the Board to declare all relevant information and to promptly notify any changes.

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

## Confidentiality of Information

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

3.72 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.

3.73 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;

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- 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 Standing Orders**

- 3.74 Any one or more provisions of 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.
- 3.75 No alteration of the Manual, Articles and 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.
- 3.76 The Board shall, at least once every five years, review the terms of the Manual, Articles and Standing Orders in order to determine whether any amendments and/ or additions should be made thereto.

## **4 SCHEME OF DELEGATION**

### **Introduction**

- 4.1 This scheme of delegation specifies the functions which are delegated by the Board of Management (the "Board").
- 4.2 The Board has a duty to manage and conduct the business of the College, and to ensure that the College provides coherent provision of a high quality of fundable further education and fundable higher education in the locality of the regional college.
- 4.3 All delegations must be exercised in accordance with regard to any lawful direction and/or guidance subsequently issued by the Scottish Ministers or the Scottish Funding Council ("SFC") or any successor body which takes over the whole or any part of the functions of the SFC from time to time.
- 4.4 The delegations are dealt with in four sections:
- Delegation to the Chair of the Board of Management
  - Delegation to Committees of the Board of Management
  - Delegations to the Principal and Chief Executive (the "Principal")
  - Delegations to the Secretary to the Board

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## Compliance

4.5 The Board may from time amend, replace and/or supplement the terms of this Scheme of Delegation. Nothing in this Scheme of Delegation shall require the Board to delegate the performance of any of its functions and the Board may at any time and from time to time carry out any function that has been delegated in accordance with this Scheme of Delegation or withdraw, amend and/or replace any delegation made by the Board pursuant hereto.

## Review

4.6 The Scheme of Delegation will be reviewed at least every three years, or earlier should it be considered necessary by the Board of Management, or to bring the Scheme of Delegation into line with Memoranda or guidance which may be issued from time to time by the Scottish Ministers and/or SFC.

## Authority Reserved to the Board of Management

4.7 The following are reserved to the Board of Management and are excluded from this scheme of delegation:

- determining the objectives of the Board of Management;
- borrowing money (where permitted) and, in connection with such borrowing, granting securities or giving guarantees or indemnities. Any such borrowing, granting securities or indemnities must comply with guidance and requirements as determined by Scottish ministers or the SFC;
- the final approval of the annual budget;
- the final approval of the College Strategic Plan/Regional Outcome Agreement;
- approval of the year end Annual Accounts and Financial Statements;
- approval of Annual Quality Reports (where necessary);
- approval of material changes to staff pay levels outwith the scope of national bargaining and to the extent that any such changes fall outside the terms of the approved annual budget of the College or any delegation to the Joint Negotiating Committee or otherwise in terms of this Scheme of Delegation;
- the final consideration of the Annual Report to the Board of Management from the Chair of the Audit Committee;
- the acquisition and disposal of heritable property, whether by way of sale, transfer, assignation, lease, licence or otherwise or the granting of any standard securities, charges, or any other rights in respect of any heritable property which relate to the College's title thereto;

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- the appointment and re-appointment of Board Members (including the appointment of co-opted members) and the appointment of members and co-opted members to standing committees;
- the removal from office of Board Members;
- The recruitment/selection and consideration of disciplinary/grievance action in respect of the Principal.

Specific arrangements in respect of these activities will fall within the delegated remit of the Chairs' Committee, with any final appointment or dismissal decision taken only after reference to the full Board;

- the approval of any Voluntary Severance/Early Retirement scheme and enhanced pension arrangements;
- delegation of functions of the Board of Management;
- the making, amendment and revocation of the Board Manual and Articles including the standing orders of the Board of Management (including, but not limited to, the code of conduct, Committee terms of reference and this Scheme of Delegation);
- entering into of any material contracts or any contract or transaction which is not in the ordinary and proper course of the business of the College and on arm's length terms;
- commencing any legal or arbitration proceedings where significant costs may be involved;
- establishing committees and determining the terms of reference thereof; and
- forming or promoting or joining with any other person in forming or promoting companies.
- decision making in respect of capital works or purchases that are in excess of agreed delegated limits within the approved financial strategy and financial procedures of the College.

## Delegation to the Chair of the Board of Management

- 4.8 The Chair of the Board of Management is authorised to nominate, after a period of four weeks continuous absence of the Principal or such shorter period of time as the Chair may determine, a person to assume the role of Acting Principal in the Principal's absence. The Chair shall, at the earliest opportunity, advise the Board of Management and the SFC of the appointment of the Acting Principal and the terms of such appointment shall be subject to approval or amendment by the Board of Management.



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4.9 In the event of continuous absence of eight weeks (including the four week absence referred to above) of the Principal (except in the case of serious illness when the period of continuous absence will be 4 weeks), the entire Board shall (in a special meeting called for this purpose) be required to invest the delegations ascribed to the Principal in this document to other member(s) of the Senior Management as the Board considers appropriate until such time as the Principal is capable of discharging fully their functions as Principal/Chief Executive/Accounting Officer and academic leader of the College.

- to deal with urgent items of business after consultation with the chair of the relevant Committee;
- to authorise expense claims on behalf of the Principal where such claims arise out of expenditure incurred in the performance of the Principal's normal duties, ensuring in doing so that such authorisations comply with the current Financial Regulations or any other policies adopted by the Board from time to time; and
- to sign the College's Annual Accounts, Financial Statements, and other required documentation prior to its submission to the SFC and after it has been approved by the Board.

## Delegation to Committees of the Board of Management

4.10 Each Committee of the Board is delegated all functions relative to:

- the respective terms of reference of those Committees as detailed in the Standing Orders of the Board; and
- any Minutes of the Board making a special delegation to a Committee.

4.11 Each Committee may exercise and perform on behalf of and in the name of the Board all of the authority, powers, and duties of the Board in relation to the functions so delegated.

4.12 The Chair of each Committee is authorised to act on behalf of the Board between cycles so far as such acts relate to matters within the remit of the Committee of which he or she is Chair.

## Delegation to the Principal

4.13 The Principal, as Chief Executive of the College, is responsible for the operational management of the College (including responsibility for the curriculum, quality and teaching and learning) subject to strategic and policy direction by the Board of Management and the terms of any specific reservations to the Board.

4.14 The Principal is authorised and empowered, subject to the express reservations to the Board set out in this Scheme of Delegation, to manage the College and to

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- direct its operations and facilitate the management of the College within the framework determined by the Strategic Plan/Regional Outcome Agreement, the approved budget and any other policies determined from time to time by the Board;
- determine the appropriate organisational structure;
- to take such measures as may be required in emergencies subject to advising the Chair of the Board, where possible, and subsequently reporting to the appropriate Committee or to the Board as soon as possible thereafter any items for which approval of the Committee or Board would normally be necessary; and
- consistent with this Scheme of Delegation, to delegate such powers, responsibilities, and authority to such members of staff as the Principal may from time to time determine.

4.15 Without limitation to the generality of the delegated powers of the Principal, the Principal is authorised and empowered as follows:

- to consult and negotiate with representatives of recognised trades unions and professional associations on behalf of the Board;
- to provide financial or other assistance to the Students' Association of the College within the terms of any scheme of establishment or policy of the Board;
- to apply to the appropriate authority for any necessary statutory consents;
- where it is competent and in the interests of the College to do so, to lodge with the appropriate authority, objections to the grant of any permission, licence, warrant etc; and
- to accept gifts of money, other property, and services on behalf of the College and (in accordance with the College's policy on the receipt of gifts) and: determine their application; or set up a trust to hold or administer them for the purpose for which they have been established.

## **Delegation to the Secretary to the Board**

4.16 The delegations to the Secretary to the Board are always subject to the statutory Constitution and the Standing Orders of the Board and of all policies of the Board from time to time in force.

4.17 The Secretary to the Board is authorised:

- to keep proper records and Minutes of the Board's and Committees' proceedings and to prepare agendas, draft minutes and agreed minutes of all meetings of the Board or any Committee;

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- to make available for inspection at the principal office of the College copies of the Agenda, draft Minutes and agreed Minutes of any meeting of the Board or any Committee and also of any report or other document (other to those marked confidential) considered by such a meeting;
- to maintain the Register of Interests of the members of the Board and members of the senior management team;
- to arrange for any elections to the Board from teaching and non-teaching staff at the College;
- to receive resignations from the Board and to inform the Board of vacancies and impending vacancies; and to act on behalf of the Board, when authorised, as their representative and to enter into correspondence in any matter as directed by the Board; and
- to advise the Chair and Members on governance arrangements, as required.

## 5 BOARD OF MANAGEMENT CODE OF CONDUCT

### Introduction to the Code of Conduct

- 5.1 The Scottish 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 for the public body. You, as a member of the Board of Management of Dundee and Angus College, must meet those expectations by ensuring that your conduct is above reproach.
- 5.2 The Ethical Standards in Public Life etc (Scotland) Act 2000 provides for new Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland to oversee the new framework and deal with alleged breaches of the codes.
- 5.3 The Act requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. The Model Code for members was first introduced in 2002 and has now been revised in December 2013 following consultation and the approval of the Scottish Parliament. These revisions will make it consistent with the relevant parts of the Code of Conduct for Councillors, which was revised in 2010 following the approval of the Scottish Parliament.
- 5.4 As a member of the Board of Management, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct.

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## Appointments to the Boards of Public Bodies

- 5.5 Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government's equality outcome on public appointments is to ensure that all appointments are more diverse than at present. In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge, and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a board's appointments process should encourage as many suitable people as possible to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the public body on which you serve and of wider diversity and equality issues.
- 5.6 You should also familiarise yourself with how the Board of Management's policy operates in relation to succession planning, which should ensure the Board of Management has a strategy to make sure they have the staff in place with the skills, knowledge, and experience necessary to fulfil their role economically, efficiently, and effectively.

## Guidance on the Code of Conduct

- 5.7 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.
- 5.8 The Code has been developed in line with the key principles listed in **Sections 5.14 to 5.23** and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the public body. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.
- 5.9 You should familiarise yourself with the Scottish Government publication "On Board – A Guide for Board Members of Public Bodies in Scotland". This publication will provide you with information to help you in your role as a member of a public body in Scotland and can be viewed on the Scottish Government website.

## Enforcement

- 5.10 Part 2 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 sets out the provisions for dealing with alleged breaches of this Code of Conduct and the sanctions that shall be applied if the Standards Commission for Scotland finds that there has been a breach of this Code. Those sanctions are outlined in **Appendix A**.

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## **Bribery**

- 5.11 Members of the Board of Management are committed to the prevention of bribery and all forms of corruption. The Board of Management operates a zero tolerance approach to bribery committed by any person working at Dundee and Angus College, and any person who provides services for or on behalf of Dundee and Angus College. Any allegation of bribery by a Member of the Board of Management or employee will be investigated in accordance with Dundee and Angus College disciplinary procedures and may be reported to the authorities as appropriate.
- 5.12 The Board of Management has a hard won reputation for acting with integrity, transparency, and honesty. We are committed to the prevention of bribery because we recognise the importance of maintaining our reputation and the confidence of our students, the public and other partner organisations.
- 5.13 The Board of Management will not work with other organisations who we consider do not share our commitment to preventing bribery and corruption.

## **KEY PRINCIPLES OF THE CODE OF CONDUCT**

The general principles upon which this Code of Conduct are based are:

### **Duty**

- 5.14 You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the Board of Management of which you are a member and in accordance with the core functions and duties of that body.

### **Selflessness**

- 5.15 You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family, or friends.

### **Integrity**

- 5.16 You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties as a member of the Board of Management.

### **Objectivity**

- 5.17 You must make decisions solely on merit and in a way that is consistent with the functions of the Board of Management when carrying out public business including making appointments, awarding contracts, or recommending individuals for rewards and benefits.

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## **Accountability and Stewardship**

5.18 You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the Board of Management uses its resources prudently and in accordance with the law.

## **Openness**

5.19 You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

## **Honesty**

5.20 You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

## **Leadership**

5.21 You have a duty to promote and support these principles by leadership and example, to maintain and strengthen the public's trust and confidence in the integrity of the Board of Management and its members in conducting public business.

## **Respect**

5.22 You must respect fellow members of the Board of Management and employees of the Board of Management and the role they play, treating them with courtesy at all times.

5.23 You should apply the principles of this Code to your dealings with fellow members of the Board of Management and its employees and other stakeholders. Similarly, you should also observe the principles of this Code in dealings with the public when performing duties as a member of the Board of Management.

## **GENERAL CONDUCT**

The following rules apply:

### **Conduct at Meetings**

5.24 You must respect the chair, your colleagues, and employees of the Board of Management in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings.

### **Relationship with Board Members and Employees of the Board of Management**

5.25 You will treat your fellow Board Members and any staff employed by the Board of Management with courtesy and respect. It is expected that fellow board members and employees will show you the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behaviour in their organisation.

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The Board of Management should promote a safe, healthy, and fair working environment for all. As a Board member you should be familiar with the policies of the Board of Management in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

## Remuneration, Allowances and Expenses

- 5.26 You must comply with any rules of the Board of Management regarding remuneration, allowances, and expenses.

## Gifts and Hospitality

- 5.27 You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.
- 5.28 You must never ask for gifts or hospitality.
- 5.29 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your Board of Management. As a general guide, it is usually appropriate to refuse offers except:
- isolated gifts of a trivial character, the value of which must not exceed £50;
  - normal hospitality associated with your duties and which would reasonably be regarded as appropriate;
  - gifts received on behalf of the Board of Management.
- 5.30 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your Board may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your Board of Management then, as a general rule, you should ensure that your Board pays for the cost of the visit.
- 5.31 You must not accept repeated hospitality or repeated gifts from the same source.
- 5.32 Members of the Board of Management should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

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## Confidentiality Requirements

- 5.33 There may be times when you will be required to treat discussions, documents or other information relating to the work of the Board of Management in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps is not intended to be public. There are provisions in legislation on the categories of confidential and exempt information and you must always respect and comply with the requirement to keep such information private.
- 5.34 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain, or for political purposes or used in such a way as to bring the Board of Management into disrepute.

## Use of Board of Management Facilities

- 5.35 Members of the Board of Management must not misuse facilities, equipment, stationery, telephony, computer, information technology equipment and services, or use them for party political or campaigning activities. Use of such equipment and services, etc must be in accordance with the Board of Management's policy rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the Board of Management.

## Appointment to Partner Organisations

- 5.36 You may be appointed, or nominated by your Board of Management, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.
- 5.37 Members, who become directors of companies, as nominees of the Board of Management will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the Board of Management. It is your responsibility to take advice on your responsibilities to the Board of Management and to the company. This will include questions of declarations of interest.



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## 6 BOARD AND COMMITTEE TERMS OF REFERENCE

BOARD OF MANAGEMENT REMIT	
1.1	<p><b>Membership</b>      The membership of the Board will be constituted as required by the Post-16 Education (Scotland) Act 2013, the Further and Higher Education (Scotland) Act 1992 and as per the Standing Orders</p>
1.2	<p><b>Other Persons Who May Attend</b></p> <ul style="list-style-type: none"> <li>➤ Executive Team members</li> <li>➤ Secretary to the Board of Management</li> <li>➤ Internal / External Auditors</li> <li>➤ Others as invited by the Board of Management</li> </ul> <p>(None of the above persons are a member of the Board of Management nor shall these persons vote at any meeting of the Board of Management)</p>
1.3	<p><b>Quorum</b>              6 Members with at least 50% of those attending being “<i>other members</i>” as defined in 3.23 above</p>
1.4	<p><b>Remit</b></p> <p><b>General</b></p> <p>The Board shall observe the relevant legislation, Constitution and Standing Orders in all its business.</p> <p><b>Specific</b></p> <p>The Board has responsibility for overseeing the business of the College, determining its future direction, and fostering an environment in which the College 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. 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:</p> <ul style="list-style-type: none"> <li>• The College’s Strategic Plan/Regional Outcome Agreement (and any annual updates thereof)</li> <li>• The Annual Review Report on Quality Assurance and Enhancement of Learning and Teaching</li> <li>• The Annual Accounts (following consideration by the Finance &amp; Property Committee)</li> <li>• The Annual College Budget (following consideration by the Finance &amp; Property Committee)</li> <li>• The appointment/dismissal of the Principal and Chief Executive</li> <li>• To appointment and re-appointment of Board Members</li> </ul>
1.5	<p><b>Meetings/Reporting</b></p> <p>The Board of Management must meet a minimum of 4 times per year.</p>

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## COMMITTEE TERMS OF REFERENCE

<b>AUDIT AND RISK COMMITTEE REMIT</b>	
<b>1.1</b>	<p><b>Membership</b>      <b>4 Other Board of Management Members (including the Vice Chair) one of whom shall be appointed Committee Chair. Audit committee members should normally not also be members of the Finance and Property Committee</b></p>
<b>1.2</b>	<p><b>Other Persons Who May Attend by Invitation</b></p> <ul style="list-style-type: none"> <li>➤ Board Chair</li> <li>➤ Chair of the Finance Committee</li> <li>➤ Principal</li> <li>➤ Senior Leadership Team Members (as appropriate)</li> <li>➤ Secretary to the Board of Management</li> <li>➤ Internal/External Auditors</li> </ul> <p>(None of the above persons are a member of the Audit Committee nor shall these persons vote at any meeting of the Audit Committee)</p>
<b>1.3</b>	<p><b>Quorum</b>              2 Members</p>
<b>1.4</b>	<p><b>Remit</b></p> <p><b>General</b></p> <p>The Audit and Risk Committee shall make its recommendations to the Board of Management as appropriate. The Audit and Risk Committee shall observe the Standing Orders in all its business.</p> <p>The Audit and Risk Committee is established in accordance with the Financial Memorandum between the SFC and the Board of Management of Dundee and Angus College.</p> <p>The Audit and Risk Committee is an advisory body with no executive powers and will adopt and ensure compliance with the Scottish Funding Council (SFC) Financial Memorandum.</p> <p><b>Specific Duties</b></p> <p>The following provides a summary of the main duties of the Audit and Risk Committee</p> <p><b>Internal Control</b></p> <ul style="list-style-type: none"> <li>• reviewing and advising the Board of Management of the Internal Audit Services (IAS) and the external auditor’s assessment of the effectiveness of the College’s financial and other internal control systems, including controls specifically to prevent or detect fraud or other irregularities as well as those for securing economy, efficiency, and effectiveness; and</li> <li>• reviewing and advising the Board of Management on its compliance with corporate governance requirements and good practice guidance.</li> </ul>

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## Internal Audit

- advising the Board of Management on the selection fees payable, appointment, reappointment, or removal of the IAS provider where the service is contracted-out.
- advising the Board of Management on the terms of reference for the IAS;
- reviewing the scope, efficiency, and effectiveness of the work of internal audit, considering the adequacy of the resourcing of internal audit and advising the Board of Management on these matters;
- advising the Board of Management of the Audit and Risk Committee's approval of the basis for and the results of the internal audit needs assessment and the strategic and operational planning processes;
- reviewing the IAS's monitoring of management action on the implementation of agreed recommendations reports in internal audit assignment reports and internal audit annual reports;
- considering salient issues arising from internal audit assignment reports, progress reports, annual reports, and management's response thereto and informing the Board of Management thereof;
- informing the Board of Management of the Audit and Risk Committee's approval of the internal audit service's annual report;
- ensuring establishment of appropriate performance measures and indicators to monitor appropriate liaison and co-ordination between internal and external audit;
- ensuring good communication between the Committee and the Head of IAS; and
- responding appropriately to notification of fraud or other improprieties received from the Head of IAS or other persons.

## External Audit

- informing the Board of Management on the appointment, annual reappointment, or removal, of the external auditors and the scope of their work and fee arrangements in place;
- considering and approving the College's annual financial statements and the external auditor's report prior to submission to the Board of Management. If within its terms of reference, the Committee should consider the external audit opinion, the Statement of Member's Responsibilities and any relevant issue raised in the external auditor's management letter;
- reviewing the external auditor's annual Management Letter and monitoring management action on the implementation of the agreed recommendations contained therein;
- advising the Board of Management of salient issues arising from the external auditor's management letter and any other external audit reports and of management's response thereto;

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- reviewing the statement of corporate governance;
- establishing appropriate performance measures and indicators to monitor the effectiveness of the external audit provision;
- reviewing the external audit strategy and plan;
- holding discussions with external auditors and ensuring their attendance at Audit Committee and Board of Management meetings as required;
- considering the objectives and scope of any non-statutory audit work undertaken or to be undertaken, by the external auditor's firm and advising the Board of Management of any potential conflict of interest; and
- securing appropriate liaison and co-ordination between external and internal audit.

## Value for Money

- establishing and overseeing a review process for evaluating the effectiveness of the College's arrangements for securing the economical, efficient, and effective management of the College's resources and the promotion of best practice and protocols, and reporting to the Board of Management thereon;
- advising the Board of Management on potential topics for inclusion in a programme to undertake individual assignments considering the required expertise and experience; and
- advising the Board of Management of action that it may wish to consider in the light of national value for money studies in the further education sector.

## Advice to the Board of Management

- reviewing the College's compliance with financial memorandum and advising the Board of Management on this;
- producing an annual report for the Board of Management;
- advising the Board of Management of significant, relevant reports from the Council and Audit Scotland and, where appropriate, management's response thereto; and
- reviewing reported cases of impropriety to establish whether they have been appropriately handled.

## Risk Management

- reviewing the Risk Management Policy and the effectiveness of risk management systems, including the College's risk appetite.

## 1.5 Meetings / Reporting

The Audit and Risk Committee will normally meet 4 times per year. The Audit and Risk Committee will report to the Board of Management on a regular basis, and the Audit and Risk Chair will produce an Annual Report for submission to the Board following the end of the financial year.

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<b>FINANCE AND PROPERTY COMMITTEE REMIT</b>	
<b>1.1</b>	<p><b>Membership</b>                      4 Other Board of Management Members (one of whom will be appointed Committee Chair) Finance and Property Committee members should normally not also be members of the Audit Committee. Principal, up to 2 Staff Board of Management Members</p>
<b>1.2</b>	<p><b>Other Persons Who May Attend</b></p> <ul style="list-style-type: none"> <li>➤ Chair of the Audit and Risk Committee</li> <li>➤ Secretary to the Board of Management</li> <li>➤ Senior Leadership Team Members (as appropriate)</li> <li>➤ Head of Finance</li> <li>➤ Head of Estates</li> <li>➤ Head of ICT</li> </ul> <p>(None of the above persons are a member of the Finance and Property Committee nor shall these persons vote at any meeting of the Finance and Property Committee)</p>
<b>1.3</b>	<p><b>Quorum</b>                              4 Members (including at least 2 Other Members)</p>
<b>1.4</b>	<p><b>Remit</b></p> <p><b>General</b> The Committee shall make its recommendations to the Board of Management as appropriate. The Committee shall make its decisions and report these to the Board of Management. The Committee shall observe the Standing Orders in all its business.</p> <p><b>Specific Duties</b></p> <p>The Committee has overall responsibility (within the Financial Memorandum between the College and the Scottish Funding Council (SFC)) for the direction and oversight of the College's financial affairs. The Finance and Property Committee shall:</p> <ul style="list-style-type: none"> <li>• Monitor the financial control of the College and to keep the college Financial Regulations under review.</li> <li>• The Committee is authorised to review and approve the establishment of any arrangements to provide the College with banking facilities. This is subject to the authorisation limits set by SFC for the drawing down of loans.</li> <li>• Monitor actual expenditure and income against budget and report to the Board on any necessary action.</li> <li>• Monitor capital expenditure against agreed development plans.</li> <li>• Consider financial benchmarking information and monitor unit costs.</li> <li>• Advise the Board on financial strategy including treasury management</li> <li>• Review the effectiveness of financial management within the College.</li> <li>• Recommend to the Board the College's annual budget</li> <li>• Consider and report on the annual financial statements.</li> <li>• Approve all key decisions taken in relation to the College's finances.</li> <li>• Make recommendations to the Board regarding the level of tuition fees and other charges.</li> <li>• Approve fee waivers on behalf of the Board and approve the write-off of bad debts (in accordance with the limits set in the Scheme of Delegation).</li> <li>• Approve annually, all tuition fees (other than those fixed by statutory regulations).</li> <li>• Approve the appropriate scope and level of insurance cover and the costs thereof.</li> </ul>

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	<ul style="list-style-type: none"> <li>• Recommend to the Board limits, purposes, and sources of secured and unsecured borrowings (where permitted)</li> <li>• Receive the Annual Accounts</li> <li>• Make recommendations to the Board on the application and use of any donations, legacies, annuities, subscriptions, and other donations which may be accepted by the Board</li> <li>• Agree items of expenditure and contracts within the parameters set out in the Financial Regulations</li> <li>• Agree banking arrangements</li> <li>• Make recommendations on parameters for annual salaries and conditions of service bargaining</li> </ul> <p>In addition, the Committee has responsibility for the College’s existing buildings and estates, including, but not limited to:</p> <ul style="list-style-type: none"> <li>• Consideration of the estates/property strategy (including capital proposals) making recommendations to the Board as appropriate</li> <li>• ensuring compliance with statutory and regulatory requirements;</li> <li>• ensuring that the College’s existing buildings and estates are fit for purpose;</li> <li>• ensuring that the College’s existing buildings and estates are maintained to an appropriate standard;</li> <li>• ensuring that the College’s existing buildings and estates are reasonably accessible and comply with the terms of the Disability Discrimination Act 1995; and</li> <li>• providing a healthy and safe environment for the College’s staff, students, and visitors.</li> </ul>
<p><b>1.5</b></p>	<p><b>Meetings</b></p> <p>The Finance and Property Committee will normally meet 4 times per year.</p>

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<b>HUMAN RESOURCES &amp; DEVELOPMENT COMMITTEE REMIT</b>	
<b>1.1</b>	<p><b>Membership</b> 4 Other Board of Management Members (one of whom will be appointed Committee Chair), Principal, up to 2 Staff Board of Management Members</p>
<b>1.2</b>	<p><b>Other Persons Who May Attend</b></p> <ul style="list-style-type: none"> <li>➤ Secretary to the Board of Management</li> <li>➤ Senior Leadership Team Members (as appropriate)</li> <li>➤ Head of People &amp; Organisational Development</li> <li>➤ Head of Estates</li> <li>➤ Human Resources Manager</li> </ul> <p>(None of the above persons are a member of the Committee nor shall these persons vote at any meeting of the Human Resource and Development Committee)</p>
<b>1.3</b>	<p><b>Quorum</b> 4 Members (including at least 2 Other Members)</p>
<b>1.4</b>	<p><b>Remit</b></p> <p><b>General</b> The Committee shall make its recommendations to the Board of Management as appropriate. The Committee shall observe the Standing Orders in all its business.</p> <p><b>Specific Duties</b> The Committee has overall responsibility for the direction and oversight of all HR matters relating to the function of the Board of Management as employer of the College's staff.</p> <p>The Committee shall oversee the development and auditing of all human resource strategies and work streams and this shall include:</p> <ul style="list-style-type: none"> <li>• To advise, oversee and report to the Board of Management on the implementation of the Human Resource Strategy in relation to the Strategic and Operational Development Plans</li> <li>• To receive and enact, on behalf of the Board of Management, all Human Resource legislative issues and to approve related College Human Resource policies and procedures</li> <li>• To establish and maintain, in conjunction with the Assistant Principal (OD &amp; HR), a "reporting cycle" whereby identified reports are submitted to the Committee (with supporting papers and statistical evidence) to enable comparison year-on-year and to determine trends</li> <li>• To oversee organisational and staff development on behalf of the Board of Management.</li> <li>• To monitor, on behalf of the Board of Management, the College Health and Safety Policy and to receive regular reports and statistical analyses on Health and Safety issues.</li> <li>• Make recommendations on parameters for annual salaries and conditions of service bargaining</li> </ul> <p><i>If, in the opinion of either the Chair or the staff member(s), a conflict of interest would be likely to prejudice any matter discussed by the Committee, the staff member(s) would withdraw from the meeting whilst the relevant matter was being discussed.</i></p>
<b>1.5</b>	<p><b>Meetings</b></p> <p>The Human Resources &amp; Development Committee will normally meet 4 times per year.</p>

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<b>LEARNING, TEACHING AND QUALITY COMMITTEE REMIT</b>	
<b>1.1</b>	<p><b>Membership</b> 4 Other Board of Management Members (one of whom will be appointed Committee Chair), Principal, Student Board of Management Members, 2 Staff Board of Management Members</p>
<b>1.2</b>	<p><b>Other Persons Who May Attend</b></p> <ul style="list-style-type: none"> <li>➤ Secretary to the Board of Management</li> <li>➤ Senior Leadership Team Members (as appropriate)</li> <li>➤ Directors of Curriculum</li> </ul> <p>(None of the above persons are a member of the Committee nor shall these persons vote at any meeting of the Learning, Teaching and Quality Committee)</p>
<b>1.3</b>	<p><b>Quorum</b> 4 Members (including at least 2 Other Members)</p>
<b>1.4</b>	<p><b>Remit</b></p> <p><b>General</b></p> <p>The Committee has overall responsibility for monitoring the direction and performance of learning and teaching, and the quality of the learners' experience, at the College.</p> <p><b>Specific Duties</b></p> <ul style="list-style-type: none"> <li>• To advise the Board of Management on matters relating to students in general, including Equality issues</li> <li>• To ensure that the Board's legal responsibilities with regard to the Students' Association, as outlined in statute are addressed and complied with.</li> <li>• To oversee the relationship with the Students' Association and to act as a communication link between the Association and the Board, in order to promote the student voice.</li> <li>• To support the Student Association's Operational Plan, and monitor the use of resources therein.</li> <li>• To oversee student engagement activities.</li> <li>• To oversee arrangements for student welfare, guidance, and support.</li> <li>• To maintain an overview of the curriculum and the educational direction of the College</li> <li>• To monitor quality assurance and enhancement including Key Performance Indicators and actions arising therefrom</li> <li>• To recommend the approval of an annual statement to the Board, to meet Scottish Funding Council (SFC) requirements.</li> <li>• To approve and oversee the effectiveness of the Learning and Teaching Strategy</li> </ul>
<b>1.5</b>	<p><b>Meetings</b> - The Learning, Teaching and Quality Committee will normally meet 4 times per year.</p>



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CHAIRS' COMMITTEE REMIT	
1.1	<p><b>Membership</b> Chair of Board of Management, Vice-Chair of Board of Management, Chairs of Board of Management Committees, Principal</p> <p>The Chairs' Committee will be chaired by the Chair of the Board of Management <b>except</b> where it sits as Remuneration Committee where an alternative chair will be agreed.</p>
1.2	<p><b>Other Persons Who May Attend</b></p> <ul style="list-style-type: none"> <li>➤ Executive Team members</li> <li>➤ Secretary to the Board of Management</li> </ul> <p>(None of the above persons are a member of the Chairs' Committee nor shall these persons vote at any meeting of the Chairs' Committee)</p>
1.3	<p><b>Quorum</b> 4 Members</p>
1.4	<p><b>Remit</b></p> <p><b>General</b></p> <p>The Committee has overall responsibility for monitoring the performance of the Board of Management.</p> <p><b>Specific</b></p> <p>The Chairs' Committee shall:</p> <ul style="list-style-type: none"> <li>• Advise the Board of Management on matters relating to Self-Evaluation of the Board of Management (as an entire entity)</li> <li>• Advise the Board of Management on matters relating to Self-Evaluation of individual members of the Board of Management</li> <li>• Act as Nominations Committee and advise the Board of Management on matters relating to membership of the Board of Management</li> <li>• Act as Remuneration Committee and consider and determine salaries and conditions of service for members of the College Executive and Senior Leadership Teams</li> <li>• To act as the recruitment &amp; selection panel and disciplinary/grievance committee for the Principal where necessary.</li> <li>• To oversee Board development opportunities (including Board Strategic Session planning)</li> </ul>
1.5	<p><b>Meetings</b> - The Chairs' Committee will normally meet a minimum of twice per year.</p>

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## APPENDIX A

### SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

The Standards Commission (the “Commission”) may, where there has been a breach of the code, take the following action:

- a) Censure – the Commission may reprimand the member but otherwise take no action against them;
- b) Suspension – the Commission may suspend the member for a maximum period of one year from attending one or more, but not all, of the following:
  - all meetings of the Board of Management;
  - all meetings of one or more committees or sub-committees of the Board of Management; or
  - all meetings of any other public body on which that member is a representative or nominee of the Board of Management.
- c) Suspension – the Commission may suspend, for a period not exceeding one year, the member’s entitlement to attend all of the meetings referred to in b) above.
- d) Disqualification – the Commission may remove the member from membership of the Board of Management for a period of no more than 5 years.

Where a member has been suspended, the Commission may direct that any remuneration or allowance received from membership of the Board of Management be reduced, or not paid.

Where the Commission disqualifies a member of the Board of Management, it may go on to impose the following further sanctions:

- a) Where the member of the Board of Management is also a councillor, the Commission may disqualify that member (for a period of no more than 5 years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from their Board of Management and terminating membership of any committee, subcommittee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.
- b) Direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members’ code applicable to that body is then in force) and may disqualify that person from office as the Water Industry Commissioner.

In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the Board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer. Full details of the sanctions are set out in Section 19 of the Act.

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## APPENDIX B

### REGISTER OF MEMBERS INTERESTS

Name of Board Member:

Registerable Interest	Description of Interest (as determined by the code of conduct for members of public boards in Scotland – see Appendix C)
Remuneration (no financial information required)	
Related Undertakings	
Contracts	
Houses, Land and Buildings	
Shares and Securities	
Gifts and Hospitality	
Non-Financial	

**Declaration**

I confirm that the above information is true and accurate. In accordance with the Further and Higher Education (Scotland) Act 1992, I further declare that I have not:

- within the past 5 years, been convicted of any offence and had passed on me a sentence of imprisonment for a period of not less than 3 months; nor
- had my estate sequestrated or been adjudged bankrupt.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

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## APPENDIX C

### REGISTER OF INTERESTS - GUIDELINES

The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called “Registerable Interests”. You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the Board of Management’s register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.

The Regulations [SSI - The Ethical Standards in Public Life etc (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135], as amended, describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. **Appendix H** contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

#### Remuneration

You have a registerable interest where you receive remuneration by virtue of being:

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm; or
- undertaking a trade, profession or vocation or any other work.

The amount of remuneration does not require to be registered and remuneration received as a Member does not have to be registered.

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 ‘Related Undertakings’ below.

If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.

When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.

Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication and the frequency of articles for which you are paid.

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When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.

Registration of a pension is not required as this falls outside the scope of the category.

## Related Undertakings

You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.

You must register the name 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 you are a director and from which you receive remuneration.

The situations to which the above paragraphs apply are as follows:

- you are a director of a board of an undertaking and received remuneration – declared under category one; and
- you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

## Contracts

You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares where the nominal value of these shares is (a) greater than 1% of the issued share capital of the undertaking, or (b) greater than £25,000) have made a contract with the Board of Management:

- under which goods or services are to be provided, or works are to be executed; and
- which has not been fully discharged.

You must register a description of the contract, including its duration, but excluding the value or consideration of the contract.

## Houses, Land and Buildings

You have a registerable interest where you 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 the Board of Management.

The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the Board of Management and to the public, or could influence your actions, speeches or decision-making.

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## Interest in Shares and Securities

You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) the body to which you are appointed and (b) the nominal value of the shares is:

- (i) greater than 1% of the issued share capital of the company or other body; or
- (ii) greater than £25,000.

Where you are required to register the interest, you should provide the registered name of the company in which you hold shares; the amount or value of the shares does not have to be registered.

## Gifts and Hospitality

You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in **Section 5.29**.

## Non-Financial Interests

You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the Board of Management. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.

The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any non-financial interest could potentially affect your responsibilities to the Board of Management and to the public, or could influence you actions, speeches or decision-making.

## DECLARATION OF INTERESTS

### Introduction

The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in the proceedings of the Board of Management. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence your actions.

The Board of Management inevitably has dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the Board of Management and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.

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In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the objective test (“the objective test”) which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of the Board of Management.

If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a Board Member is unsure as to whether a conflict of interest exists, they should seek advice from the Board Chair.

As a member of the Board of Management you might serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between the Board of Management and another body. Keep particularly in mind the advice under **Section 5.37** of this Model Code about your legal responsibilities to any limited company of which you are a director.

## Interests Which Require Declaration

Interests which require to be declared may be financial or non-financial. They may or may not be interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration.

The paragraphs which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.

You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of the Board of Management. In the context of any particular matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of the Board of Management as opposed to the interest of an ordinary member of the public.

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## Your Financial Interests

You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in **Registration of Interests** of this Code). If, under **Remuneration** or **Non-Financial Interests** of this Code, you have registered an interest

- (a) as the Principal of the College;
- (b) as a member of the teaching staff of the College having been elected from their number to the Board;
- (c) as a member of the non-teaching staff of the College having been elected from their number to the Board;
- (d) as a student of the College having been nominated by the Students' Association of the College to the Board; or
- (e) in relation to any particular experience or position which was relevant to/a reason for your appointment to the Board of Management (for example, as director of an education authority)

you do not, for that reason alone, have to declare that interest.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

## Your Non-Financial Interests

You must declare, if it is known to you, any non-financial interest if:

- (i) that interest has been registered in **Appendix C (Non-Financial Interests)**; or
- (ii) that interest would fall within the terms of the objective test.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

## The Financial Interests of Other Persons

The Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.

You must declare if it is known to you any financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;



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- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable expenses.

There is no need to declare an interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

This Code does not attempt the task of defining “relative” or “friend” or “associate”. Not only is such a task fraught with difficulty but is also unlikely that such definitions would reflect the intention of this part of the Code. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the Board of Management body and, as such, would be covered by the objective test.

## The Non-Financial Interests of Other Persons

You must declare if it is known to you any non-financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;
- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable election expenses.

There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

There is only a need to withdraw from the meeting if the interest is clear and substantial.

## Shares and Securities

You may have to declare interests in shares and securities, over and above those registerable under **Interests in Shares and Securities** of this Code. You may, for example, in the course of employment or self-employment, be engaged in providing professional advice to a person whose interests are a component of the matter to be dealt with by the Board of Management.

You have a declarable interest where an interest becomes of direct relevance to a matter before the Board of Management and you have shares comprised in the share capital of a company or other body and the nominal value of the shares is:

- greater than 1% of the issued share capital of the company or other body; or
- greater than £25,000.

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You are required to declare the name of the company only, not the size or nature of the holding.

## **Houses, Land and Buildings**

Any interest in houses, land and buildings which is registerable under category four of Section 4 of this Code must be declared, as well as any similar interests which arise as a result of specific discussions or operations of the Board of Management.

## **Making a Declaration**

You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.

The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words 'I declare an interest'. The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

## **Effect of Declaration**

Declaring a financial interest has the effect of prohibiting any participation in discussion and voting. A declaration of a non-financial interest involves a further exercise of judgement on your part. You must consider the relationship between the interests which have been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter.

In the final analysis the conclusive test is whether, in the particular circumstances of the item of business, and knowing all the relevant facts, a member of the public acting reasonably would consider that you might be influenced by the interest in your role as a member of the Board of Management and that it would therefore be wrong to take part in any discussion or decision-making. If you, in conscience, believe that your continued presence would not fall foul of this objective test, then declaring an interest will not preclude your involvement in discussion or voting. If you are not confident about the application of this objective yardstick, you must play no part in discussion and must leave the meeting room until discussion of the particular item is concluded.

## **Frequent Declarations of Interest**

Public confidence in the Board of Management is damaged by perception that decisions taken by that Board are substantially influenced by factors other than the public interest. If you would have to declare interests frequently at meetings in respect of your role as a board member you should not accept a role or appointment with that attendant consequence. If members are frequently declaring interests at meetings then they should consider whether they can carry out their role effectively and discuss with their chair. Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

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## Dispensations

In very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before the Board of Management and its committees.

Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

## LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

### Introduction

In order for the Board of Management to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interests groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the Board of Management conducts its business.

You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to you rather than to the Board of Management as a whole. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of Boards of Management, those they represent and interest groups.

### Rules and Guidance

You must not, in relation to contact with any person or organisation who lobbies, do anything which contravenes this Code of Conduct or any other relevant rule of the Board of Management or any statutory provision.

You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the Board of Management.

The public must be assured that no person or organisation will gain better access to, or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must 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 you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the Board of Management.

Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation who is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is

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important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code. You should not accept any paid work:

- which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
- to provide services as a strategist, adviser or consultant, for example, advising on how to influence the Board of Management and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the Board of Management, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the Board of Management.

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## APPENDIX D

### APPOINTMENT ARRANGEMENTS FOR NEW “OTHER” BOARD MEMBERS

#### Notes

- A. *Statutory arrangements, if different from this procedure, will take precedence over this procedure.*
- 1 The appointment of new Board Members is a matter for the Board as a whole to ensure impartiality, independence and selection on merit.
  - 2 The Board will set up a Chairs' Committee with the responsibility, inter alia, for selecting and recommending candidates, for the approval of the Board to fill vacancies on the Board – the nominations Committee. (See Remit of the Chairs' Committee)
  - 3 The nominations process will follow a discussion at the Board reflecting the skills mix of the Board members and the desirable skills required of any vacant positions.
  - 4 Interest in any vacancy will be generated from the local community by a mix of open advertising to targeting of specific groups in respect of the required skills mix.
  - 5 Information will be provided for interested parties who may also be invited to a briefing session on the College, the role of the Board, and the responsibilities of non-executive members.
  - 6 Selection activities will be organised and conducted by the Nominations Committee.
  - 7 Approval for recommended appointments will be sought through the appropriate Scottish Government arrangements.
  - 8 The Nomination Committee will submit recommendations to the full Board, for the approval of the Board to fill the vacant positions.
  - 9 Successful individuals will be informed in writing and invited to undertake the induction procedures for new Board members.

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## APPENDIX E

### CHAIR OF THE BOARD OF MANAGEMENT – SUMMARY OF TERM AND CONDITIONS

The main functions (including powers and duties) of the Body 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”).

#### JOB PURPOSE

Chair of the Board of Management of Dundee and Angus College

#### RESPONSIBLE TO

The Chair of the Board is individually accountable to the Scottish Ministers for the actions and decisions of office. They are also jointly accountable with other members of the Body to the Scottish Funding Council (SFC) for the actions and decisions of the Body in relation to any funding the Body receives from the SFC.

#### REMUNERATION

This position is a public appointment and is remunerated as determined by the Scottish Government.

#### COMMITMENT

Part-time, approximately 2 days per week as determined by the Scottish Government. These will need to be undertaken flexibly dependent on the pattern of meetings and other requirements.

#### DISCLOSURE

Any offer of membership to the Board of Management will be subject to a satisfactory PVG Scheme and Care Inspectorate checks being received.

#### CONDUCT

Comply with all aspects of College governance, including the Guide for College Board Members and Good Guidance Standard for Public Services, and the Nolan principles.

Comply fully with the Code of Conduct.

Declare all interests in the Register of Interests held by the College.

Represent the College and developing relationships with key stakeholders.

Abide by all College Policies and Procedures where relevant.

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## DUTIES

The Chair of the Board will provide active and effective leadership, direction, support and guidance to ensure that the Body delivers, and is committed to delivering, its functions effectively and efficiently and in accordance with the aims, policies and priorities of the Scottish Ministers.

The Chair will provide a strong 'challenge function', carefully scrutinising planned and underlying assumptions before decisions are taken. In exercising this function the Chair will, where necessary, challenge other members and senior officials of the Body.

Specific functions of the Chair may vary but, unless otherwise agreed, the Chair will:

1. Lead significant change in the role and functions of the body;
2. Provide effective leadership to the Body, including chairing meetings and fostering sound decision-making and full participation by other members of the Body;
3. Ensure the body fulfils its duties, roles and responsibilities, including those as an employer, which will comprise:
4. Contributing to the on-going reform of the college sector and future developments at a national level;
5. Maintaining a strong collective sense of delivery, accountability, and challenge in investment of considerable public funds;
6. Ensuring probity and propriety in the workings of the Body;
7. Ensuring that as Chair of the Body you are sufficiently informed in order to hold executives to account for the implementation of Board decisions;
8. Promoting the highest standards of governance, propriety and conduct in the business of the Body;
9. Leading the board in making decisions, developing its capacity to do so;
10. Preparing for, and attending, meetings of the Body and relevant committees of which you are a member;
11. Developing strategy, including assisting the development, approval and monitoring of the Body's plan(s), specifically developing and being accountable for outcome agreements which meets the needs of a region and make best use of available funding, consistent with national strategy and agreed with SFC;
12. Ensuring that all resources (staff, finance and premises) are used effectively and responsibly to support local priorities and strategic objectives, and overseeing the delivery of effective performance of the Body's activities, ensuring it achieves its aims, including monitoring the financial position against budget allocations and key financial targets and ensuring corrective action is taken where required;
13. Approving, where appropriate, a statement of accounts for each financial year on the basis determined by Scottish Ministers;

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14. Ensuring open and transparent procedures and processes are in place for ordinary board appointments, having regard to Ministerial guidance;
15. Adopting a self-evaluation policy and process to support board development;
16. Appraising and recording the performance of the principal and other members of the Body (including any member holding the office of the vice chair) against the individual objectives applying to those offices and also the extent to which those office-holders contribute to ensuring that the Body as a whole delivers its functions effectively and efficiently;
17. Playing a central role in the workings of the college within a region and nationally, acting as an ambassador, building close relationships and networking with others in the region e.g. local authority and employers;
18. Acting as the principal spokesperson and public face of the Body, including communicating its vision, purpose, outcomes and goals to college staff, employers, learners, other learning providers, and public bodies including the Scottish Funding Council, the Scottish Parliament, Ministers, the media and more widely;
19. Serving as a trustee of the college as a charity; and
20. Carrying out other tasks that may reasonably be required.



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## APPENDIX F

### VICE CHAIR OF THE BOARD OF MANAGEMENT – SUMMARY OF TERMS AND CONDITIONS

#### JOB PURPOSE

Vice Chair of the Board of Management of Dundee and Angus College

#### RESPONSIBLE TO

Chair of Board of Management and the Board

#### REMUNERATION

This position is voluntary and unremunerated, however reasonable expenses incurred may be reimbursed.

#### COMMITMENT

Part-time, approximately 2.5 days per calendar month. These will need to be undertaken flexibly dependent on the pattern of meetings and other requirements.

#### DISCLOSURE

Any offer of membership to the Board of Management will be subject to a satisfactory PVG Scheme and Care Inspectorate checks being received.

#### CONDUCT

Comply with all aspects of College governance, including the ASC Guide for College Board Members and Good Guidance Standard for Public Services, and the Nolan principles.

Comply fully with the Code of Conduct.

Declare all interests in the Register of Interests held by the College.

Represent the College and developing relationships with key stakeholders.

Abide by all College Policies and Procedures where relevant.

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## DUTIES

It is expected that the Vice Chair will act as the Chair when the Chair is unable to attend Board and other meetings. It is also expected that the Vice Chair will work in such a way as to be consistent with the Chair and their job description.

The time commitment is harder to define in that it depends on the availability of the Chair and how often the Vice steps in, however an extra five days per annum is a guide.

The Vice Chair is expected to support the work of the Chair and to be kept up to date, by the Chair, on a regular basis on current matters that affect the working of the Board.

Undertake all duties and responsibilities that fall within the range expected of a Board member.

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## APPENDIX G

### BOARD MEMBER – SUMMARY OF TERMS AND CONDITIONS

#### JOB PURPOSE

Board member of the Board of Management of Dundee and Angus College

#### RESPONSIBLE TO

Chair of Board of Management and the Board

#### REMUNERATION

This position is voluntary and unremunerated, however reasonable expenses incurred may be reimbursed.

#### COMMITMENT

Part-time, approximately 1.5 days per calendar month increasing to 2 days per calendar month for a Board member who is also a Committee Chair. These will need to be undertaken flexibly dependent on the pattern of meetings and other requirements.

#### DISCLOSURE

Any offer of membership to the Board of Management will be subject to a satisfactory PVG Scheme and Care Inspectorate checks being received.

#### CONDUCT

Comply with all aspects of College governance, including the ASC Guide for College Board Members and Good Guidance Standard for Public Services, and the Nolan principles.

Comply fully with the Code of Conduct.

Declare all interests in the Register of Interests held by the College.

Represent the College and developing relationships with key stakeholders.

Abide by all College Policies and Procedures where relevant.

#### DUTIES

##### Strategy

As a Board Member, oversee the College's activities, determining its future direction and fostering an environment in which the College's mission and aims are achieved.

##### Governance

Ensure compliance with the statutes, ordinances and provisions regulating the College and its Governance framework.

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Ensure that the College applies its resources suitably in pursuance of its objectives.

## **Risk**

Ensure that financial information is accurate and that financial controls and systems of risk management are robust and defensible.

## **Performance**

Provide expertise in an area of industrial, commercial, education or employment matters, or the practice of any profession as required.

Give a commitment to the College, and demonstrate a willingness to devote the necessary time and effort to fully understand the Strategy, Risks and overall obligations of the College and prepare for and attend Board meetings.

Be a member of one or more Board Committees as approved by the Board of Management.

Undertake training as scheduled, and additional independent training if required.

Be a link, as a Board contact, to a Centre within the College.

Attend and participate in other scheduled events as required eg Strategic Planning day, Graduation, Board Residential/Away Day.

Understand and accept the legal duties, responsibilities and liabilities of board membership – whilst undertaking any such duties and responsibilities that fall within the range expected of a Board member.

It is important that the Chair develops good working relationships with both the Principal and the Secretary to the Board.

Able to commit time to attend Chairman's Committee as and when required.

Ensure members work together effectively and efficiently and have confidence in the procedures laid down for the conduct of business.

Ensure members have a proper knowledge and understanding of their roles and responsibilities.

Develop an effective and mutually supportive working relationship with the Principal, Secretary and other senior staff.

Attendance at stakeholder or community meetings as appropriate.

Undertake duties as required in the College Scheme of Delegation.

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## APPENDIX H

### GLOSSARY

In this document the following definitions shall apply:

“**2013 Act**” means the Post-16 Education (Scotland) Act 2013;

“**1992 Act**” means the Further and Higher Education (Scotland) Act 1992;

“**2005 Act**” means the Further and Higher Education (Scotland) Act 2005

“**The Acts**” mean the Further and Higher Education (Scotland) Acts 1992 and 2005

“**Board**” or “**Board of Management**” means the Board of Management of Dundee and Angus College being a body corporate established as a board of management of a regional college of further education under the Post-16 Education (Scotland) Act 2013 and Further and Higher Education (Scotland) Act 1992.

“**Board Member**” means a member of the Board of Management of Dundee and Angus College;

“**Chair**” includes Board Convener or any person discharging similar functions under alternative decision making structures.

“**Code**” is code of conduct for members of the Board of Management.

“**College**” means Dundee and Angus 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;

“**SFC**” means The Scottish Further and Higher Education Funding Council or any other 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

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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.