University of the
Highlands and Islands
Moray College

BOARD OF MANAGEMENT
Meeting to be held
On 16 December 2019 at 1330 hours in the Board Room

Agenda Number	Item	Presented By	Action Required: Decision, Discussion, For Noting
BM.19.5.01	(i) Resignations	Clerk	Noting
	(ii) Appointments		
BM.19.5.02	Apologies for Absence	Clerk	Noting
BM.19.5.03	Any Additional Declarations of Interest including specific items on this Agenda.	Chair	Noting
BM.19.5.04	Draft Minutes of Board Meeting held on 29 October 2019 *	Chair	Decision
BM.19.5.05	Matters Arising from Board Meeting held on 29 October 2019 *	Clerk	Noting
BM.19.5.06	Moray Growth Deal RESERVED	Mrs S Marshall	Noting
BM.19.5.07	Principal's Report - RESERVED*	Mr D Patterson	Discussion
	(i) KPI's *		
	(ii) Health and Safety Update *		
	(iii) Budget/FFR Update RESERVED ~		
BM.19.5.08	Minutes of Committee Meetings:		
	i. Draft Minutes of Staff Governance Committee held on 12 November 2019 *	Mrs S Mustard	Noting
	ii. Draft Minutes of Learning, Teaching and Quality Committee held on 12 November 2019	Mr D Patterson	Noting
	iii. Draft Minutes of Finance and General Purposes Committee held on 26 November 2019 *	Mr M Easton	Noting
	iv. Draft Minutes of Joint meeting of Audit and Finance and General Purposes Committee held on 26 November 2019 *	Dr J McLeman	Noting

BM.19.5.09	Draft Minutes of FERB 7 November 2019 *	Chair	Noting
BM.19.5.10	Draft Minutes of UHI Court held 27 November 2019 ~		Noting
BM.19.5.11	Early Experience Survey *	Mr N Yoxall	Noting
BM.19.5.12	Finance Update - RESERVED		
	(i) Finance and General Purposes Annual Report to the Board *	Mr M Easton	Noting
	(ii) Q1 Management Accounts	Mr D Patterson	Discussion/Noting
BM.19.5.13	Emerging Issues	Chair	Discussion
	(i) UHI Tertiary Committee *		
	(ii) Draft Committee Schedule 2020-21*	Mrs C Fair	Discussion
	(iii) Updated Committee Schedule *	Chair	Noting
BM.19.5.14	HISA Update - verbal	Miss M Wells Mr N Sanderson	Noting
BM.19.5.15	Moray College UHI - revised Standing Orders and Terms of Reference *	Mrs C Fair	Approval
BM.19.5.16	Date of next meeting – 24-3-2020	Clerk	Noting
RESERVED ITEMS			
BM.19.5.17	Reserved Draft Minutes of Board Meeting 29 October 2019 *	Chair	Noting
BM.19.5.18	Reserved Matters Arising/Actions from Board Meeting 29 October 2019 *	Clerk	Noting
BM.19.5.19	Reserved Minutes of Committee Meetings:		
	(i) Draft Reserved Minutes of Staff Governance Committee held on 12 November 2019	Mrs S Mustard	Noting
	(ii) Draft Reserved Minutes of Learning, Teaching and Quality Committee held on 12 November 2019 *	Mr D Patterson	Noting
	(iii) Draft Reserved Minutes of Finance and General Purposes Committee held on 26 November 2019 *	Mr M Easton	Noting
	(iv) Draft Reserved Minutes of Joint Audit and Finance and General	Dr J McLeman	Noting

	Purposes committee held on 26 November 2019 *		
BM.19.5.20	Annual External Audit Report 2018-19 ~	Mr D Patterson	Noting
BM.19.5.21	Annual Statutory Accounts 2018-19 ~	Mr D Patterson	Decision
BM.19.5.22	Audit Committee's Annual Report to the Board 2018-19 ~	Dr J Mcleman	Decision

University of the
Highlands and Islands
Moray College

BOARD OF MANAGEMENT
Draft Minutes of Meeting held on
Tuesday 29 October 2019
At 1300 hours in the Board Room

Present:

Mr Peter Graham (Chair)	Mrs Rosemary McCormack
Mr Joe Bodman	Miss Caroline Webster
Mr Murray Easton	Dr Jessie McLeman
Mr Kyle Gee (HISA)	Mr Jeremie Fernandes
Mr Nathan Sanderson (HISA)	Mrs Deborah Newton
Mr David Patterson	Mrs Seonaid Mustard

In Attendance:
Mrs Nikki Yoxall
Mrs Chris Newlands
Mrs Carolyn Thomson
Mr Derek Duncan
Mr Nick Clinton
Mrs Cathie Fair (Clerk)
Miss Kelly Strachan (Minutes)
Mrs Gill Ritchie HIMe (By Video conference)

Observing:
Mrs Louise Proctor

Item		Action	Date
BM.19.4.01	**(i) Resignations**		
1.1.1	There were no resignations.		
	(ii) Appointments		
1.2	Whilst there were no new appointments to the Board, the Board welcomed Mr Jeremie Fernandes to his first Board meeting and Miss Kelly Strachan who is covering as Minute Secretary in Mrs Melton's absence.		
BM.19.4.02	**Apologies for Absence**		
2.1	Apologies had been received from: Mr James Knowles Mrs Joan Johnston		
BM.19.4.03	**Any Additional Declarations of Interest including specific items on this Agenda**		
3.1	No additional declarations of interest were noted.		

BM.19.4.04	**Draft Minutes of Board meeting held on 25 June 2019**		
4.1	The Minutes were accepted as an accurate record of the meeting. Proposed: Mrs R McCormack Seconded: Mrs S Mustard		
BM.19.4.05	**Draft Matters Arising/Action sheet from Board meeting held on 10 September 2019**		
5.1 Action	The majority of actions were either completed or were on the Agenda for discussion apart from the following: 6.1 – Health and Safety Incidents – HISA to conduct benchmarking with other Colleges – Mr Sanderson is still investigating this.	**Mr Sanderson**	**ASAP**
5.2 **Action**	7.1- To identify Board member to join LTQC once recruitment has been confirmed.	**Mrs Fair** **Mr Graham**	**ASAP**
5.3	8.1 To request future Court Minutes in Word format with hyperlinks.	**Mrs Fair**	**As required**
5.4 **Action**	Dr McLeman raised an additional action related to how the Board can gain assurance on HE Quality Monitoring processes. Mrs Yoxall had given a presentation on this at the previous Board meeting. It was suggested that a separate conversation take place between Mrs Yoxall and Dr McLeman to clarify and determine exactly whether anything additional is required in relation to this.	**Dr McLeman** **Mrs Yoxall**	**ASAP**
BM.19.4.06	**Principal's Report**		
	The Principal's Report consisted of		
	(i) Operational Plan 2019-20		
6.1	Mr Patterson highlighted key points from the final draft Operational Plan noting that under sustainability – financial elements are very operational in terms of monitoring and control in the light of the current FD vacancy.		
	(ii) KPI Dashboard		
6.2	Mr Patterson highlighted key points from the KPI spreadsheet including the fact that the Internal Audit had confirmed no loss of credits for 2018-19. Student retention at 78.6% was the highest since modern records began. FE Positive destinations for 2017/18 had just been published with the college's score of 87.5% now above the Scotland average of £85.4%. It was noted there will be no measurement of Core Values this year.		
	(iii) Moray Growth Deal		
6.3	This item is reserved and the Minute held in confidence.		
	(iv) Health and Safety Incidents		
6.4	A summary of health and safety incidents recorded was attached. It was noted that the Health and Safety Committee will meet on 11-11-2019 when		

	health and safety incidents will be discussed in more depth.		
BM.19.4.07	**Learning and Teaching**		
	(i) EREP Final report		
7.1.1	Mrs Yoxall explained that there was no requirement to produce an EREP Report this year but acknowledged that this has been good preparation towards review of progress. No grades had been included in the internal update EREP.		
7.1.2	Mrs Yoxall highlighted some of the key issues which had influenced the outcomes which were outlined in the report.		
7.1.3	The Board commented on the strength of the report and the increase in our reputation in terms of our performance. The Board questioned how this is communicated back to staff in recognition of their efforts in achieving this. Mrs Yoxall confirmed that this takes place at SCT and MORAGGA meetings.		
7.1.4	Mrs Ritchie HMIe was asked to provide feedback. She commented that it was very reassuring to see consolidation which demonstrates we are doing the right thing and this is a real success story set aside a picture of very challenging times in the sector.		
7.1.5	Mrs Ritchie suggested that the Board should be reassuring themselves by reflecting on the HIGOC questions annually. Mrs Yoxall noted that these have been incorporated into the annual self-evaluation review documentation. Mrs Ritchie would welcome closer engagement with the Board going forward. She was very praiseworthy of the journey the College has been on.		
	(ii) Student Early Experience Survey – verbal Update		
7.2.1	Mrs Yoxall reported that the Student Early Experience Survey is still open with a return of 54% compared to last year of 67%. HISA are encouraging completion. To date the overall satisfaction rate is 95.5% which is a very good position.		
	(iii) Student Satisfaction Regional Survey		
7.3.1	Mrs Yoxall had circulated the Regional Student Satisfaction Survey for information which indicate the MC and UHI outcomes are broadly in line with the regional picture. There are some differences between FE and HE outcomes which require further investigation.		
BM.19.4.08	**Curriculum Analysis Report**		
8.1	Mrs Newlands highlighted key points from the report which completed the task assigned to Moray College by the Moray SIP. Mrs Newlands summarised some of the key issues and challenges emerging from mapping the College curriculum to key sectors identified in the Moray SIP.		

8.2	The Board explored the possibility of future opportunities for collaboration in relation to development of the curriculum both within and outwith UHI.		
8.3	The Board acknowledged the considerable work that had gone into collecting this data and felt this was a major piece of work to determine where resources would be best utilised.		
8.4	It was explained that SCT will now take this forward. The Board asked that they be kept aware of future developments.		
Action	To keep Board informed of future developments	**Mrs Newlands**	**June 2020 Board**
BM.19.4.09	**Minutes of Committee Meetings**		
	(i) **Draft Minutes of Finance and General Purposes Committee meeting held on 10-9-2019**	**Mr M Easton**	
9.1	The Draft minutes were circulated for information.		
	(ii) **Draft Minutes of Audit Committee meeting held on 8-10-2019**	**Dr McLeman**	
9.2	Dr McLeman highlighted key actions from the Audit Committee meeting as noted in the Minutes which were circulated for information.		
BM.19.4.10	**Draft Minutes of UHI Court held on 18-9-2019**		
10.1	The Minutes were circulated for noting and it was noted that a number of UHI Colleges are facing budget challenges.		
Action	The Board requested sight of the Financial Sustainability Plan under 3.3. Mrs Fair to request this document and to circulate.	**Mrs Fair**	ASAP
BM.19.4.11	**Draft Minutes of FERB 3-9-2019**		
11.1	Minutes were circulated for noting. Mr Graham highlighted in particular the budget challenges that several UHI Colleges are facing with significant deficits. Mr Graham had given a fair representation on behalf of Moray College particularly around the lack of consistency in presenting the FFR.		
BM.19.4.12	**Finance Update**		
	(i) **2018-19 Out-turn**		
10.1.1	An updated draft position for FY18/19 had been circulated which indicated an actual deficit of £252K against an original budget of £100K deficit. The only potential amendment would be in respect of the accounting treatment of ALF income which is subject to clarification from EY.		
	(ii) **2019-20 Budget**		
10.2.1	This item is reserved and the Minute held in confidence.		
BM.19.4.13	**HISA Report**		
11.1	Mr Gee provided a verbal update on the work of HISA over the past weeks as outlined in the report.		

BM.19.4.14	Emerging Issues – verbal updates		
	(i) **Response to final report from Partnership Assembly**		
14.1.1	A small group of Board members had met to consider the final report from the Partnership Assembly and agreed on a response from MC which was circulated to the Board. Mr Graham welcomed any comments.		
Action	Any additional feedback to Mr Graham ASAP.	**Board members**	**ASAP**
	(ii) **Interim arrangements in absence of FD.**		
14.2.1	Mr Patterson explained the interim arrangements are for Mrs Munro to continue to line manage Finance staff and report to the Principal on any issues related to finance and to Mrs Thomson on any personnel issues. Mr Duncan will assume responsibility for Estates while Health and Safety issues will remain with Mr Patterson. Mrs Jacqui Taylor will report on marketing/curriculum issues to Mrs Newlands and wider College issues to Mr Patterson.		
14.2.2	For Audit issues, Dr McLeman will liaise with Mrs Fair and for planning with the Principal and Mrs Fair.		
14.2.3	It was noted that there are 6 applicants for FD to date with shortlisting taking place on 1-11-2019.		
	(iii) **Update on Board recruitment**		
14.3.1	Mr Graham explained that of 5 candidates shortlisted for interview, the Nominations Committee had recommended 3 for appointment and this was presently being considered by UHI Court with a decision expected imminently.		
BM.19.4.15	**Date of next meeting – 16 December 2019**		
RESERVED ITEMS			
BM.19.4.16	**Draft Reserved Minutes of Board of Management Meeting held on 10 September 2019**		
16.1	This item is reserved and the minute held in confidence.		
BM.19.4.17	**Draft Reserved Matters Arising of Board of Management meeting held on 10 September 2019.**		
17.1	This item is reserved and the minute held in confidence.		
BM.19.4.18	**Reserved Minutes of Committee Meetings**		
	(i) **Draft Reserved Minutes from meeting of Finance and General Purposes Committee held on 10 September 2019**		
18.1	This item is reserved and the minute held in confidence.		
	(ii) **Draft Reserved Minutes of Audit committee held on 8 October 2019**		
18.2	This item is reserved and the minute held in confidence.		
	Meeting closed at 1725 hours		

ITEM		ACTION BY	DATE	Update
BM.19.4.05	**Draft Matters Arising/Action Sheet from Board meeting held on 10 September 2019**			
5.1	<u>6.1</u> – Health and Safety incidents – HISA to conduct benchmarking with other UHI Colleges – Mrs Fair to check whether this took place – remains outstanding. Mr Sanderson is still investigating this.	**Mrs Fair**	Immediate	ongoing
5.2	To identify Board member to join LTQC once appointments have been confirmed.	**Mrs Fair** **Mr Graham**	ASAP	Appointments now approved. Awaiting letter confirming.
5.3	To request future Court Minutes in Word format with hyperlinks	**Mrs Fair**	As required	Requested 2-12-2019
5.4	Dr McLeman raised an additional action related to how the Board can gain assurance on HE Quality Monitoring processes. Mrs Yoxall had given a presentation on this at the previous Board meeting. It was suggested that a separate conversation take place between Mrs Yoxall and Dr McLeman to clarify and determine exactly what is required in relation to this.	**Dr McLeman** **Mrs Yoxall**	**ASAP**	Completed
BM.19.4.08	**Curriculum analysis Report**			
8.4	To keep Board informed of future developments.	**Mrs Newlands**	June 2020	ongoing
BM.19.3.08	**Draft Minutes of UHI Court held on 8 September 2019**			
8.1	The Board requested sight of the Financial sustainability Plan under 3.3. Mrs Fair to request this document and to circulate.	**Mrs Fair**	Immediate	Requested 2-12-2019

University of the
Highlands and Islands
Moray College

Committee:	Board of Management
Subject/Issue:	Principal's Report, v1
Brief summary of the paper:	This report incorporates the regular updates to members on: i. the agreed college KPIs (attached) ii. quarterly update to University Court (attached) iii. the Moray Growth Deal (Presentation by MGD Project Manager) iv. Annual Health and Safety Report to the Board (attached), and v. an update on the Budget and FFR position and sign-off of 2018/19 Statutory Accounts (commentary below and summary page to be tabled)
Action requested/decision required:	All items for noting and/or discussion except v) for approval

Status: *(please tick ✓)*	Reserved:	x	Non-reserved:	

Date paper prepared:	Tuesday 10 December 2019
Date of committee meeting:	Monday 16 December 2019
Author:	David Patterson
Link with strategy: Please highlight how the paper links to, or assists with: compliance partnership services risk management strategic plan/enabler other activity (eg new opportunity) – please provide further information.	This report relates to all five Strategic Aims of the college.
Equality and diversity implications:	
Resource implications: *(If yes, please provide detail)*	

Risk implications	

Principal's Report

KPIs

The KPI spreadsheet has been updated as at 10 December 2019. Members' attention is drawn to the two red RAG ratings on 2. HE Funded FTEs and 20. End of Year Accounts Surplus/(Deficit).

Quarterly Update to University Court

This covers the 6-month period from the previous report. Members will be delighted to note that since that report our Apprentices competing at the UK National finals of the WorldSkills competition in Birmingham collected a Gold and a Silver medal between them. This put Moray College into the Top 20 of the medal table as the third best performing Scottish college. Connor Cruden (Gold medal winner in Plumbing) has now been added to the UK squad for the Worldskills 'Skills Olympics' in Shanghai 2021.

Moray Growth Deal

An update and short presentation on the Treasury Green Book process will be provided by the college's Growth Deal Project Manager at this meeting.

Annual Health and Safety Report

This new format Annual Report is in response to a recommendation from our last Health and Safety Internal Audit.

Update on Budget, FFR position and sign-off of Statutory Accounts overview

The joint Audit and F&GP Committees met on 26 November 2019 and discussed *inter alia* the draft statutory accounts with our external auditors, EY. The draft accounts show a deficit before other gains and losses of £679,000 which after adjustments (for net depreciation, non-cash pensions adjustments and revenue funding allocated to loan payments), translates into an **Underlying Operating Surplus of £110,000** for 2018/19. This meets the Scottish Government requirement for a balanced budget. (The most recent available data from Audit Scotland shows that for 2017/18, 90% of colleges had a deficit before adjustments, and 75% an underlying operating surplus).

The draft external audit report to the Board indicated that EY would issue an unqualified audit opinion on the 2018/19 financial statements, *subject to on-going work on 'going concern'*. The draft report also stated that, subject to that work on 'going concern', EY were satisfied that the annual report materially meets the core requirements set out in the Accounts Direction; that in all material respects income and expenditure are regular; and that they had no other matters to report.

Discussion on the accounts and external audit report highlighted that without any change in government policy, small public bodies such as colleges are always assumed to be going concerns. It was also agreed however, that for both EY and the Board to sign off the annual 2018/19 accounts on this basis, a letter of comfort would be required from the Regional Board to ensure that the college has positive cash balances in the twelve months following the approval of the accounts.

We have now received email confirmation of this from the UHI Executive Office (EO).

Outside of this requirement to approve the annual accounts, the Board and EY would also expect the college to undertake work to meet SFC expectations of a balanced budget in the current year, and to move towards a balanced budget for the current 5-year FFR period.

College executives have worked with EO to agree amendments to the college's original FFR assumptions and to incorporate into the current year two additional income lines that have been identified, one by the college and one by EO, subsequent to the original FFR submission. We have also amended the 19/20 budget in the light of the estimated shortfall in HE enrolments for this year. The outcome of this work is a position to date where the 19/20 budget does not balance, but does result in a small positive cash balance at bank predicted for year-end. For each of the subsequent years of the FFR, a balanced budget is calculated alongside the additional income or savings that would have to be secured to achieve that target.

There are then two recommendations put to the Board at this meeting, namely that:
   i.   the SLT continues to discuss with the EO SMT opportunities to secure any further net income for the college in this and in future years, and
   ii.   the SLT now works to actively determine the shape, size and mechanism for achieving the necessary staffing reductions that would be required to match any shortfall in the required income increases

A summary of the changes made to the original FFR, and the resultant budget and cash balances forecast, will be tabled and discussed fully at this meeting.

The Principal and team will be happy to answer any questions or provide any further clarification required regarding this report at the Board meeting on Monday.

but does result in a small positive cash balance at bank predicted for year-end.

Academic Partner Status Report

Academic partner	Moray College UHI
Prepared by:	Principal
Date:	18 November 2019
Period covered:	1 June to 31 October 2019

Notable accomplishments:

Funding for Moray Growth Deal was announced jointly by the then UK 'Deputy' Prime Minister and the Scottish Government's Minister of FE, HE and Science at Moray College on 11 July. Moray College UHI is tasked with leading on two major projects within the Deal proposals.

Launch of new UHI Applied Software Development degree in association with IBM, jointly developed at Moray College, and GOC approval of new UHI Optometry degree also to be delivered at Moray College from September 2020.

Significant events/ awards:

Moray College and UHI graduation on 4 October with Lorna MacNee, college alumnus and multi-award-winning chef as Guest Speaker.

Becky Poyner as HISA 'Most Inspiring Student' winner; Dr Suki Haider as HISA 'Best PAT/Learning Support Award winner.

Construction apprentices won a number of podium finishes (including two golds) in a range of Scottish and UK regional skills competitions.

Mary Hawco was also UHI 'Culture and Heritage Best Interdisciplinary Project' winner.

Collaboration with other academic partners:

Growth Deal-related work continues with Perth regarding aircraft engineering and with a number of Academic Partners and Executive Office roles regarding Business, Enterprise and Entrepreneurship.

Issues or concerns:

As well as the significant UHI developments outlined above; and delivering student performance now well above Scotland averages for student retention, achievement and progression to positive destinations; Moray also delivered a third consecutive Annual Underlying Operating Surplus in the third and final year of its recent Financial Recovery Plan.

It is therefore especially galling that the college has not yet been able to agree a 'balanced' budget and FFR at the start of the current year, this in the face of c.£1.0m adverse movements in funding and costs at the start of this period. While some of these movements are national issues (such as nationally agreed but unfunded cost of living increases for staff, and employers' teachers' pension cost increases), others are college- or region-specific changes relating to shortfalls in national bargaining funding, unplanned cost increases resulting from nationally agreed terms and conditions, and the removal of transitional funding.

The college continues to review its planning assumptions, is seeking to identify further in-year savings and income growth opportunities, and is in dialogue with the Vice Chancellor's office to agree a resolution to this issue.

Moray College UHI KPI DashBoard

Strategic Aim				#	KPI	16/17	17/18	18/19	National Benchmark	Status RAG	19/20	20/21	Comments
C			S	1	**FE Funded Credits**								
					a. Target: Funded Volume of Credits	19,052	18,907	18,807	n/a		18,807	tbc	19/20 credits as per reports bridge 10/12/19. Have reported to FERB that we plan to hit target.
					b. Actual: Total Credits delivered	19,705	18,978	19,162	n/a		15,968		
C			S	2	**HE Funded FTEs**								
					a. Target: Budgeted HE FTEs (RAMable)	915	930	935	n/a		940	965	19/20 FTEs as per reports bridge 10/12/19 Estimated outturn is 874.
					b. Actual: College Actual Delivered FTEs (RAMable only)	943.9	931	937	n/a		849		
C		P		3	**% of FE Credits delivered on STEM related courses**								
					a. Target: % Credits Delivered on STEM related Courses			30.2%			30.5%	30.8%	Not reported until year end
					b. Actual % of STEM credits as part of overall credits	27.47%	29.16%	31.7%	24.8%				
C		P	S	4	**Full Cost Recovery (FCR) Activity (£'000s)**								
					a. Target: FCR income as per FRP	324	371	366			403	443	As per Q1 management accounts - No change from submitted FFR
					b. Actual FCR Income	318	334	379	n/a		395		
C		P	S	5	**Modern Apprenticeship Activity**								
					a. Target: new college MA enrols (through UHI Hub)			40			45	49	19/20 relates to new starts from 1st April 2019 (On Enrolment report)
					b. Actual number of MA enrolments	39	32	36	n/a		21		
C		P	S	6	**Foundation Apprenticeship Activity**								
					a. Target: new Foundation Apprenticeship enrolments			30			50	60	Latest year 1 enrolments as at 11th December (67 enrols, 4 withdrawals)
					b. Actual new Foundation apprenticeship enrolments	28	26	29	n/a		67		
	L			7	**Student Retention (FE full-time)**								
					a. Target: FE Full Time Retention Rate %	75%	75%	76%			76%	76%	Dec 2019 - 92.9% against 92.6% at same point 18/19.
					b. Actual FE Full Time Retention Rate %	74.8%	75.5%	78.6%	74.9%		92.9		
	L			8	**Student Retention (HE full-time)**								
					c. Target: HE Full Time Retention Rate %			80%			81%	82%	Dec 2019 - 92.0% against 94.9% at same point 18/19.
					d. Actual HE Full Time Retention Rate %	82.5%	79.8%	78.2%			92		
	L			9	**FE Attainment % FT**								
					a. Target: FE full-time Attainment %	65%	65%	70%			70%	71%	Unable to measure at this point in the year.
					b. Actual FE full-time Attainment %	60.1%	69.0%	67.9%	66.1%				
	L			10	**FE Attainment % (over 160 hours)**								
					c. Target: % Attainment on Courses of 160 Hours or More			76%			76%	77%	Unable to measure at this point in the year.
					d. Actual Attainment on Courses Lasting 160 Hours or More	68.3%	74.9%	63.4%	68.3%				
	L			11	**Full Time FE Positive Destination Rate (of all qualifiers including unconfirmed)**								
					a. Target: FE Positive Destination Rate %			84.5%			85.0%	85.0%	17/18 data shows Moray increasing confirmed & positive destinations, above Scotland average
					b. Actual FE Positive Destination Rate %	84.2%	87.5%		85.4%				
	L			12	**Overall Student Satisfaction (FE) - from national SFC survey**								
					a. Target: College FT Learner Overall Satisfaction %			>92%			>92%	>93%	ESES 96% against 97% 18/19.
					b. Actual SFC FT Student Satisfaction Survey Overall Satisfaction %	86.9%	93.9%	92.6%	92.1%				
	L			13	**Overall Student Satisfaction (HE) - Moray College scores with UHI results**								
					c. Target: NSS Survey Overall Satisfaction			84%			84%	85%	No comparable results available until June 2020, but ESES 94% against 95% 18/19 for all HE
					d. Actual NSS Survey Overall Satisfaction	85.0%	83.0%	78%	83.0%				
		O		14	**Understanding and implementation of the Core Values**								
					a. Target: Values (Staff Survey) Mean Score [0-5] Q3,4,5			3.7			n/a	3.8	Will not be measured in 2019/20
					b. Actual mean rating for Values	n/a	n/a	3.6	3.5				
		O		15	**Training and Development to support the performance of staff role**								
					a. Target: Training and Development - Mean Score [0-5] Q15,17,18			3.5			n/a	3.6	Will not be measured in 2019/20
					b. Actual mean rating for Training and Development	n/a	n/a	3.3	3.5				
		O		16	**Communication: contribution and involvement in decisions**								
					a. Target: Communication - Mean Score [0-5] Q63, 64, 66, 67			3.8			n/a	3.9	Will not be measured in 2019/20

				#	Measure								Notes
					b. Actual mean rating for Communications	n/a	n/a	3.8	3.5				will not be measured in 2019/20
	O			17	**College Staff Sickness/Absence % (vs public sector/NHS average)**								
					a. Target: maximum sickness/absence rate			3.2			3.2	3.2	Average absence to 31 October
					b. Actual sickness/absence rate	3.8	2.7	2.7	<=4*		2.4		
C		P		18	**% of Credits delivered on school Senior Phase Programmes**								
					a. Target			4.2%			4.4%	4.5%	Not reported until year end
					b. Actual	4.0%	3.8%	1.4%					
C		P		19	**% Credits delivered to schools' provision from S3 upwards**								
					a. Target			13.9%			14.0%	14.2%	Not reported until year end
					b. Actual	12.8%	13.5%	13.9%	5.0%				
			S	20	**End of year Accounts surplus/(deficit) excl FRS102 Pension Adjustment**								
					a. Target: Surplus/Deficit (FRP/FFR)	(606)	(240)	(100)		[red]	(120)	(220)	Based on updated FFR summary.
					b. Actual Surplus/(Deficit)	(33)	(185)	(252)	(424)		(665)		
			S	21	**End of year Cash Balance**								
					a. Target: Monthly cash balances at YE (FRP/FFR)	102	190	250	n/a	[yellow]	200	200	Based on updated FFR summary.
					b. Actual Cash balance at YE	389	294	80	n/a		53		

RAG rating relates to in-year 2019/20 performance against target or benchmark (where available)

For previous years RAG refers to target and/or national average

	L	O	P	Y	**FE Attainment % by Key Groups (Courses lasting 160 hours or more)**								
					a. Gender: Male/Female Gap	0.1%	7.9%	3.3%					Only gender figures are nationally reported for FE. Other
					b. BME Declared YES/NO Gap (not published for Moray)	n/a	n/a	n/a					categories only available as combined FE and HE. BME and
					c. Disabled Declared: YES/NO Gap	-6.8%	-1.6%	n/a					Care-experience figures are not published for Moray as the
					d. Care Experienced Declared Yes/No Gap (not published for Moray)	n/a	n/a	n/a					numbers are not significant (<50).

v.3

University of the
Highlands and Islands
Moray College

Committee:	Board of Management
Subject/Issue:	Annual Health and Safety Update
Brief summary of the paper:	Annual H&S reports are provided for noting: • H&S Consultant's progress report • Annual UHI Health and Safety questionnaire 2018-19 • RIDDOR report 2018-19 (3 RIDDOR reports) • Near Miss Report 2018-19 • SHE System Incident Report 2018-19 • SHE System Incident Location 2018-19 • H&S Training Update The reporting period covers 1st August 2019 to 31st July 2019.
Action requested/decision required:	For noting.

Status: *(please tick ✓)*	Reserved:		Non-reserved:	√

Date paper prepared:	10th December 2019
Date of committee meeting:	16th December 2019
Author:	Derek Duncan
Link with strategy: Please highlight how the paper links to, or assists with: compliance. partnership services risk management strategic plan/enabler other activity (eg new opportunity) – please provide further information.	**Risk Register ID Moray/25**: Non-compliance with relevant statutory regulations. **Risk Register ID Moray/4:** H&S non-compliance: risk to students/staff and risk of litigation
Equality and diversity implications:	No
Resource implications: *(If yes, please provide detail)*	On-going review of Health and Safety issues and planned spend within capital and maintenance budgets.
Risk implications: *(If yes, please provide detail)*	Failure to have in place an effective health and safety system creates a risk to all staff, students and visitors to College. Annual review of practice and statistics is essential to help improve compliance.

2018-19 H&S Reports

b) UHI Annual Health and Safety Questionnaire 2018/19

The UHI annual questionnaire was returned to UHI EO and highlights all areas of compliance.

An additional question on external inspection was added this year. The College has in place an effective schedule for monitoring and tracking of all compliance inspections by service supplier.

c) H&S Consultants Report

The report demonstrates that overall, good progress has been made towards completion of the outstanding Health and Safety plan actions.

d) Near Miss Report 2018-19

A summary of all accidents reported, highlighting only 2 near miss incidents.
(Chart - YES=Near Miss Incident)

The near miss reports are low and will require further investigation to ensure the reporting process is effective.

e) RIDDOR report 2018-19

A summary chart of all accidents recorded, with 3 of them reported via the RIDDOR system to the Health and Safety Executive (HSE).

(Chart - YES=RIDDOR reported).

f) SHE Recording System Incident Report

Summary of all accidents and incidents by category.

g) SHE Recording System Incident Location

Summary of all accidents and incidents by College location.

h) Health and Safety Training Overview

All H&S related training and attendees as reported to SGC.

Health and Safety Plan Update report for AY 2018/19

This update on the Health and Safety Plan - originally agreed by the college's appointed Health and Safety Consultant with the College SLT and the then Chair of the Board Staff Governance Committee - covers objectives and activities relating to those objectives in the period 1 August 2018 to 31 July 2019.

KEY:	Completed	Waiting Approval	In Progress	Not Started

Phase 1: Addressing potential breaches in compliance		
Timescale: June – End of September 2018		
Topic	**Required**	**Status**
Gap Analysis of Documentation	Compare existing documentation with what is required to be legally complaint.	**Initial Review Completed**
Health and Safety Policy Statement	Current Health and Policy Statement signed by Chair and Principal	**Completed**
Management of Contractors	Procedures and associated forms for completed system of contractor management	**Completed**
Staff Training Matrix	Create staff training matrix for health and safety topics	**Completed**
Risk Assessments	Revise risk assessment system and create revised documentation.	**Completed**
Document Control	Policy and Procedure	**Completed**
Construction and Joinery	Check procedures and risk assessments in place (Linkwood)	**Completed**
New and Expectant Mothers Risk Assessment	Create procedure and risk assessment form	**Completed**
Display Screen Assessments	Create procedure and assessment form	**Completed**
Personal Emergency Evacuation Plans (PEEPs)	PEEPs are required for every person who requires assistance to leave the premises in event of an emergency.	**Completed**

Work Placements	Visit employers for work placements being offered.	**Completed**
Progress Report	Report initial findings of the gap analysis process.	**Completed**
Phase 2: Addressing Urgent Issues		
Timescale: October – End of December 2018		
Topic	**Required**	**Status**
First Aid	Amend list of first aiders.	**Completed but ongoing**
	Source further first aiders and arrange additional training as required.	**Completed**
	Check arrangements for first aid boxes and provisions.	**Completed**
	Create new First Aid Policy	**Completed**
	Create procedure	**Completed**
Fire Wardens.	Check that fire wardens are sufficient in each area.	**Completed**
	Amend list of fire wardens.	**Completed**
	Arrange training as required.	**Completed**
Fire Safety	Fire safety Policy, Procedure and Forms. Check Fire Drills and Safety Log.	**Completed**
Fire Risk Assessment	Obtain external contractor to carry out Check Fire Safety Risk Assessment for all premises i.e. Main campus, Linkwood, Nursery, Victoria Art, Biblical Gardens	**Completed**
Fire Emergency Plan	Check Fire Emergency Plan.	**Completed**
Accident Reporting and Investigation	Create procedure and associated forms for accident reporting and investigation.	**Completed**
	Send to H&S Committee for feedback	**Completed**
Health and Safety Reps / Health and Safety Co-ordinators	Create a procedure to explain the various functions	**Completed**
	Circulated to Reps / co-ordinators for comments	**Completed**
Engineering and Welding	Check procedures, risk assessments and COSHH in place (Linkwood)	**Completed**
On-going work for: • PEEPs	These types of issues will be ad-hoc and require attention as they arise.	**Completed**

- Work Placements - New /Expectant Mothers Risk Assessment - DSE Assessments		
Gap Analysis of Documentation	In-depth review for completion of gap analysis	**Completed**
Progress Report	Health and safety report for Nick	**Completed**

Phase 3: Addressing Urgent Issues		
Timescale: January – End of March 2019		
Topic	**Required**	**Status**
Health and Safety Action Tracking	SHE system Action Manager to be provided to all Departments	**With FD for action**
COSHH and DSEAR	Procedure and associated form.	**Completed**
	Send to H&S Committee for feedback	**Completed**
Noise at work	Undertake noise monitoring (Linkwood) - woodworking	**Completed**
	Undertake noise monitoring (Linkwood) - Engineering	**Completed**
	Write Noise Assessment Report	**Completed**
	Create Policy and Procedure	**Completed**
Vibration at work	Undertaken hand-arm vibration monitoring (Linkwood)	**Completed**
	Write hand-arm vibration assessment report – not required following survey.	**Completed**
	Create Policy and Procedure	**Completed**
Work at height	Create Procedure	**Completed**
	Send to H&S Committee for feedback	**Completed**

Fire Risk Assessment Actions	Write up spreadsheet of actions from Fire Risk Assessments	Completed
Health and Safety Committee	Amend Health and Safety Manual	Draft completed and revised awaiting further and final Trades Union consultation for full implementation
On-going work for: • PEEPs, Work Placements, New and Expectant Mothers Risk Assessment, DSE Assessments •		Completed
Progress Report	Health and safety report for FD	Completed

Phase 4: Addressing Other Issues		
Timescale: April - July 2019		

Topic	Required	Status
Emergencies other than fire	Create Emergency Evacuation Plan	Completed
	Send to H&S Committee for feedback	Completed
Fire Incident 09.05.19	Meet with Fire Safety Enforcement Officer from Fire Service regarding college provisions for fire safety	Completed
	Collate statements and write final report	Completed
	Revise Emergency Evacuation Reports that PIC complete in event of evacuation.	Completed
	Create document on Fire Warden Role	Completed
	Checked fire wardens in all areas and produced college plan for each fire warden showing their allocated area of responsibility	Completed
Workplace Assessments	7 Workplace assessments requested by staff in P104	Completed

Risk Assessment Training at Linkwood	Training staff in how to carry out a Risk Assessment	**Completed**
	Preparation for the above training	**Completed**
On-going work for: • PEEPs, Work Placements, New and Expectant Mothers Risk Assessment, DSE Assessments		**Completed**
Progress Report	Health and safety report for FD	**Completed**

Partnership Institutions

Health & Safety Checklist

For the period 01.08.2018-31.07.2019

Partnership Institution Details

Name:- Moray College UHI
Address:- Moray Street, Elgin, Moray
Post Code IV30 1JJ
Tel   01343 576000   e-mail   N/A

Health & Safety Policy

Is there a Safety Policy available which includes a Statement of Intent, Organisational Responsibilities and Arrangements?   Yes
Who is it signed by? Chair of the Board of Management and Principal
Is it regularly reviewed? Yes
Who supplies competent health and safety advice? (Please state name and qualification) H&S Consultant
Who accepts overall responsibility for health and safety? Board of Management and Principal

Health and Safety Committee

Has a Health and Safety Committee been appointed? Yes
How often does this Committee meet each year? 3 times per year
Who Chairs the Committee? Principal
Does the Committee have terms of reference? Yes
Are Trades Unions represented on the Committee? Yes
Are non Trades Union employees represented on the Committee? Yes

Risk Assessment

Are generic risk assessments compiled, agreed and implemented? Yes
Are display screen equipment assessments carried out, including for those who may work remotely as part of their contract? Yes, as part of H&S Consultant provision
Are COSHH assessments carried out? Yes
Are noise assessments carried out?   Yes
Are manual handling assessments carried out? Yes
Are individual assessments carried out for new and expectant mothers? Yes
Are young persons assessments carried out? Yes, as and when required.
Are the findings of risk assessments recorded and action taken where necessary? Yes
Are those identified as being at risk involved in the assessment or the findings conveyed to them? Yes
Please list other types of assessment compiled and recorded.
Do you have a policy for the review of risk assessments? The College has in place a risk assessment policy and procedure.

Maintenance and Statutory Testing

Do you have arrangements in place to regularly inspect and test fume cupboards and other local exhaust ventilation, lifting equipment and accessories and pressure systems through a competent person? Yes
Do you regularly inspect and test portable and fixed electrical equipment? Yes
Is your water system maintained/tested to reduce the risks from microbial growth? Yes

First Aid. Accident/Incident/Near Miss Reporting

Do you have an adequate number of qualified First Aiders available at any given time? Yes
Do you have a suitable means of recording accidents/incidents and near misses? Yes

Are written arrangements in place to assist with the investigation and reporting of accidents? Yes
Who is responsible for reporting under RIDDOR? At present H&S Consultant covers this

Fire
Has a fire risk assessment been carried out by a competent person on all buildings? Yes
Have the assessment findings been recorded and actioned? YES Progress is being made on a plan capturing High/Medium and Low priority work.
How often are the fire assessments subject to review? Normally annually.
Is a suitable fire action plan in place for each building? Yes
Do you use PEEPS (Personal Emergency Evacuation Plans)? Yes
If necessary (more than ground floor and no fire lift), do you have evac chairs (or equivalent) and staff trained in their use? Yes
Are detection and alarm raising systems adequate? Yes
Are alarms tested and evacuation drills carried out and recorded? Yes
Do you have a sufficient number of staff trained as fire wardens? Yes
Are portable fire extinguishers available and checked by a competent person? Yes
If necessary, do assessments make particular account of student residences? N/A The College does not operate student residences.

Occupational Health
Do you have written procedures to manage health and wellbeing of staff and students? Yes, for staff
Who is your Occupational Health provider? NHS Highland, a new provider from session 19/20
Is sickness/absence management linked into health and safety processes? Any H & S concerns would be addressed through absence management processes
Do you carry out stress risk assessments/surveys? A staff survey, covering the areas of Stress Mgt Standards is undertaken every two years

Health Surveillance
Do you have written procedures to manage Health Surveillance?
What areas are monitored through Health Surveillance? (Please indicate) Respiratory Audiometric Occupational Dermatitis Hand Arm Vibration Syndrome (HAVS)

Training
Do you provide induction training to all new members of staff? Yes
Briefly describe the content of induction and who delivers it, Procedural signposting and general advice is provided online, thereafter staff are required to undertake online Marshall ACM H & S Training.
Are senior staff trained in health and safety awareness? Yes
Are supervisors and line managers appropriately trained (eg in risk assessment)? Training provided in August 2019
Please list other health and safety training topics covered Mental Health FA, Understanding self harm, Mindfulness, Safeguarding to be arranged
Are appropriate training records maintained? Staff are required to maintain an online CPD log.

Student Placement/Work Experience
Do you have a written procedure to check the competency/safety awareness of potential providers? YES
Who carries out these checks? H&S Consultant

Has the person carrying out the checks received adequate training to do the task? YES
How are these checks carried out (Visit or letter)? Site Visit
What is checked (Please tick)? Insurances √ First aid arrangements √ Fire and emergency arrangements √ Accident reporting √ Welfare arrangements √ Existence of risk assessments √ Student induction to workplace √ Other

Management of Third Parties/Contractors
Do you assess the competency of contractors where required before they begin work (eg obtain risk assessments and details of qualifications) Yes
Do you provide safety information to third parties (eg visitors) and contractors on site? Yes
Do you monitor the work of contractors when they are on site? Yes

Travel away from Premises
Do you have robust procedures in place to deal with trips away from site e.g. Foreign travel, field trips? YES
Are all risks suitably assessed? Yes
If staff members are driving students, are their driving competencies assessed before travel? MIDAS trained for minibuses YES
Are procedures in place relating to unforeseen circumstances arising? YES – EVOCA procedure covers issues during working hours and arrangements for duty head outside working hours.

Emergency/Contingency Planning
Do you have appropriate procedures in place to manage emergency situations? YES
Please provide details of subjects covered • BCP in place and covers typical business continuity scenarios, including ICT. • Duty Head arrangements provide specific arrangements for out of hours cover.

Please provide details as follows for the period covered in this questionnaire:

	Headcount	Total accidents	Total incidents and near misses[1]	Total RIDDOR[2] Reportable
STAFF	309 Contracted as at 31/7/19	4	3	1
STUDENTS	5091 (SITS 18/19)	42	31	2
OTHERS	NA	0	2	0

[1]Please supply details of any RIDDOR reportable accidents as an appendix to this questionnaire.
[2]Definitions: Accident- An unplanned and uncontrolled event that gives rise to injury or harm to the health of any person
Incident- An event causing actual damage to property (including plant or equipment) or other loss with potential to cause injury.
Near miss- An unplanned event with the potential to cause injury or loss
Please do not include medical conditions etc where these have not been caused through the workplace or a work/study activity, or where first aid was provided to treat an injury or condition not caused by the workplace or work/study activity.

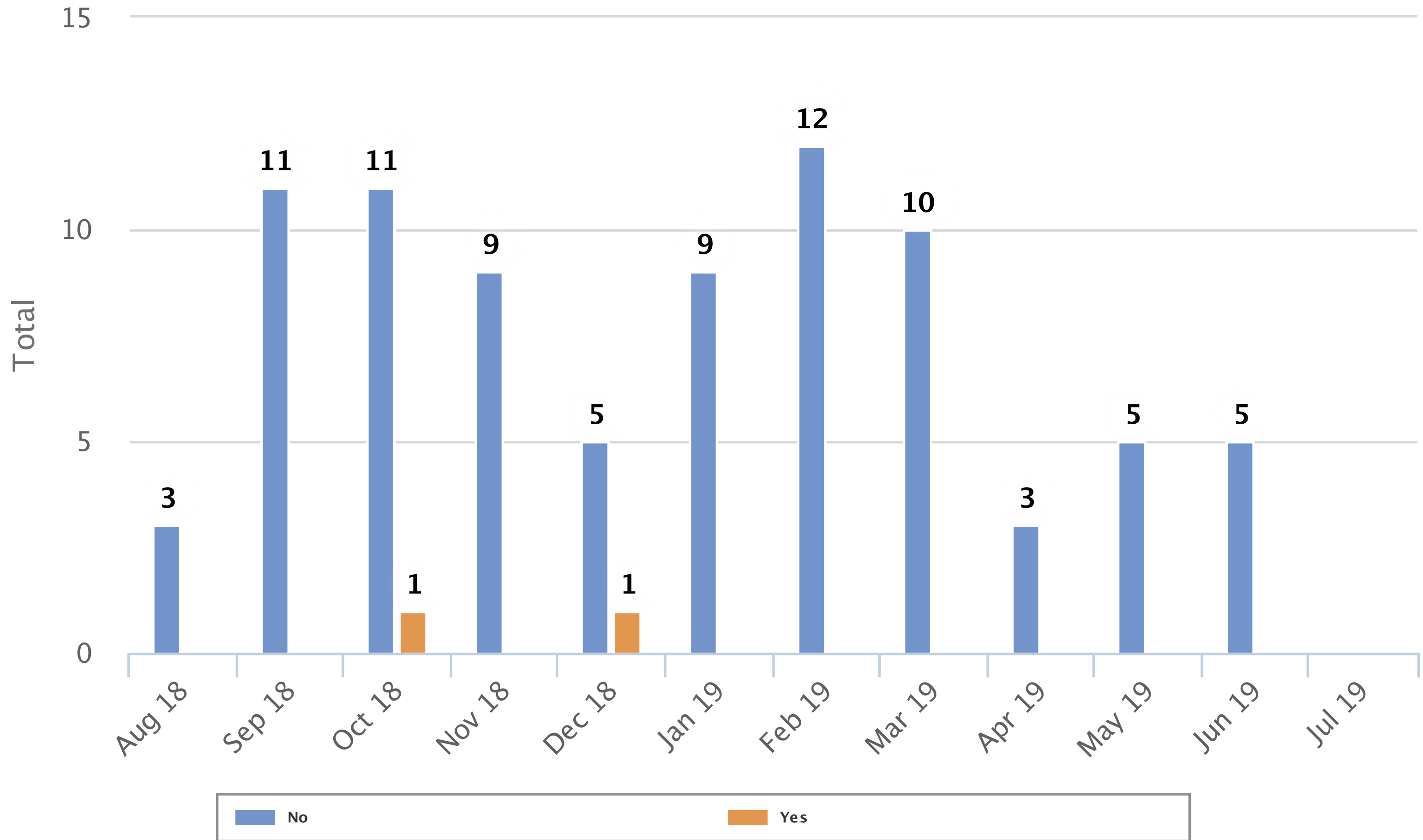| Monitoring safety arrangements |
|---|
| Do you have arrangements to inspect your institution at least once a year? YES |
| Are the findings recorded? YES |
| Do you have a mechanism for ensuring that actions are not left outstanding from one inspection to the next? YES – monitored by the H&S committee |

Further comments

| Declaration:

"The information I have provided in this questionnaire is, to the best of my knowledge, true and accurate"
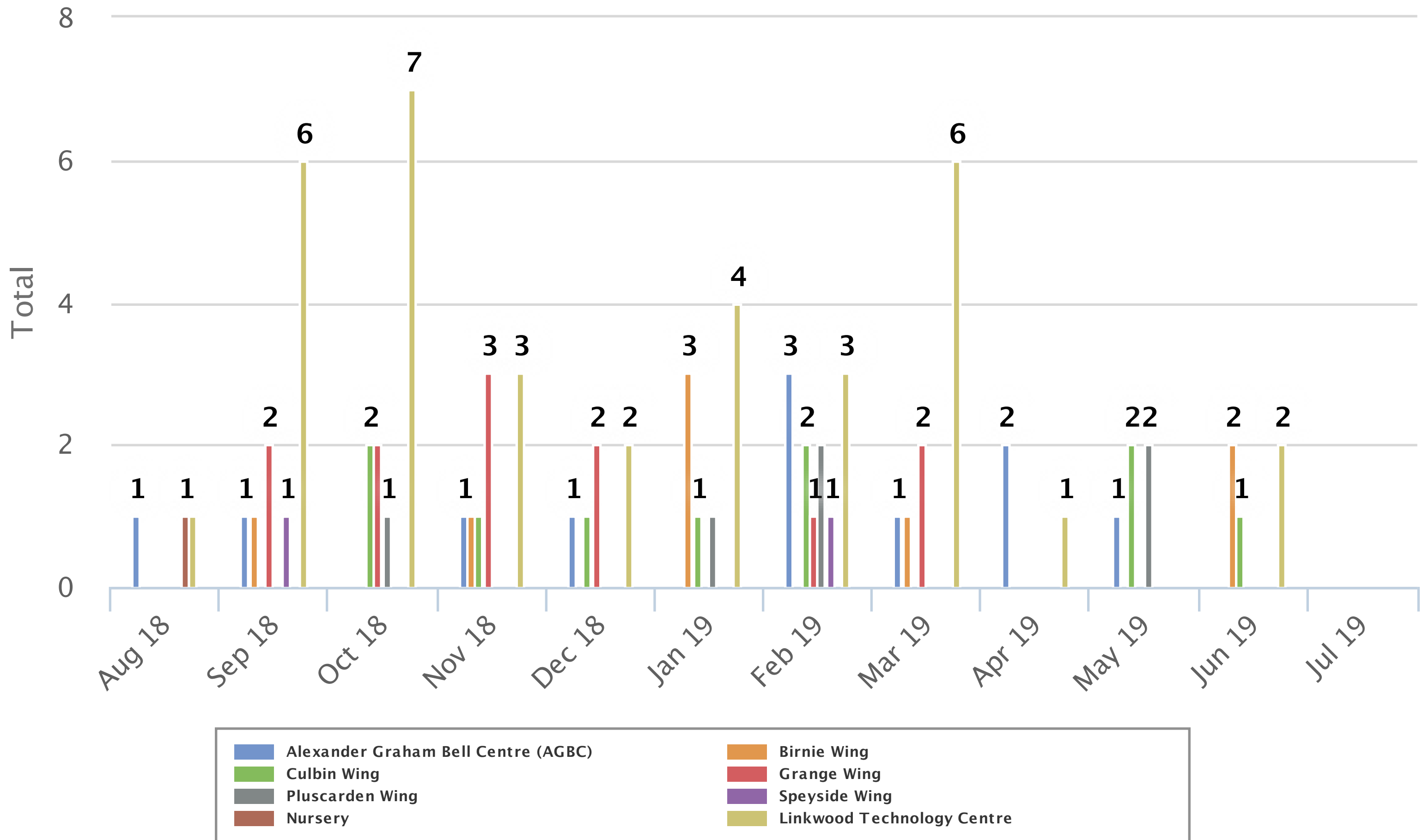
Signed   Position in organisation
Print   Date |
|---|

RIDDORS 1st August 18 – 31st July 19

	Aug 18	Sep 18	Oct 18	Nov 18	Dec 18	Jan 19	Feb 19	Mar 19	Apr 19	May 19	Jun 19	Jul 19
No	2	11	12	9	5	9	12	10	3	5	4	
Yes	1				1						1	
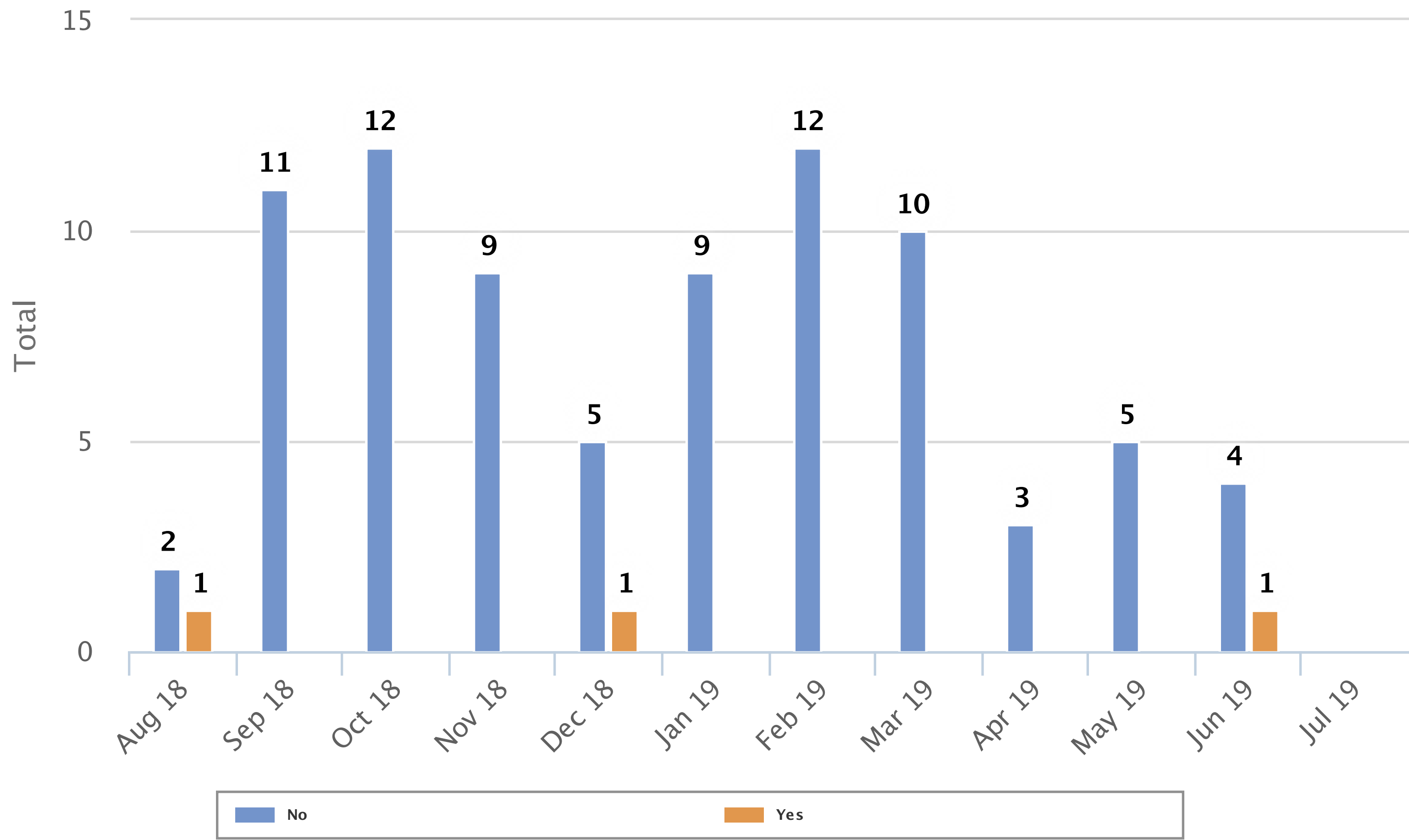
Near Miss 1st August 18 – 31st July 19

Incident Locations 01 Aug 18 – 31 July 19

Incident Subtype 01 Aug 18 – 31 July 19

Legend:
- Not Set
- Contact With Hot Surface
- Contact With Sharp Object
- Slip,trip fall on same level
- Contact with power tool
- Fall from height
- Struck by moving,flying or falling objec
- Exposed to harmful substance
- Object in eye
- Allergic reaction
- Other
- Another type of Dangerous Occurrence
- Contact With Moving Machinery Or Material Being Machined
- Equipment misuse
- Struck by moving,flying or falling object
- Contact with hand tool
- Struck against
- Machined
- General sickness
- Seizure
- Contact with hot liquid/vapour
- Anxiety Attack

University of the Highlands and Islands Moray College

STAFF GOVERNANCE COMMITTEE
Minutes of Meeting held on
Tuesday 12 November 2019
At 1000 hours in the Boardroom

Present:

Mrs Seonaid Mustard (Convenor)
Miss Caroline Webster
Mr David Patterson
Mrs Rosemary McCormack

In Attendance:

Mrs Carolyn Thomson
Mrs Cathie Fair (Clerk)
Mrs Kelly Strachan (Minutes Secretary)

Item		Action	Date
SG.19.3.01	**(i) Resignations**		
	There were no resignations		
	(ii) Appointments		
	Mr Jeremie Fernandes and Miss Caroline Webster were appointed to the Committee.		
SG.19.3.02	**Apologies for Absence**		
2.1	Apologies were received from Mr Joe Bodman and Mr Jeremie Fernandes		
SG.19.3.03	**Any Additional Declarations of Interest including specific items on this Agenda**		
3.1	No additional declarations of interest were noted.		
SG.19.3.04	**Draft Minutes of meeting held on 25 June 2019**		
4.1	The Minutes were accepted as an accurate account of the meeting. Proposed: Mrs Rosemary McCormack Seconded: Mr David Patterson		
SG.19.3.05	**Matters Arising/Action Sheet from meeting held on 25 June 2019**		
5.1	Mrs Fair confirmed that all matters arising had been completed or were on the Agenda for discussion.		
SG.19.3.06	**Emerging Issues**		
	i Strategic Objectives for SGC		
6.1	The Committee spent some time considering whether there should be a change in focus for the Committee and after debating this agreed that these should be as per the objectives set out in the Strategic Plan on		

	organisational culture and values and HR Objectives as outlined in the College Operational Plan. Additionally, how to manage our way through the current financial situation in a way that adheres to the College's core values.		
Action	A copy of objectives distributed to Board with papers for next Board Meeting.	**Mrs Fair**	16-12-2019
SG.19.3.07	**HR Directors Report**		
7.1	The committee were guided through Mrs Thomson's report item by item and given the opportunity to comment or question if required. The Committee acknowledged the pressure of work some staff may currently be under particularly the HR Department.		
7.2	Of note was a particularly challenging JCC meeting followed with a communication from Levels 1, 2 and 3 promoted staff indicating areas of dissatisfaction some of which related to SLT. It was noted however, that is did not represent the views of <u>all</u> promoted staff. The Committee queried the SLT response and the Principal confirmed this has been acknowledged and is currently considering a way to take this forward.		
SG.19.3.08	**Culture and Values**		
	i **Update**		
8.1	Mrs Thomson provided a paper updating progress towards the strategic aims and objectives during session 19-20. The Committee considered whether it was appropriate to develop a set of positive behaviours and after discussion agreed that this would not be necessary. Committee felt a definitive list might prove counter-productive.		
	ii **Update on roll out of Staff Survey 2019**		
8.2	The Committee received an overview on the roll out of the staff survey. This had been raised at CMT and the document, which was marked for internal use only, had now been shared on the intranet. The Committee noted that the survey contained some difficult messages. There was an awareness that some staff failed to complete information that would allow areas to be identified and there was a feeling within College that holding a survey is not a meaningful exercise. The Committee questioned the intent of College Management in addressing some of the issues highlighted. This needs to be considered by the SLT.		
Action	In order to address some of the comments related to the transparency of the Board, the Committee suggested publishing the Board Schedule of meetings for the year to all staff. Also posters setting out Core Values.	Mrs Fair	Immediately
	iii **Update on Staffing Matters (Reserved)**		

8.3	This item is reserved and the minute held in confidence.		
SG.19.3.09	**Update on Staff Development Activities 2019-20 ***		
9.1	A report had been provided for the committee summarising all staff development activities to date for the current session. The issue of support staff being unable to attend was highlighted. The Committee noted there is a high level of opportunities. However, the high proportion of part time staff makes it very challenging to attend on set days.		
SG.19.3.10	**Policies due for Review – Annual Update**		
10.1	Over 30 policies are reviewed on a 4-year rolling programme. A paper written by Clare Lambourne, HR Manager on the HR Policy Review group was circulated for information explaining the process. This works well in avoiding a major overhaul of policies. The Committee thanked Mrs Thomson and particularly her team for this work.		
SG.19.3.11	**Health and Safety Update**		
	i **Minutes of Health and Safety Committee 11 November 2019**		
11.1	Mr Patterson highlighted the main issues which had been discussed at the meeting the previous day in the absence of minutes. The Health and Safety Co-ordinator had been unavailable to attend the meeting. The College needs to consider how to cover Health and Safety going forward. An ATR had been signed off for Estates/Health and Safety Officer but this is on hold due to financial constraints. The Committee sought assurance that we are secure in this area.		
Action	Committee to have sight of Reports from Health and Safety Consultant and Health and Safety Report to the full Board.	Mr Patterson	ASAP and Dec Board
11.2	A full Health and Safety Report may be required for the joint Audit/F&GP meeting to accompany the UHI Health and Safety Checklist	Mr Patterson	26-11-2019 Joint Audit/F&GP
Action	To keep Committee and Board informed of the decision over health and Safety/Estates responsibilities going forward.	Mr Patterson	As required.
SG.19.3.12	**Date of Next Meeting – 28 January 2020**		
RESERVED ITEMS			
SG.19.3.13	**Reserved Minutes of meeting of SGC held on 25 June 2019**		
13.1	This item is reserved and the minute held in confidence		
SG.19.3.14	**Reserved Matters Arising/Action sheet from meeting held on 25 June 2019**		
14.1	This item is reserved and the minute held in confidence.		

SG.19.3.15	**Report on Whistleblowing Cases**		
15.1	This item is reserved and the minute held in confidence.		
	Meeting closed at 1200 hours		

BOARD OF MANAGEMENT
LEARNING, TEACHING & QUALITY COMMITTEE
Minutes of Meeting
held on
Tuesday 12 November 2019
at 13.30pm in the Boardroom

Present: Mr D Patterson (Chair)
                  Mrs N Yoxall   Mrs R McCormack
                  Mrs J Johnston   Mr A Fowlie
                  Mrs T Wilson   Mrs M Smith
                  Mr K Gee   Mrs J Andrews
                  Mrs C Newlands   Mrs S Bright
                  Mrs L Huby   Ms H Sharp
                  Mrs S Mustard   Mrs T McIlwraith

In attendance: Mrs C Fair (Clerk)
                  Mrs K Strachan (Minute Secretary)

		ACTION	DATE
LTQ.19.4.01	**Resignations and Appointments**		
1.1	Mr Patterson welcomed everyone to today's meeting, There were no resignations or appointments discussed.		
LTQ.19.4.02	**Apologies for Absence**		
2.1	Apologies were received from: Mr Joe Bodman Mr Derek Duncan Mr Stephen Duff Mr Garry Rendall Mr Malcolm Clark Mr Jim Mackinnon		
LTQ.19.4.03	**Any Additional Declarations of Interest including specific items on this Agenda**		
3.1	There were no additional declarations of interest received.		
19.4.04	**i. Draft Minutes of LTQC meeting held on 11 June 2019**		
4.1	The minutes were approved as a true and accurate record of the meeting held on 11 June 2019: Proposed: Mrs Seonaid Mustard Seconded: Mrs R McCormack		
4.2	**ii. Draft Minutes of LTQC meeting held on 19 August 2019**		

	The minutes were approved as a true and accurate record of the meeting held on 19 August 2019: Proposed: Mrs Nikki Yoxall Seconded: Mrs Seonaid Mustard		
LTQ.19.4.05	**i. Matters Arising from LTQC Meeting held on 11 June 2019**		
5.1	<u>10.1</u> Update report of RIKE Strategy Action Plan	**On Agenda**	
	<u>12.1</u> Learning and Teaching Review update.	**On Agenda**	
5.2	**ii. Matters Arising from LTQC Meeting held on 19 August 2019**		
	<u>4.3.</u> Student Code of Conduct Review	**On Agenda**	
	<u>4.4.</u> Promoting a Positive Learning Environment (Regional)	**On Agenda**	
	<u>4.5</u> Academic Appeals (Regional)	**Completed**	
	<u>4.6.1</u> Clarification given that Class Representative is appropriate title.		
	<u>4.6.2</u> Ms Sharp to action title change.	**HS**	
LTQ.19.4.06	**18/19 EREP**		
6.1	i) Mrs Yoxall gave an overview of her report, which had been presented to the Board of Management at their meeting on 29 October 2019. Results of the report are very positive and have been fully endorsed by the Board and Gill Ritchie. EREP Endorsement Board meetings went well. Positive feedback from staff gathered at CMT with some actions to take forward to the 19/20 process. However, concerns raised over consistency of Board of Management attendance of these meetings. Particular concern raised over the conduct of a board member at one of these meetings. This is to be investigated.		
6.2	ii) Report has been circulated to staff and positive feedback has been received from Support Teams. Data had not been used in the majority of reports, which required additional work to be done and EREP's resubmitted. There is a risk of inaccuracy. Work is to continue on this and an agenda planned to enable training for managers to implement improvements in relation to evaluative writing.		
LTQ.19.4.07	**Quality Cycle Update – verbal**		
7.1	i) Ms Sharp advised that Quality Toolkit is up and running and being used by staff on SharePoint. Ms Sharp also stated that she is willing to support staff to implement any suggested improvements or changes as and when they wish to ask for it, rather than arranging a training		

	event which only a few will attend. It is expected that the Toolkit will continually evolve as needs change.		
7.2	ii) Reports from the first wave of the Course Committee Meetings are that they are enabling teams to establish their own areas for improvement, and to come up with an appropriate action plan for making the changes that are needed. Some teams were unaware of their Enhancement Plan before these meetings. The support received from the impartial chairs at these meetings essential to enable critical thought processes and helping teams to look for where the best improvements can be made. Feedback particularly positive on the involvement of students within this process and it was expressed that the involvement of Skills for Life students was seen as a positive step. Further report to be made at next LTQC meeting on the progress of the SCM meetings.		
ACTION	Further report on progress of CCM and SCM meetings.	**NY**	
LTQ.19.4.08	**Learning and Teaching Review Update**		
8.1	Mrs Yoxall gave update on implementation of the learning and teaching review. 9 reviews and observations have already taken place, with a further 17 scheduled. Concerns were raised over scheduling these reviews around teaching commitments, and the challenge to meet requirements. JNC was cancelled therefore no formal agreement in place yet, this is to be brought to the next LTR meeting and it is expected that the outcome will be positive. Comments made on the main positive outcome of these reviews being that they have allowed for self-reflection from teaching staff, and in turn enabled the college to provide support and resources where required. Question raised as to whether there was opportunity to share good practice from these reviews between other teams to encourage engagement in the process. Ms Sharp has developed a reporting tool, but there are challenges drawing out themes from the paperwork at this early stage, however work is being undertaken to address this. Sharing of good practice is promoted at team meetings, is enabled through activities on staff development days and members of the MEET team are working in collaboration with staff to share good practice that they see.		
LTQ 19.4.09	**Student Early Experience Survey**		

9.1	Originally planned to have a submission date of 1 November 2019, this has been changed to 14 November 2019 to be brought in line with partner colleges conducting the same survey. Mrs Sharp expressed that the feedback had been mostly positive, with a few minor issues that could have potential for improvement. The main of these being more support for students applying for financing, and their lecturers requiring a basic knowledge on how the application process works, in order to provide some guidance. Some work also required to improve induction experience. The survey made clear that the students have a high appreciation for the staff within the college that they have come into contact with. Ms Sharp also wished to thank the teaching teams for the level of response received from their students.		
Action	To set up SLWG to address issues highlighted around Induction.	**NY**	**ASAP**
LTQ.19.4.10	**Implementation of Curriculum Strategy**		
	(i) Curriculum Strategy Update		
10.1	Mrs Newlands provided an overview of the updates made to the Curriculum Strategy as highlighted in her report. The main points being 1. update 3.2 to reflect the impact of changes in HE funding according to price group redistribution. 2. update 3.3 to include reference to Moray Regional Skills Assessment and the Moray Economic Strategy. 3. update 4.1 to align priorities as a result of changes in the Moray SIP and the Moray Economic Strategy.		
	(ii) Curriculum Gap Analysis		
10.2	Mrs Newlands provided brief overview of her report, highlighting that the common issue is some sectors have areas for growth that is outwith the control of the college as a whole. In particular, the proposal to have an aircraft engineering course relies heavily on the Moray Growth Deal coming forward. SDS Employability Fund is in place to support unemployed people back into the workforce, the issue with this being the number of small businesses within the local Moray area, who are not hiring, making it increasingly difficult to meet the needs of graduating students. Sectors to look at analysis comments and pose		

	improvement ideas in January. Comment made on the Moray College, who regularly change the content of courses to meet newer qualification requirements, but because the course titles do not change, these improvements are not reflected. Importance of the Curriculum Gap Analysis stressed by Mr Patterson, who is keen for the process to continue in order to maintain the improvements already made.		
LTQ.19.4.11	**RIKE Strategy Action Plan**		
11.1	Mrs Yoxall and Mrs Andrews updated the committee on the results of their report. Action plan and strategy to take plans into 2022 with steps being taken to have active research taking place at Moray College. We are submitting staff to the REF for the first time and Dr Lindsay Blair's role as Reader is a positive step in ensuring a presence within the research community of UHI. Mrs Andrews added that there are currently student projects being run in conjunction with Elgin Museum, with proposals being brought forward for consideration from Moray Council among other institutes. Mrs Andrews noted that 4 submission have been made for innovation vouchers to date. It is anticipated that as and when the College makes a successful bid, this will boost staff's confidence. Mrs Johnston praised the report and it was agreed that there are exciting developments in place.		
LTQ.19.4.12	**MORAGGA 1 Report**		
12.1	Mrs Yoxall highlighted some of the key points which were outlined in the MORAGGA 1 Report which has focussed only on full time FE students. MORAGGA 2 will focus on HNC part time students in more detail. Attendance and Retention are slightly below where they were at the same point last year. Teams are coming to meetings with a range of interventions and actions already in place for students presenting attendance or progress concerns.		
LTQ.19.4.13	**Policies**		
13.1	i) <u>Promoting a Positive Learning Environment</u> SDP underpinning of the policy. Feedback from committee sought over appropriate staff members to confirm each level of the procedure. Volunteers sought to though agenda at SCT. Report tabled for approval at the next meeting.		

ACTION	To consider at SCT on 15-11-2019 in first instance and then renewed report to be brought to next Committee meeting.	**NY**	**15-11-2019 March LTQC**
LTQ.19.4.14	**CAMP Report**		
14.1	Mrs Newlands highlighted some of the key points made in her report. The majority of courses awaiting approval are FE, which Moray College have more control over. New system coming online for HE courses, as system is relatively new, the process has been slow but will improve with continued use.		
LTQ.19.4.15	**FE Regional Strategy for Work Experience**		
15.1	Mrs Newlands highlighted key points from the report. Main questions raised were how to achieve the desired outcome; what meaningful work experience means for Moray College. Strategy to be worked on with a view to implementing during 2020.		
LTQ.19.4.16	**Emerging Issues**		
16.1	Mrs Yoxall made clear that in terms of Learning and Teaching, Moray College in very good position, particularly in terms of student retention and attainment. This is made evident in the reports previously discussed.		
16.2	Mr Patterson highlighted the financial issues within the college, and reiterated the need for an obtainable pace for our capacity to change. With new courses for degree students, and innovations in the Art department paving the way for others to follow suit.		
16.3	Mrs Johnston stated how happy the Board of Management are to be hearing of the positive improvements being made within the college and urged colleagues not to lose sight of them during troubling times.		
RESERVED ITEMS			
LTQ.19.4.17	**Draft Reserved Minutes of LTQC meeting held on 11 June 2019**		
17.1	This item is reserved and the Minute held in confidence.		
LTQ.19.4.18	**Date of Next Meeting**		
18.1	17 March 2020		
	Meeting closed 15.20pm		

University of the
Highlands and Islands
Moray College

Finance and General Purposes Committee
Draft Minutes of Meeting held on
Tuesday 26 November 2019 at 10.00am in the Boardroom

Present:

Mr Murray Easton (Convenor)   Mr Joe Bodman
Mr Peter Graham   Mr Nathan Sanderson
Mr David Patterson   Mrs Rosemary McCormack

In Attendance:

Mrs Deborah Newton
Miss Michaela Munro
Mrs Cathie Fair (Clerk)
Mrs Kelly Strachan (Minutes)

Item		Action	Date
F.19.5.01	**(i) Resignations**		
1.1	There have been no resignations received.		
	(ii) Appointments		
1.2	There have been no new appointments.		
F.19.5.02	**Apologies for Absence**		
2.1	Apologies were received from Mr Jim Knowles and Miss Carolyn Webster.		
F.19.5.03	**Any Additional Declarations of Interest including specific items on this Agenda**		
3.1	There were no additional declarations of interest.		
F.19.5.04	**Draft Minutes of Finance and General Purposes Committee Meeting held on 10 September 2019**		
4.1	Subject to minor revision, the minutes were accepted as a true record and approved by the Committee: Proposed: Mrs Rosemary McCormack Seconded: Mr Peter Graham		
F.19.5.05	**Matters Arising/Actions Sheet from F&GP Meeting held on 10 September 2019**		
5.1	The majority of actions were completed. F.19.2.12 – Policy Review Update remains outstanding. F.19.4.11 – Review of Terms of Reference of F&GP is Agenda item F.19.5.10		
F.19.5.06	**Emerging Issues**		
6.1	Following interviews last week, a new Financial Director has been appointed. Shelly McInnes is due to start on 2 December 2019.		

F.19.5.07	Q1 Management Accounts - verbal		
7.1	Miss Munro provided an overview of the accounts. At time of the meeting staffing costs are slightly below budget, with the overall forecast for the year in line with the budget previously set out. Miss Munro was questioned about the cash flow position. Current bank balance £774k with the final payment of £500K due for the replacement boiler. Confirmation of additional funding from CITB from apprenticeships. However, this does not affect the 18-19 statutory accounts. Income for funded posts invoiced and currently awaiting a payment of £125k. Clarity sought over payment schedule for funding from UHI which is not flowing according to plan eg FWDF. There should be a formal process for allocation of funding. Certain streams need to be invoiced whilst others flow naturally.		
ACTION	Miss Munro to advise Mr Graham and Mr Easton when funds are outstanding.	**Miss Munro**	**29-11-2019**
F.19.5.08	**Finance and General Purposes Committee's Annual Report to the Board**		
8.1	This item is reserved and the Minute held in confidence.		
F.19.5.09	**Annual Report on Procurement**		
9.1	Miss Munro and Mr Patterson updated the committee on the main factors of the report – i) There has been a saving of £367k in procurement. ii) 51% of our spending has been through the APUC framework. Questions were raised on whether local area contractors are utilised for supplies for the College. At the moment there are alternative companies under contract, but that local providers would be consulted when the time came for contracts to be renewed.		
F.19.5.10	**Review of Terms of Reference of F&GP Committee**		
10.1 **ACTION**	Mr Easton to provide Mrs Fair with feedback before the Board of Management meeting on 16 December 2019 when Standing Orders and Terms of Reference are due for renewal.	**Mr Easton**	**10-12-2019**

RESERVED ITEMS			
F.19.5.11	**Draft Reserved Minutes of Finance and General Purposes Committee Meeting held on 10 September 2019**		
11.1	This item is reserved and the Minute held in confidence.		
F.19.5.12	**Reserved Matters Arising/Action Sheet of Finance and General Purposes Committee Meeting held on 10 September 2019**		
12.1	This item is reserved and the minute held in confidence.		
F.19.5.13	**Draft Annual Statutory Accounts 2018-19**		
13.1	This item is reserved and the minute held in confidence.		
F.19.5.14	**Review of External Auditors' Annual Report**		
14.1	This item is reserved and the minute held in confidence.		
F.19.5.15	**Update on 19/20 Budget and 4 Year Financial Plan**		
15.1	This item is reserved and the minute held in confidence.		
F.19.5.16	**Risk Register**		
16.1	This item is reserved and the minute held in confidence.		
F.19.5.17	**Date of Next Meeting**		
17.1	10 March 2020		
	Meeting closed at 12.10pm		

BOARD OF MANAGEMENT

Joint Audit & Finance and General Purposes Committee
Draft Minutes of Meeting
held on
Tuesday 26 November 2019
at 1.30 pm in the Boardroom

Present:	Dr J McLeman	(Convener)
	Mrs D Newton	
	Mrs D McKinstrey	
	Mr G Johnston	
	Mr K Gee (HISA)	
	Mr Peter Graham	(Chair)
	Mr M Easton	(Vice Chair and Convenor F&GP)
`	Mr J Bodman	
	Mrs R McCormack	
	Mr N Sanderson (HISA)	
In attendance:	Mr D Patterson	(Principal)
	Mrs M Munro	
	Mr D Duncan	
	Mr S Reid	(EY External Auditors)
	Mr S Inglis	(Henderson Loggie, HL, Internal Auditors)
	Mrs C Fair	(Clerk)

		ACTION	DATE
A.19.4.01 **Closed Session**	**A closed session was held from 1.00–1.30 pm with members of the Audit Committee and the external auditors to discuss external audit matters.**		
A.19.4.02	**Resignations and Appointments**		
2.1	There were no resignations. Mrs Kelly Strachan was appointed as Minute Secretary.		
A.19.4.03	**Apologies for Absence**		
3.1	Apologies for absence had been received from: Miss Caroline Webster Mr Jim Knowles Mrs Kelly Strachan		
A.19.4.04	**Any additional Declarations of Interest including specific items on Agenda**		
4.1	Mr S Reid EY and Mr S Inglis HL declared an interest in Agenda item A.19.4.20.		
A.19.4.05	**Draft Minutes of Meeting of the Audit Committee held on 8 October 2019**		
5.1	The minutes were accepted as a true and accurate record and approved by the Committee: Proposed: Mrs D Newton		

		ACTION	DATE
	Seconded: Mrs D McKinstrey		
A.19.4.06	**Matters Arising/Action Sheet from meeting of Audit Committee on 8 October 2019**		
6.1	Mrs Fair confirmed the status of the actions arising the majority of which had been completed and closed or were on the Agenda for discussion. The following actions remain open:		
6.2 **Action**	5.3 – Issue of whether a Whistle-blower Policy or equivalent is/should be available for students. Mr Duncan had circulated a response by e-mail. It may be appropriate to take a UHI wide approach to this issue and raise within the UHI Single Policy Environment. An option could be to include within the scope of the Staff Whistleblowing Policy and the Student Guidance Policy. Remains open.	**Mr Gee Mr Duncan**	
6.3	7.1 -To check whether timing of year end reports can be changed, in turn to allow earlier reporting to UHI; – checked and change was not possible this year, matter to be discussed further at Nov meeting of Audit Chairs. Dr McLeman updated the Committee following Nov Audit Chairs' – there was a recognition there are different timings across APs so matter is now closed.		
6.4 **Action**	7.2 – Dr McLeman to raise scope for collaboration on compliance framework matters at next Audit Chairs' meeting. Following the discussion at Chairs' meeting, a presentation on Compliance had been circulated to Committee and this should also be forwarded to Mr Duncan, in view of agenda item at the February 2020 meeting.	**Mrs Fair**	Immediate
A.19.3.07	**Risk Register**		
7.1	Mr Duncan had circulated an updated version of the Risk Register along with a cover paper highlighting increasing and decreasing risk items for noting by the Committee. Other risks remain stable. The committee noted that it is difficult to know from the report what has been updated and suggested including a date, in addition to the previous comments made by the Committee.		
Action	Dr McLeman to advise Mr Duncan of the Committee's collective comments on Risk Register Reports, such that Mr Duncan can progress with Mr Jason Thurlbeck/ Mr Roger Sendall, including any management requirements for RR reporting.	**Mr Duncan Dr McLeman**	ASAP
A.19.4.08	**Internal Audit**		
	(i) **Annual Report for 18/19 from Internal Auditors – Henderson Loggie**		

		ACTION	DATE
8.1	The final report provided an overall opinion as well as a summary of the individual Internal Audit reports which had taken place during the year. With the exception of the Internal Audit report on Health and Safety which was graded as 'Required Improvement', HL's opinion is that the College has adequate and effective arrangements for risk management, control, governance and proper arrangement are in place to promote and secure value for money. It was noted that page 16 of the report had been updated to reflect the current position of 7 outstanding audit actions which are 'partially implemented'.		
	(ii) Final Moray College UHI Student Support Funds Report 2018-19		
8.2	Mr Inglis confirmed that HL were able to certify the FE Discretionary Fund, FE and HE Childcare Fund and Bursary Return for this year and submit this to SFC without reservation. Two reservations were raised to the SFC on the College's EMA Return as noted in the Report with one Grade 3 recommendation in relation to award letters to students.		
	(iii) Final Moray College UHI Student Activity Data (Credits) Report 2018-19		
8.3	Mr Inglis confirmed the overall conclusion for the Student Activity Data Report was a clean certificate with two grade 2 recommendations and two grade 3.		
	(iv) Internal Audit Plan for 19/20 including timeline plan		
8.4.1	The high-level internal Audit Plan had previously been discussed at the October Audit Committee. Detailed scopes and outline timeline had been included in the updated plan, namely: • Health and Safety Follow Up; • Workforce Planning; • Curriculum Planning and Development; • Budgetary Control; and • Corporate Planning Follow Up and Corporate Governance as a combined audit.		
8.4.2	A member of F&GP questioned the need for budgetary control as this was not felt to be a significant area of risk. The thinking of the Audit Committee was a combination of risk assessment and following a deep dive into staff training, a lack of take up of budget training had been noted. Discussion took place on the appropriate number of audit days; currently 33 are planned and Mr Inglis confirmed this is about average.		

		ACTION	DATE
	After some discussion the Committee agreed the plan as proposed but to put a hold for the meantime the Budgetary Control Audit and review further at its next meeting in February, by which time the new FD would be in place.		
Action	To review need for Budgetary Control Audit and to finalise the internal audit plan for 2019-20 at the Committee meeting in February. .	**Committee**	Feb 2020 Audit Committee
	Mr Inglis to adjust the proposed timelines for the 2019-20 plan, to take account of the discussion on the Budgetary Control Audit, and to progress with the other audits as decided.	**Mr Inglis**	
8..4.3	Mr Inglis was asked to reflect further on the scope of the governance audit, in view of the late submission of the Efficiency Return, to consider how this audit could be amended to include compliance with deadlines, such as Calls for Information.	**Mr Inglis**	
8.4.4	Mr Duncan tabled an initial Internal Audit Annual Plan timeline. Committee agreed that the detailed timeline approach had worked well this year.		
Action	Next iteration of the detailed internal audit timeline for 2019/20 to come to next Audit Committee.	**Mr Duncan**	Feb 2020
A.19.4.09	**Annual Report for 18/19 from External Auditors (RESERVED)**		
9.1	This item is reserved and the minute held in confidence.		
A.19.4.10	**Review of 19/19 Statutory Accounts (RESERVED)**		
10.1	This item is reserved and the Minute held in confidence.		
A.19.4.11	**GDPR Update**		
11.1	Mr Duncan provided an update on GDPR compliance monitoring including further information regarding an incident reported to the ICO in the previous reporting period. The report highlighted 3 new data breach concerns with one being classed as an actual data breach. Following review and consideration of guidance from the DPO, it was decided that this incident was not reportable. In the case of the ICO reported incident in the previous period, a number of recommendations were made by the ICO. Mr Duncan will monitor progress of the recommendations. The Committee noted the need for continuing vigilance in this area.		
A.19.4.12	**Policy Schedule Update**		
12.1	An update was provided to the Committee for information and noted that the previous backlog has now been cleared which represents a much-improved position. Mr Duncan confirmed that the plan as presented would mean that on		

		ACTION	DATE
	completion over the year, there would be no overdue policies, apart from the ones on hold for various external reasons. Dr McLeman noted she could not find on the plan the policy reviews the Committee had noted in its recent response to EY on governance matters.		
Action	Dr McLeman to advise Mr Duncan of the additional policy reviews for inclusion on the 2019-20 plan.	**Dr McLeman**	
A.19.4.13	**Efficiency Return from the College to RSB/SFC for AY 2017/18**		
13.1	It was noted that this should have been completed in August but the return has now been submitted. Mr Paterson advised that notable were significant staffing reductions with more than 3% savings being reported, which is consistent with the policy of the Scottish Government. In its Call for Information, the SFC noted that Audit Committees should have appropriate arrangements to ensure the robustness of the efficiency information within the scope of their remit.		
Action	Ensure the SFC's audit recommendations in respect of the Efficiency Return are is considered by Committee at next Audit Committee meeting.	**Dr McLeman Mrs Fair**	Feb 2020
A.19.4.14	**Compliance with the Code of Good Governance (RESERVED)**		
14.1	This item is reserved and the Minute held in confidence.		
A.19.4.15	**Emerging Issues**		
15.1	The Principal provided an update on FD Recruitment, confirming that the successful candidate, Mrs Shelly McInnes, will be joining the College on 2 December 2019.		
A.19.4.16	**Date of next meeting – 18 February 2020**		
RESERVED ITEMS			
A.19.4.17	**Draft Reserved Minutes from Audit Committee meeting held on 8-10-2019.**		
17.1	This item is reserved and the minute held in confidence.		
A.19.4.18	**Draft Reserved Matters Arising from Audit Committee held on 8-10-2019**		
18.1	This item is reserved and the minute held in confidence.		
A.19.4.19	**Draft Annual Report from the Audit Committee to the Board**		
19.1	This item is reserved and the minute held in confidence.		
A.19.4.20	**Feedback from UHI Audit Chairs' Meeting**		
20.1	This item is reserved and the minute held in confidence.		
	Meeting closed at 1630 hours		

Further Education Regional Board

07 November 2019, 13:00 to 16:00

EO1-EO2, 12b Ness Walk, Inverness IV3 5SQ (Dial in code: 79673@uhi.ac.uk)

Attendees

Board members

Michael Foxley (Chair), Alan Simpson (HISA President), Neil Stewart (Chair Inverness College UHI), Linda Kirkland (Independent), Brian Crichton (Chair Perth College UHI), John Hutchison (Chair West Highland College UHI), Peter Graham (Chair Moray College UHI), Andrew Campbell (Chair Argyll College UHI), Stephen Sheridan (Independent), Ian Minty (Chair Lews Castle College UHI), Blair Sandison (Chair North Highland College UHI), Peter Campbell (Chair Shetland College UHI), James Wylie (Orkney College UHI), John Ferguson (Chair Highland Theological College UHI)

Attendees

Garry Coutts (Chair of Court), Iain Macmillan (Principal - Lews Castle College UHI), Lydia Rohmer (Vice Principal - Tertiary), Sarah Burton (Designate Chair Inverness College UHI), John Kemp, Fiona Larg (Chief Operating Officer & Secretary), Niall McArthur (Director of Corporate Resources), Nicholas Oakley (Clerk)

Apologies for Absence

Ash Morgan, Bruce Robertson, Fiona McLean, Diane Rawlinson, David Sandison, Beverley Clubley, Crichton Lang

Meeting minutes

1. WELCOME & APOLOGIES

Chair

📄 FERB AGENDA - FinalNovember 2019.pdf

1.1. Welcome

The Chair opened the meeting and welcomed the members.

1.1.1. * The meeting will start with a presentation on the Knowledge Exchange and Innovation Activity being progressed in Shetland

[This item postponed until the next meeting due to presenter absence].

- Action: Rearrange KE and Islands Deal presentation for next FERB meeting (Neil Simco to present).

1.2. Apologies

The Chair noted apologies from Ash Morgan, Fiona McLean, Bruce Robertson, Crichton Lang, Diane Rawlinson, David Sandison, and Beverley Clubley.

1.3. Declaration of Interest

There were no declarations of interest.

1.4. Notification of Any Other Competent Business

There was no other competent business.

2. MINUTES OF MEETINGS

Chair

2.1. * Minute of the FERB meeting held on 3rd September 2019

Members **approved** the minutes of the previous meeting subject to the following alterations:
1. Margaret Cook's affiliation corrected to Perth College UHI
2. Typographical error resolved in Neil Stewart's name [item 1.2].
3. Under item 5.2: Peter Graham noted, and members agreed, that he had flagged his significant concerns about Moray College UHI's financial sustainability at the meeting, and that this should be reflected in the minute.

Action: Amend minute to reflect comments (Clerk)

🗎 2.1 FERB 19-20 - Draft_Minutes_Further Education Regional Board_030919.pdf

2.2. * Matters Arising

Chair

Members discussed the matters arising and noted the following updates:
Item 4: Impact of Brexit. Members noted that the action did not accurately reflect the action agreed in the minute, where members had agreed that a previous exercise to analyse the European staff cohort and the potential impact of Brexit be refreshed and presented to FERB members. Members agreed to reinstate this action, notify L Stewart as the action owner, and circulate the Colleges Scotland report to FERB members.
Concerns about the minute and the actions list being different were raised and discussed and the Chair agreed to review the actions list.

- Action: Refresh the previous exercise on the staff cohort and potential impact of Brexit (L Stewart).
- Action: Circulate the Colleges Scotland 'Exit from the European Union and the impact on colleges' report (Clerk).
- Action: Review procedures around the production and assignment of actions (Chair and Clerk)

🗎 2.2 FERB 19-20 - FERB Matters Arising.pdf

2.3. *Review of Delegated Decisions

Chair

There were no delegated decisions reported.

3. CHAIRMAN'S REPORT

Chair

3.1. 29/10/2019 FERB Effectiveness Review meeting - notes and reflections

The Chair **noted** that the review meeting had generated a number of actions and significant, valuable feedback, in particular the recognised need for members to engage with meetings in a friendly, positive, open manner.
Members reflected that the membership of FERB needs to be considered closely, in particular the number of independent members, and work would be required to reconcile legislative requirements with the demands of good governance.

- Action: Review, revise and assign the draft actions arising from the FERB review meeting (Chair and VPFE). The resulting actions list to be reviewed at all future FERB meetings until the actions are completed (Clerk)

🗎 20191029 FERB Effectives Review Meeting Note & reflections.pdf

4. GOVERNANCE, STRATEGY & PLANNING MATTERS

4.1. * Innovation, Knowledge Exchange and College Innovation Fund

N Simco

[This item carried forward to the next meeting due to paper author's absence]

🗎 4.1 FERB 19-20 - Knowledge Exchange update.pdf

4.2. * Colleges Scotland Comprehensive Spending Review Submission

Chair

The Chair reported on the Colleges Scotland Comprehensive Spending Review submission, and noted that FERB had already agreed to challenge the potential hit to the region of 4% through SFC's planned return to price times volume funding. The Chair had made representations to the Colleges Scotland Chief Executive about the inclusion of the distance islands allowance bid but this was not included in any significant way - the Chair expressed his significant concerns about this decision, as well as the apparent lack of detail of the North Highland College and Moray College UHI campus replacements in the body of the report. Members noted that academic partner chairs has also received requests for input into the review.

4.3. * Islands Deal – Skills opportunities

N Simco

The paper's author was absent so both Iain MacMillan and the Chair spoke about the positive meeting held in Shetland with the Islands Councils and the future key role of the UHI. A common theme was culture and heritage.

📄 4.3 FERB 19-20 - Island Deal paper.pdf
📄 4.3a FERB 19-20 - Our Islands, Our Deal - October 2019.pdf

4.4. * Highlands and Islands Skills Investment Plan – Revised Action Plan

S Sheridan

Stephen Sheridan, SDS Skills Planner Lead, provided members with a presentation on the Highlands and Islands Skills Investment Plan (SIP). Members heard that the demographic challenge was changing across the region and work was needed urgently to reprofile towards advanced career progression. A key demographic challenge was the 5% loss of working age people and the 10% increase in the over 55s.

The Chair and members expressed disappointment that the Tayside SIP wasn't also presented alongside the Highlands and Islands SIP, and that it was another example of the 'region' being used to refer only to the Highlands and Islands despite Perth College UHI's geographical position.

Members asked that the experiences of other similar regions (outside of Scotland and the UK) be considered and incorporated into the UHI approach to demographic change for the university to provide a positive response and answer for the region on this challenge.

- Action: The Tayside SIP to be circulated at the next FERB meeting and common themes from the two SIPs be discussed (S Sheridan & Clerk). This to include comparable region approaches in review of common themes and context for demographic change (for instance HIE Young Aspirations Survey).

Members noted that the SIPs should drive the overarching UHI strategic plan, development of which was currently on hold (but subject to review at Court). The key theme through all of the Transformation projects at the recent COHI was climate change.

- Action: Chair to feedback to Court FERB's request that the SIPs drive the UHI strategic plan.

- Action: Circulate links to the local skills plans to members (S Sheridan & Clerk)

4.5. * Assembly Update

J Kemp

John Kemp gave members an update on the Programme Board work in Crichton Lang's absence. The Assembly Board had received the Academic Partner Board feedback and the response was positive, albeit with some outstanding questions and caveats. However, the majority of colleges supported the recommendations and thus the Programme Board was now moving into the implementation phase.

Principals had been positive about the recommendations at Partnership Council, and an Executive Management Group and themed steering groups were being formed which includes principal involvement. Detailed implementation plans were being formulated and would be issued to the Assembly before it meets at the end of November. The majority of the actions were being planned for implementation before the next academic year to allow the partnership to focus on longer-term strategic development. The next six months would require significant investment from across the partnership to ensure progress and success.

Members discussed the planned workshop on a potential tertiary committee workshop and how this fitted in with the programme board assembly governance working group activities. In this discussion, members heard that programme board work may need to be done simultaneously rather than sequentially, and that it was a recognised imperative to ensure this be carefully managed (by the EMG) to ensure concurrent developments do not duplicate effort. It was **agreed** that the workshop to discuss a potential tertiary committee should proceed in this context.

[J Kemp leaves the meeting]

4.6. * Regional Outcome Agreement 2018/2019 Self Evaluation

L Rohmer

Members discussed the regional outcome agreement and noted the review of performance in 2018/9, and that full time further education success has fallen slightly, although regional enhancement activity focusing on reducing the attainment gap for disadvantaged students has been particularly impactful. A new monitoring protocol will be employed through Partnership Council reviewing each partner's actual activity against planned activity. NB Although this had been initially proposed as a monthly monitoring activity, agreement has been reached for this to be carried out quarterly. Growth in foundation apprenticeships has been very positive.

- Action: S Engstrand to present to the next FERB meeting on the regional STEM hub.

📄 4.5 FERB 19-20 - Regional Outcome Agreement 20182019 Self Evaluation + table v2.pdf

4.7. * Regional Outcome Agreement 2020-2023 Development Process

L Rohmer

Members **noted** the development process for the Regional Outcome Agreement. D Rawlinson had advised AP principals on this year's process including the specific ministerial advice, and this should form the basis for any engagement with community planning partners and local stakeholders, and provides the framework for regional plans, targets, and measures. A workshop is scheduled for end of November/ early December.

FERB **noted** the tight timescales for regional outcome agreements. Members noted that the paper included a reference to an item/ action from a previous FERB meeting that differed from the agreed minute and subsequent action plan, and that as such the action to 'have early discussions at meetings of their Boards of Management regarding the ROA content and targets' referred to in the paper were not assigned or actioned, and as such discussions with some boards would not be possible.

- Action: VP-FE to circulate ministerial guidance to FERB members.
- Action: Board chairs should use the Ministerial letter of Guidance (issued in July) to engage with their Boards early in the academic year, ahead of any ROA development guidance issued by SFC. Between December and March, following production of the draft RAO, academic partners should consult on their planned contribution to achievement of ROA outcomes with CPP partners.

🗎 4.6 FERB 19-20 - Regional Outcome Agreement Development Process.pdf

4.8. Further Education Regional Curriculum Development

L Rohmer

Members discussed the paper and the recommendation to approve a strategic initiative, including ring-fenced funding allocation, to support FE/ senior phase curriculum development, noting that Partnership Council will be asked to agree the scale of the resource. The Chair said we needed capacity to action this. There were a range of options, including a bid made for funding to the SFC at the recent UHI SDM. The executive to investigate these further.

Members **agreed in principle** the strategic initiative proposal, and resolved to agree the proposal pending:
1. The removal of the proposal for a 'ring-fenced' fund;
2. Production of a business case, including potential cost-savings.
- Action: VP-FE to remove 'ring-fenced' fund from proposal and provide members with the business case for approval.(Post meeting- The PC is scoping this work,the level of investment required, the benefits and the cost savings- Action-VPT and VPFE)

🗎 4.7 FERB 19-20 - Regional Curriculum Development.pdf

4.9. * Respectful Dialogue

Fiona Larg

Members **noted** the respectful dialogue paper. Members heard that since its development, a further non-contractual committment to work together effectively had been developed and agreed by Court in September 2019.

- Action: Clerk to circulate the Court-approved non-contractual committent to FERB members.

🗎 4.9 FERB 19-20 - Support for Respectful Dialogue Commitment.pdf

5. AUDIT, RISK MANAGEMENT & REPORTING

5.1. * Risk Management - FE Risk Register and UHI HLRR

Members **noted** the report without further discussion.

[L Kirkland leaves the meeting]

🗎 5.1 FERB 19-20 - Risk Report.pdf

6. GOVERNANCE FUNDING & ASSURANCE

6.1. * Academic Partner Financial Forecast Returns

Members discussed the financial forecast returns (FFRs). In the discussion the following key points were noted:

1. 8 partners were forecasting a surplus/ break even position.

2. The scale of the issue was significant; the proposed mitigation would be very difficult to achieve for the colleges, and there will be major impacts going forward.

3. The key risks across the partners included unfunded cost of living pay increases and a decrease in HE/ FE funding in real terms.

4. N McArthur advised that additional information on the extent of cost savings had been requested which should make this more explicit.

5. Members asked whether all the colleges had approached the FFRs in the same way. N McArthur reported that the underlying UHI and SFC assumptions had been followed but that plans and mitigation had nuances at each college. Once all of the FFRs are collated there would be an opportuniy for the university to consider these from a regional perspective, including potential mitigation and further dialogue with the SFC/ SG.

[S Sheridan and F Larg leave the meeting]

6. Members noted that an increasinlgly fragile FD resource across the partnership had made the exercise even more difficult for some partners.

7. Members then discussed at length a proposal for a more coherent, regional response to the FFRs, noting the significant challenges these provided, the divergent approaches, and the difficulties some partners had in producing balanced FFRs. Members **agreed** that each College to produce a 'real' FFR with the exact consequences on staff, courses, students and learning centres. They also **agreed** to task the partner Finance Directors, Partnership Council, and the university SMT (including the Interim Principal and Vice-Chancellor) to prepare a 'regional' (single, partnership-wide) FFR, with consequences and mitigation explored both locally and regionally. This would also then inform a single, unified, 'regional' budget.

8. Members agreed to communicate this decision for a regional FFR and budget to all Academic Partners and the university Court as soon as possible.

[G Coutts, I Minty, A Simpson leave the meeting]

- Action: Produce a regional FFR and regional budget (FDs)
- Action: Communicate FERB's decision for a regional FFR and budget to AP Boards and Court (Chair).

📄 6.1 FERB 19-20 - AP Finance Forecast Returns.pdf

6.2. * Academic Partners Financial Monitoring

Members **noted** the report without further discussion.

📄 6.2 FERB 19-20 - AP Financial Monitoring.pdf

6.3. Performance Against Student Activity Targets 2018/19

Members **noted** the report without further discussion.

📄 6.3 FERB 19-20 - Performance Against Student Activity Targets 201819.pdf

6.4. Flexible Workforce Development Funding Claim 2018/19

Members **noted** the report without further discussion.

📄 6.4 FERB 19-20 - Flexible Workforce Development Fund Funding Claim 201819.pdf

6.5. Regional Apprenticeship Contract Performance 2018/19

Members **noted** the report without further discussion.

📄 6.5 FERB 19-20 - WBL Hub Update FERB Nov 2019.pdf

6.6. Shetland Merger Progress Report

Members **agreed** to postpone this report to the next meeting.

Action: Shetland Merger Progress Report to be added to the next meeting agenda (Clerk).

7. ANY OTHER BUSINESS

8. DATES OF FUTURE MEETINGS -

9. Post-Meeting Action Summary

1. Rearrange KE and Islands Deal presentation for next FERB meeting (Neil Simco to present).
2. Amend minute to reflect comments (Clerk)
3. Refresh the previous exercise on the staff cohort and potential impact of Brexit (L Stewart).
4. Circulate the Colleges Scotland 'Exit from the European Union and the impact on colleges' report (Clerk).
5. Review procedures around the production and assignment of actions (Chair and Clerk)
6. Review, revise and assign the draft actions arising from the FERB review meeting (Chair and VPFE). The resulting actions list to be reviewed at all future FERB meetings until the actions are completed (Clerk).
7. The Tayside SIP to be circulated at the next FERB meeting and common themes from the two SIPs be discussed (S Sheridan & Clerk). This to include comparable region approaches in review of common themes and context for demographic change (for instance HIE Young Aspirations Survey).
8. Chair to feedback to Court FERB's request that the SIPs drive the UHI strategic plan.
9. Circulate links to the local skills plans to members (S Sheridan & Clerk).
10. S Engstrand to present to the next FERB meeting the regional STEM hub.
11. VP-FE to circulate ministerial guidance to FERB members.
12. Board chairs should use the Ministerial letter of Guidance (issued in July) to engage with their Boards early in the academic year, ahead of any ROA development guidance issued by SFC. Between December and March, following production of the draft RAO, academic partners should consult on their planned contribution to achievement of ROA outcomes with CPP partners.
13. VP-FE to remove 'ring-fenced' fund from proposal and provide members with the business case for approval.(Post meeting- The PC is scoping this work,the level of investment required, the benefits and the cost savings- Action-VPT and VPFE).
14. Clerk to circulate the Court-approved non-contractual commitment to FERB members.
15. Produce a regional FFR and regional budget (FDs).
16. Communicate FERB's decision for a regional FFR and budget to AP Boards and Court (Chair).
17. Shetland Merger Progress Report to be added to the next meeting agenda (Clerk).

Health and Safety Related Training Planned and Delivered 2019

Course	Purpose	Number booked	Number attended
Completing Risk Assessments	Improve accuracy and effectiveness of College risk assessment process.	33	13
Mental Health First Aid	Improve first aid response to mental health issues, raise awareness.	12	12
Educational Visits and outside activities	Improve the safety (including safeguarding arrangements) for trips and events hosted off-site	60	64
Mindfulness	Improve the wellbeing of staff and students.	13	13 (6 week course)
Safeguarding	Promote new regional Safeguarding Policy and Procedure and signposting to guidance staff.	All staff. Cancelled due to trainer illness.	Re-scheduled for 6th January 2019.
Managing Risks	College risk management approach.	15	11

University of the Highlands and Islands
Moray College

Committee:	Board of Management
Subject/Issue:	Early Student Experience Survey Report
Brief summary of the paper:	Provides a summary of responses to the annual Early Student Experience Survey across FE and HE areas.
Action requested/decision required:	Noting

Status: *(please tick ✓)*	**Reserved:**		**Non-reserved:**	✓

Date paper prepared:	04/12/19
Date of committee meeting:	16/12/19
Author:	Nikki Yoxall – Director of Learning and Teaching

Link with strategy: Please highlight how the paper links to, or assists with: • compliance • partnership services • risk management • strategic plan/enabler • other activity (e.g. new opportunity) – please provide further information.	Student engagement, assessing early experience provision and opportunities for quality enhancement.
Equality and diversity implications:	Ensuring access to computers is essential, booking of rooms for this purpose has improved the response rate and ensured equity of access.
Resource implications: *(If yes, please provide detail)*	No
Risk implications: *(If yes, please provide detail)*	If survey not undertaken or results not built into evaluative activity, there is a risk of quality of provision being affected.

Moray College Early Student Experience Survey (ESES) 2019-20

The ESES continues to be managed regionally and for a second year we have exceeded our response rate target (60%), with one hundred more FE students responding than last year.

Significant work was undertaken by the Quality Officer to promote the survey and support students to access PCs to undertake the survey during the college time.

Total Responses	1,011	Total Student Sample	1541	
Percentage Response		**18/19**	**19/20**	
		66.7%	65.6%	
HE and FE Response numbers:		**18/19**	**19/20**	**+/-**
Number of HE respondents		333	310	-23
Number of FE respondents		601	701	+100
Total responses		**934**	**1,011**	**+77**

Results Overview

There was a positive response from students when asked about their overall satisfaction with their college experience so far, with 95% of students responding positively, which is 1 percentage point lower than the previous year, but still above the satisfaction KPI of 92%.

Responses indicate that, like last year, students find the College's induction welcoming, with 97% of students responding positively, which is the same as 18/19.

Areas of high satisfaction (over 90%) relate to initial enquiries, the application and enrolment processes, access to the library and online student portal, a perception of being treated fairly, learning and teaching and assessment planning. 96% of students agreed that they are on the right course.

College wide results for each question can be found on the Quality Sharepoint site, this also includes an additional question set measuring satisfaction ratings out of 5.

Areas arising that require further scrutiny and possible action for improvement, which were also all identified in AY 2018-19 are:

- Information about and processing of funding applications
- Induction activities
- Course Handbook
- Virtual Learning Environment
- Feedback mechanisms and HISA

It has become clear from conversations with staff and students that there were inconsistencies in the delivery of induction this academic year, with a number of students not having scheduled time to receive basic induction activity such as LRC access, IT induction and completion of BKSB. The results of the survey support this.

An ESES Action Plan has been created to address themes across the areas identified above, with staff groups identified and activities planned to address these issues. This will be monitored by the Quality Officer. This also includes the setting up of a SLWG to plan for induction 2020-21 chaired by the Director of Learning and Teaching.

Equalities data is shown in appendix 2, of note, there is an increase in the number of students declaring they are care experienced for the second year in a row in this survey. We have also seen the number of under 16 students completing the survey, with the number more than doubling from the previous year.

The Early Experience Survey data is distributed to all staff for analysis and to inform self-evaluation activity.
It is also included in course reviews for those courses considered to be underperforming in the previous year and will be used to facilitate discussion at the second round of Curriculum Committee Meetings (CCMs) and Support Committee Meetings (SCMs).
A Quality Spotlight meeting has been identified for development of analysis by curriculum teams and training has been arranged for support staff on the next Staff Development Day.

Comments/Common Themes

Some common themes taken from the comments sections include:

Positive

- The Ayepod and refectory
- IT technical support
- Learning and Teaching
- LDW support
- Resources

Constructive

- Brightspace
- Funding process
- Induction
- Information prior to starting the course

Appendix 1 – Stem Questions & Results

Stem Questions	% Positive Agreement 2018/19			% Positive Agreement 2019/20		
	FE & HE	FE	HE	FE & HE	FE	HE
Overall, I'm satisfied with my student experience so far	96%	97%	95%	95%	96%	94%
Before I started my course						
My initial enquiry provided me with the information I required to take the next step or apply for the course	93%	93%	94%	92%	93%	90%
Applying to my course was easy	95%	94%	97%	95%	95%	96%
I was provided with clear information about the funding I could apply for	81%	80%	83%	73%	74%	71%
My funding application was dealt with effectively	73%	69%	80%	67%	64%	76%
The information I received before my course started helped me prepare for college / university	87%	88%	83%	84%	86%	80%
The first few weeks						
I was made to feel welcome during my first week	97%	97%	97%	97%	97%	96%
It was easy to enrol onto my course	96%	97%	96%	95%	95%	95%
I found induction a useful preparation for starting my course	89%	90%	86%	88%	90%	83%
The fresher's activities provided me the opportunity to mix with other students	54%	67%	34%	51%	58%	35%
My Course Handbook contains accurate information about the subjects within my course	90%	91%	87%	89%	88%	89%
My Course Handbook explains about the different ways I will be learning during my	87%	89%	85%	86%	85%	86%

Stem Questions	% Positive Agreement 2018/19			% Positive Agreement 2019/20		
	FE & HE	FE	HE	FE & HE	FE	HE
course, for example class time, work experience, video conferencing (VC), self-study and practical work						
I know how to access Student Services	96%	97%	94%	89%	88%	93%
I know how to access the library facilities	95%	94%	96%	91%	89%	93%
I know how to access the student portal, MyDay	91%	90%	93%	92%	90%	96%
I know how to access the Virtual Learning Environment	81%	78%	87%	88%	85%	95%
I know who my PAT/LDW is and how to contact them	90%	90%	92%	84%	79%	95%
I am treated fairly and equally by staff	97%	97%	98%	97%	96%	99%
My Course						
I feel I am on the right course	97%	97%	98%	96%	96%	97%
I am happy with the way my course is taught	92%	93%	89%	92%	94%	88%
Assessment and Feedback						
I know when my assessments are due	91%	90%	92%	90%	88%	94%
My feedback and student voice						
I know how I can provide feedback to improve learning and teaching	88%	90%	85%	87%	89%	84%
I know who my Class Rep is	82%	89%	69%	68%	73%	57%
I am aware of the role of the Highlands and Islands Student Association (HISA)	85%	89%	78%	72%	73%	68%

Appendix 2 – Equalities Data – FE/HE split

Male/Female

	FE		HE		Totals	
Male	285	41%	96	31%	381	38%
Female	401	57%	206	66%	607	60%
Not Disclosed	4	0.6%	2	0.7%	6	0.6%
Prefer to self-describe	10	1.4%	2	0.7%	12	1.2%
Transgender	1	0.1%	4	1.3	5	0.5%

Age

	FE		HE		Totals	
under 16	73	10%	0	0%	73	7%
16-17	271	39%	42	14%	313	31%
18-19	163	23%	73	24%	236	23%
20-24	74	11%	66	21%	140	14%
25 and over	119	17%	128	41%	247	24%

Care Experienced

	FE		HE		Totals	
Yes	45	6%	4	1%	49	5%
No	640	91%	302	97%	942	93%
Not Disclosed	15	2%	4	1%	19	2%

Appendix 3 – Response Rate and Satisfaction by Curriculum Area

Curriculum Area	Response Rate	Overall Satisfaction (FE+HE)
Academic Partnerships	70%	100%
CAPRI	69%	99%
CHESS	63%	96%
STEM	58%	92%
United	80%	95%

Outcome of meeting on 20th November 2019 to discuss a Tertiary Committee

Introduction

1. This paper describes what we agreed at our meeting on 20th November to discuss a new committee covering both further and higher education. It also describes the main issues that were raised at the meeting that will require to be addressed by the Programme Board Governance Group in considering the detail of remit of the committee and its relationship to other parts of our governance structure.

What we agreed

2. There was unanimous support at the meeting for establishing a committee as described in the Chair's paper with a remit covering Both further and higher education. Several people noted that our focus should be on our students, whether at further or higher education level, or spanning the two. We have therefore agreed the principle of establishing a committee subject only to the detailed work described below. Though it was not discussed at the meeting, we will consider whether the best way to establish the new committee within our articles of association is to change the remit membership and name of the FE Regional Board.

3. We agreed that we should ask the Governance Group of the Assembly Programme Board to consider the detailed remit of the committee prior to further discussion with the partnership and a decision by the University Court.

4. In discussion several points were made about what the Governance Group would need to consider <u>in addition</u> to the outline remit, membership, and ways of working described in the Chair's paper (attached as Annex A for reference). These included:

    a. The need for absolute clarity about the remit of the committee and how that intersected with the remit of other committees, and what decisions the committee had authority to make and its relationship to other parts of the non-executive and executive structure.
    b. The importance of the committee having a role in influencing strategy, using that strategy to ensure a regional approach to its resource allocation decisions and monitoring progress against the strategy.
    c. The role in influencing strategy could involve joint meetings with the Court on occasion.
    d. The way that the Committee operates should ensure effective scrutiny of the executive delivery of the Committee's decisions. As part of this, we should clearly define the relationship with the Partnership Council.
    e. The Committee should operate so that its agenda covered the full range of the university's provision – including all levels and types of education provided by the university.
    f. The Committee should have role in considering the overall financial health of the partners and ways to alleviate problems.

g. In order to embed a regional focus alongside consideration of their college roles, we should consider both the 'job description' of college chairs and induction and development for the new committee. (The programme board action on delivering more balanced academic partner non-executive involvement in the university court and its committee is important in this context too.)

h. The arrangement needs to include a strong, well supported regional lead function for FE to link to national bodies and to represent FE nationally.

5. The meeting agreed that, while it was important the issues above were addressed, it was also important that we moved quickly to establish the Committee and that if that meant an incremental approach (with further change to come in some related governance areas) we should adopt that approach. It was also agreed that as we had agreed the principle of the committee, we should not revisit that in our further discussions.

Timing

6. As the Committee will have a role in developing strategy and in resource allocation for the university, it is important that the committee is in place to contribute to discussions on the universities 2021-26 strategy and to input to the review of the resource allocation system. For these reasons, we should aim to complete the work on the detail in order to have the Committee in place in March 2020.

Summary and request for views

7. In summary, we have agreed to establish the committee, we want to do so early in 2020 – recognising there may be further incremental changes in the governance structure that happen later. Our commission to the Programme board Working Group is therefore to address the issues contained in this paper on a timescale that allows us to take a properly informed decision on the detailed proposal in early 2020.

    a. Are you content that this paper captures what we agreed on 20th November?

    b. For those that were not present on the 20th, are there any other issues that you would like the Governance Group to address in the next phase of developing the committee?

Further information: John Kemp, Senior Adviser, Change Implementation (John.kemp@uhi.ac.uk or 07775 027995).

Discussion paper from Chair of Court

Why do we need a tertiary committee?

There is no committee where non-executives from across the partnership come together to discuss all the activity of the partnership. This makes our attempts to operate regionally very difficult and where that does happen it is, at best, in a fragmented way. This can encourage partners to focus on the interests of their own institutions and lead, by accident, to behaviours that don't support the region as a whole. This can mean that opportunities and risks that could impact on everyone may be missed or not receive sufficient attention to ensure these are effectively met. In the same way opportunities or risks that could impact on an individual partner may not be understood or appreciated by others and again not receive the support essential for them to be effectively managed.

This situation has been recognised by numerous groups and meetings over the years and most recently is highlighted by the governance working group.

Principals, students and staff (in part) are engaged in the whole range of the work of the partnership. The Programme Board action to empower the Partnership Council will deepen this. I believe we need to create similar opportunities for non-execs to ensure full understanding of the challenges and opportunities we face, play their part in developing forward plans, and get buy in for our approach to positive action.

An effective tertiary committee will fill this gap across all teaching and other activity.

What will the tertiary committee do?

I am very happy to have a full debate about the full role and remit of the tertiary committee. It should continue with the responsibilities that the FERB currently has. However, across its wider remit I feel it should have a role in the following;

- Horizon scanning and strategic development – we live in a complex environment. Opportunities and risks can emerge from a wide variety of places. Creating a forum where our execs can report and discuss with the committee major issues they foresee, seek the advice of the non-exec members and develop medium to long term plans to respond at an

institution wide level would add real value to this work. BoM and individual chairs of partners will be able to propose items for consideration at this level as would representatives of students and staff.

- Strategic planning – executives will develop plans to meet the opportunities and risks identified above. These will be reported to the committee for their comment and agreement to ensure buy in for the approach proposed. Once approved at regional level these will be cascaded to partner BoM to consider local implications and actions required to support the plan.

- Quality and impact – the committee will receive reports on all quality matters. These will be accompanied by action plans from the executive. Where the committee feels the actions proposed may not be effective, they can propose additional measures and ask for a response from the executive (without undermining the formal QA processes governing HE and FE). We will develop a methodology for reporting on the impact of the partnership's work.

- Major plan implementation monitoring – where a plan is agreed regionally the tertiary committee will receive regular updates about the implementation of the plan. Where there are blockages in implementing the plan, these will have recommendations from the executive and will be discussed and solutions identified. This will ensure partners can hold each other, and their institutions, to account for the delivery of regionally agreed plans.

- Resource allocation – The committee will receive reports on resource allocation, both the annual budget and any in year alterations. These will have previously been considered by the Partnership Council who, through the VC, make recommendations to the committee. The committee will have the authority to propose amendments and ask these be considered again by the PC before final recommendations containing a report detailing the tertiary committee's deliberations before being submitted to the Court's F and GP committee and Court. An annual resource allocation timetable should be devised and that should include a process for dealing with urgent opportunities and risks.

- Performance monitoring – The committee will receive reports through the VC from the Partnership Council on all aspects of current year performance. Where there is deviance from target there will a comment from the executive on what action is proposed. Where the committee does not feel assured that the proposed action is sufficient or queries its effectiveness, they will be able to propose further action for consideration by the exec. They will also be able to request a response from the exec on that matter.

How would the committee operate?

In my view it is essential that the committee looks and feels very different from any of our existing committees. It needs to operate at a level where members become part of a team with a common vision and goal, where they respect each other's contribution and the different views that they bring. While many members will come with the responsibility of ensuring that decisions made will support the sustainability and development of their own institution it will aim to work with a regional focus. To achieve this, it should develop a series of principles or standards that it will be held to. These could include; that no partners will be placed at risk of failure by our actions, that we will support each other to be effective in our own geographic areas, that each partner will have their own niche specialism (consistent with the Partnership's strategic plan) they can teach out across the partnership, that every partner can demonstrate the positive impact of being a fully tertiary

institution operating in their own area and that we will deliver our mission to ensure learners from our most rural communities get access to a broad range of learning opportunities at all levels.

The Committee will be a key interface between the non-executive part of the partnership and the executive. It is important that we develop ways of working that give the executive clear direction and give the governors assurance that our strategy is being delivered. In the early days of the committee we should reflect frequently on whether we have the right agenda, the right papers and are we discussing the right things.

Who would sit on the committee?

- Chair – an independent member of court
- Vice-chair – a BoM chair nominated by their peers
- All BoM chairs or their nominated permanent substitute
- 4 members of court (one of whole would assume the role of FE lead and would represent UHI on Colleges Scotland and undertake national FE work and promoting FE across the partnership)
- 2 independent members recruited for their specialist knowledge
- Staff and student reps

Who would be in attendance?

Principal, Chief Operating Officer and Secretary, and lead execs nominated by the principal/Partnership Council for attendance at all meetings or for individual items.

What would an agenda look like?

I think we would aim for a 4 hour meeting with lunch.

10.30-12.30 – Strategy and planning – papers in advance, presentations and discussion, rotating series of topic looking at our major areas of work (health, social care and life sciences; engineering; humanities and the arts; business etc) and discussions on emerging national and regional strategies from Government, SFC, HIE etc. All topics would have recommendations from PC/exec leads

It would be good if we could produce a brief digest following the meeting for dissemination across the partnership.

1.15 – 3.15 – Performance and quality – papers in advance. All papers would have clear recommendations from the lead exec/PC. Where there was not agreement at the PC this would be intimated to the committee and the nature of that disagreement noted. Agreement sought from committee on what the main issues are for discussion. Items that are on track and/or are reported for assurance purposes to be agreed without discussion unless otherwise intimated. A focus on scrutiny and monitoring with requests for further information/work where required rather than looking for operational solutions.

The draft minute of the committee would be a standing item on all BoM agendas.

       c.

Board of Management Moray College

Committee Schedule of Meetings for 2020-21 in Board Room

Week Commencing	Audit	Staff Governance	F & GP	LTQ	Board Development	Full Board	SLT
17/8/2020					21/8/2020		18/8/2020
24/8/2020							
31/8/2020						1/9//2020	
7/9/2020			8/9/2020				
14/9/2020							15/9/2020
21/9/2020							
28/9/2020							Graduation 2/10/2020
5/10/2020	6/10/2020						
12/10/2020							
19/10/2020							20/10/2020
26/10/2020						27/10/2020	
2/11/2020							
9/11/2020		10/11/2020 am		10/11/2020 pm			
16/11/2020							17/11/2020
23/11/2020	24/11/2020		24/11/2020				
30/11/2020							
7/12/2020							8/12/2020
14/12/2020						15/12/2020	
21/12/2020							
28/12/2020							
4/1/2021							
11/1/2021							12/1/2021
18/1/2021							

25/1/2021		26/1/2021					
1/2/2021							
8/2/2021							9/2/2021
15/2/2021	16/2/2021						
22/2/2021							
1/3/2021							
8/3/2021			9/3/2021				10/3/2021
15/3/2021				16/3/2021			
22/3/2021						23/3/2021	
29/3/2021							
5/4/2021							13/4/2021
12/4/2021							
19/4/2021							
26/4/2021							
3/5/2021							4/5/2021
10/5/2021		11/5/2021					
17/5/2021	18/5/2021						
24/5/2021							
31/5/20221							1/6/2021
7/6/2021			8/6/2021				
14/6/2021				15/6/2021			
21/6/2021						22/6/2021	
28/6/2021							29/6/2021

Board of Management

Committee Membership – Updated November 2019

Peter Graham (Chair)
Principal (Officer)
Murray Easton – (Vice Chair & Convenor of F&GP)
Joan Johnston (Senior Independent Member)
Jessie McLeman (Convenor of Audit)
Seonaid Mustard (Convenor of Staff Governance Committee)
Joe Bodman
James Knowles
Deborah Newton
Caroline Webster
Anne Campbell (date of appointment to be confirmed by UHI Court)
Dawn McKinstrey (date of appointment to be confirmed by UHI Court)   Are these not now confirmed?
Paul Mitchell (date of appointment to be confirmed by UHI Court)
Jeremie Fernandes (Support Staff Member) (with effect from 10-9-2019)
Rosemary McCormack (Teaching Staff Member)
Nathan Sanderson (HISA Activities & Welfare Depute as of 1-8-2019) (continuing for second year)
Kyle Gee (HISA Education Depute as of 1-8-2019)

In Attendance
Clerk
Minute Secretary
Members of SLT as required

Committees

Audit

Jessie McLeman (Convenor)
Deborah Newton
Grenville Johnston appointed as Co-opted member of Audit Committee with effect from 30 May 2019
Dawn McKinstrey appointed as Co-opted member of Audit Committee with effect from 30 May 2019 and as full Board member with effect from (date of appointment to be confirmed by Court)
Shouldn't be necessary now?
Kyle Gee HISA
In Attendance:
Mrs Shelly McInnes – Finance Director and Officer to Committee (with effect from 2-12-2019)
Grace Scanlin Audit Partner Ernst Young – External Auditors
Stephen Reid Audit Partner Ernst Young – External Auditors
Steven Caldwell – Ernst Young – External Auditors
Stuart Inglis – Henderson Loggie - Internal Auditor
David Archibald – Henderson Loggie – Internal Auditor
Clerk
Minute Secretary

Finance and General Purposes

Murray Easton – Convenor
David Patterson – Principal
Peter Graham - Chair
James Knowles
Joe Bodman
Rosemary McCormack (Teaching Staff Member)
Caroline Webster (to Report on Estates matters through this Committee)
Nathan Sanderson (HISA)
In Attendance
Mrs Shelly McInnes – Finance Director Officer to Committee - (with effect from 2-12-2019)
Deborah Newton
Clerk
Minute Secretary

Remuneration

Murray Easton – Convenor
Mr Peter Graham
Dr Jessie McLeman
Mrs Seonaid Mustard
Mrs Rosemary McCormack (Teaching Staff Member)
Mr Jeremie Fernandes (Support Staff Member)
Kyle Gee – HISA
Nathan Sanderson - HISA
In Attendance
Clerk – Officer
Minute Secretary

Nominations

Peter Graham - Convenor
Murray Easton
Jessie McLeman
Joan Johnston
Seonaid Mustard
Clerk – Officer
Minute Secretary – In Attendance

Staff Governance Committee

Seonaid Mustard – Convenor
Joe Bodman
David Patterson - Principal
Caroline Webster
Paul Mitchell
Jeremie Fernandes – Support Staff member
Rosemary McCormack – Teaching Staff Member
In Attendance
Mrs Carolyn Thomson - Officer to Committee
Mrs Shelly McInnes – to report on matters related to Health and Safety as required
Clerk
Minute Secretary

Chairs

Peter Graham
Murray Easton
Jessie McLeman
Seonaid Mustard
Joan Johnston
In Attendance:
Principal
Clerk – Officer

Learning Teaching and Quality Committee

David Patterson – Chair
Nikki Yoxall – Director of Learning and Teaching
Chris Newlands – Director of Curriculum and Academic Operations
Derek Duncan – Director of Information, Planning and Student Services
Jackie Andrews – Head of Academic Partnerships
Heather Sharp - Quality Officer and Officer to Committee
Joe Bodman
Seonaid Mustard
Joan Johnston
Anne Campbell
Curriculum Representatives – 2 Per Curriculum area – one promoted and one non-promoted
CAPRI
Garry Rendall – Head of Curriculum
Alistair Fowlie – substitute
Tami Wilson – non promoted
STEM
Jim Mackinnon
Sam Bright - Substitute
Keith Mitchell
Susanne Hall – substitute
Jacqui Bibby - substitute
HBCT, Sport, Leisure and Core Skills

Rosemary McCormack – Head of Curriculum
Kelly McLaren - substitute
Stephen Duff – non promoted
Michele Smith - Substitute
CHESS

Toni McIlwraith
Lucy Huby
Suki Haider
Rebecca Dewis

Kyle Gee – HISA
Nathan Sanderson - HISA

In Attendance:
Clerk
Minute Secretary

JNC
Joe Bodman

External Links

Colleges Scotland – Employers' Association
David Patterson
Joe Bodman

Moray Community Planning Partnership – Board Representatives
Joe Bodman

UHI University Foundation
Joe Bodman
Seonaid Mustard

Student Rep Meetings – Board Representatives
Seonaid Mustard
Joe Bodman

Research – Indefinitely on Hold

Joan Johnston

Building – Committee Shelved for the foreseeable future or until campus redevelopment is approved

Caroline Webster – (Convenor) – to report on Estates matters through F&GP
Finance Director
Peter Graham
Joan Johnston
David Patterson
Teaching Staff Member
HISA rep
Clerk – In Attendance
Minute Secretary – In Attendance

HISA REPORT 2019 - November to December

Introduction:

Since the last meeting HISA Moray has been working to smooth out the issues with the Linkwood rep system at the Linkwood campus. HISA Moray has also chaired meetings from issues that have arisen from the Class Rep meetings that would otherwise dominate the open floor feedback section of the meetings.

Activities and Events:

Here is an overview from the last two months what the local Moray HISA team have accomplished, worked towards or in the process of;

- We attended the College Open day and delivered tours around the college to prospective students.

- HISA Moray was also present at the Moray Growth Deal meeting that took place on the 13th November.

- We also founded an Eco Group to discuss with students what actions they would like to take towards making Moray College UHI a more sustainable and carbon neutral campus.

- HISA Moray also created a Student Mental Health Agreement workshop that gathered feedback on what student thoughts on the agreement and how it was worded.

- We also attended the Partnership Assembly.

- We held a meeting to come up with an option for what to do with the students smoking in the bike shelter and how to stop it.

Kyle Gee

Moray Education Officer

HISA
www.hisa.uhi.ac.uk | **Highlands and Islands Students' Association** Comann Oileanaich na Gàidhealtachd agus nan Eilean

Title of Paper:	Review of Standing Orders and Terms of Reference
To Committee:	Board of Management
Subject:	Governance
Version number and date:	Version 3 – 16 December 2019
Brief summary of the paper:	The current Standing Orders of the Board were due for review in October 2019. These have now been extensively reviewed and revised to provide further clarity on the 2016 Code of Good Governance, revised committee structures and to distinguish 'Governance' (now Part 2 of Standing Orders) from the 'Procedural' element (Part 1). Terms of Reference of Audit, F&GP, Staff Governance and LTQC have been reviewed by the relevant Committees and revised to reflect their current remit. The current Code of Good Governance is currently under review with guidance expected imminently therefore there may be further changes necessary as and when guidance is forthcoming.
Recommendations:	Adoption of the revised version of the Standing Orders and Terms of Reference of Committee.
Action requested/decision required:	The Board are asked to approve this version with a review in June 2020 once the recommended changes to the Code of Good Governance have been implemented.

Status: *(please tick ✓)*	**Reserved:**		**Non-reserved:**	✓

Date paper prepared:	4 December 2019
Date of committee meeting:	16 December 2019
Author:	Cathie Fair, Clerk to the Board
Link with strategy: Please highlight how the paper links to, or assists with: Strategic Plan including • Curriculum • Learning and Teaching • Organisational culture • Partnership • Sustainability	

Equality and diversity implications:	All Board members have been involved in the review of the revised terms of reference of Committees.
Resource implications: *(If yes, please provide detail)*	
Risk implications: *(If yes, please provide detail)*	Risk of the College's Standing orders and terms of reference being out of date, not fit for purpose and not aligned to the Code of Good Governance.
Appendices:	
References:	Code of Good Governance for Scotland's Colleges 2016

Standing Orders

Part 1

Procedural

V.3

Please ask if you, or someone you know, would like this document in a different format or language.

Version Control

Version Number	Date	Authorisation	Summary of Changes
V.1	October 2001	Board of Management	*First Issue*
V.2	September 2016	Board of Management	*Amended to include 2016 Code of Good Governance*
V.3	16 December 2019	Board of Management	*To provide further clarity on the 2016 Code of Good Governance, revised committee structures and to distinguish 'Procedural' (now Part 1 of Standing Orders) from the 'Governance' element (Part 2)*

Index

GENERAL

Introduction

These Standing Orders for the Governance of the proceedings of the Board of Management ("the Board") of Moray College ("the College") have been drawn up in accordance with Paragraph 11(1) of Schedule 2 to the Further and Higher Education (Scotland) Act, 1992 ("the Act") and in compliance with the Principles set out in the Code of Good Governance for Scotland's Colleges (August 2016).

Application

They shall apply to all meetings of the Board and its Standing and other Committees and shall, subject to a resolution by the Board for the suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

Interpretation of Standing Orders

Any dispute as to the interpretation of the Standing Orders shall be determined by the Chair of the meeting whose decision shall be final.

Implementation of Standing Orders

It shall be the duty of the Chair and the Clerk to the Board to ensure that the business of the Board is conducted in accordance with these Standing Orders.

Variation, Revocation or Suspension of Standing Orders

Any of these Standing Orders, other than such Standing Orders as the Board may think should not be capable of being suspended, may be varied, revoked or suspended at any meeting of the Board after a motion to that effect has been passed by a majority of two thirds of the members present and voting.

However, it shall not be competent to vary, revoke or suspend any Standing Orders or portions thereof which express statutory provisions. A motion to suspend must state the period, for which the suspension is being moved, shall be for a specified item of business only and shall lapse when that item is concluded.

Review of Standing Orders

These Standing Orders shall be kept under review to ensure that they continue to support effectively the workings of the Board. Standing Orders shall be formally reviewed at least once in every period of three year or sooner where there have been changes to the Code of Good Governance .

CHAIR

Appointment of Chair

Ministers have powers under paragraph 3C(1) of Schedule 2 to the 1992 Act to issue guidance to regional college boards and regional strategic bodies in relation to making appointments (including on the desirability of appointing members with particular skills and experience) and in extending appointments to regional college boards and assigned incorporated college boards. Regional college boards and regional strategic bodies must have regard to such guidance.

The University has responsibility under the Post 16 Education (Scotland) Act 2013, to appoint the Chairs and independent members of the boards of management of the 5 incorporated colleges in UHI. These are Perth, Inverness, Moray, Lews Castle and North Highland College.

The Board must ensure a formal and open procedure is in place for recruiting and selecting new non-executive Board members (including the Chair). Boards must have regard to all relevant Ministerial Guidance on Board appointments.

Upon selection of suitable candidates for interview, the interview Panel should consist of members of the Board's Nominations Committee, a non-executive member of the University Court, the Chair of the FE Regional Board and an independent member.

Upon completion of satisfactory interview, the Nominations Committee should then make a recommendation to the University Court to appoint. Provided the University Court decide to homologate this decision, a letter of appointment will be sent to the candidate directly from the University Court.

Chair to Preside at Meetings

The Chair shall preside at meetings of the Board and the Vice Chair shall preside in the absence of the Chair;

in the absence of both the Chair and the Vice Chair, the Board shall appoint a Chair from among the lay members to preside at any meeting.

Responsibilities and Duties of Chair

The Chair is responsible for:

- leadership of the Board and ensuring its effectiveness in all aspects of its role
- setting the Board's agenda and ensuring that adequate time is available for full discussion of all agenda items, particularly strategic issues
- promoting a culture of openness and debate by encouraging the effective contribution of all Board members and fostering constructive relations between Board members

The Chair shall, *inter alia:-*

- preserve order and ensure that every member of the Board shall have a fair hearing
- decide all matters of order, competency and relevancy
- decide between two or more members of the Board indicating a wish to speak by calling on the member who has first caught their attention
- see that due and sufficient opportunity is given to members of the Board who wish to speak to express they views on the subject under discussion

- ensure that the sense of the meeting is properly ascertained with regard to any matter which is properly before the meeting
- ensure that decisions are clearly documented within the minutes

The Chair must promote a culture of openness and debate by:

- encouraging the effective contribution of all Board members
- fostering constructive challenge and support to the Principal, executive team and fellow Board members
- effective team-working
- positive relations between Board members.

The chair must engage with the Principal and the Board Clerk in a manner which is both constructive and effective.

Responsibilities of the Vice Chair

- To act as a sounding Board to the Chair, Principal and non-executive Board members as required.
- To offer advice, expertise and guidance to the Chair and the Principal as required.
- To deputise for the Chair in his/her absence at Board meetings or at external meetings and events.
- To assist the Chair in the annual appraisal of the Principal.
- To assist the Chair in conducting the one to one development meetings with Board members and the Clerk to the Board.

Responsibilities of Senior Independent Member

- The Senior Independent Member will be an independent non-executive member of the Board, who provides the role of a sounding Board for the Chair and serves as an intermediary for the other Board members and the Clerk to the Board when necessary.
- The Senior Independent Member should be available where contact through the normal channels of Chair, Principal or Clerk to the Board has failed to resolve an issue for which such contact is inappropriate.

Responsibilities of Principal / Chief Executive

The Principal is the operational interface between the Board and the College and, as a Board member, shares responsibility with the Chair and the Board for enabling good governance through supporting effective communication and interaction between the Board and the College staff and students.

The College Board must appoint the Principal as chief executive of the College, securing approval for the appointment and terms and conditions of the appointment from the regional strategic body if necessary.

The College Board must ensure there is an open and transparent recruitment process for the appointment. Students and staff must have an opportunity to contribute to the recruitment process.

The Board must delegate to the Principal, as chief executive, authority for the academic, corporate, financial, estate and human resource management of the College, and must ensure the establishment of such management functions are undertaken by and under the authority of the Principal.

The College Board must ensure a clear process is in place to set and agree personal performance measures for the Principal. This process should seek the views of students and staff. The chair, on behalf of the Board, should monitor, review and record the Principal's performance, at least annually, against the agreed performance measures.

The Principal, as a Board member, shares responsibility for good governance with the chair and all other members of the Board, supported by the Board Clerk. The Principal also enables good governance through supporting effective communication and interaction between the body and the rest of the College including staff and students.

The Board provides strategic direction for the College and the chair provides leadership to the Board. The Principal provides leadership to the staff of the College.

The Board must provide a constructive challenge to the Principal, the executive team and hold them to account.

Responsibilities of Clerk to the Board

The Clerk to the Board is independent of the College executive and is responsible for providing the Board and Executive team with advice on governance, the role of the Board and Board matters.

The Clerk to the Board shall ensure that the Board receives appropriate, timely and high-quality information in a form that allows it to monitor and scrutinise the College's activities and to challenge performance when required.

The Clerk to the Board shall support the Chair, the Board and the Executive in ensuring compliance with all relevant legislative and governance requirements.

Clerk's Relationship to the Board

The Board as a whole must appoint a Board Clerk who is responsible to it and reports directly to the chair in their Board Clerk capacity. The Board Clerk may be a member of the senior management team in their Board Clerk capacity, but they cannot hold any other senior management team position at the same time. The appointment and removal of the Board Clerk is a decision of the Board as a whole.

All Board members must have access to the Board Clerk who has an important governance role in advising the Board, the committees and individual Board members and supporting good governance. The distinctive Board Clerk role includes facilitating good governance and advising Board members on:

- the proper exercise of their powers, including in relation to relevant legislation
- the Board's compliance with its Financial Memorandum, the Good Governance Code, its Standing Orders and Scheme of Delegation
- their behaviour and conduct in relation to the Board's Code of Conduct
- providing clear advice to the chair and the Board/committees on any concerns the Board Clerk may have that Board members have not been given sufficient information, information in an appropriate form, sufficient time to monitor, scrutinise or make informed and rigorous decisions in an open and transparent way.
- attending and providing support to every Board meeting and every meeting of every Board committee.

Where the Board Clerk is unable to attend, while the Board Clerk retains overall responsibility, proper arrangements must be made to cover the role with a person who is fully able to discharge the role effectively.

The Clerk to the Board has an unambiguous right to speak at Board and committee meetings to convey any concerns they may have about governance including reporting any unresolved concerns about the governance of the body to the relevant funding body (i.e. SFC or the regional strategic body. This extends to someone substituting for the Board Clerk.

The Board must ensure the Board Clerk:

- has suitable skills, knowledge and behaviours to carry out their role effectively
- receives appropriate induction, and if new to the role, is mentored by a more experienced Board Clerk for at least their first year
- has adequate time and resources available to undertake their role effectively

The Board must ensure arrangements are in place to deal with a Board Clerk's potential or real conflicts of interest.

Board Members

Each Board member is collectively responsible and accountable for all Board decisions. Board members must make decisions in the best interests of the College and/or region as a whole rather than selectively or in the interests of a particular group.

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.

As the College is a charity, all Board members, as charity trustees, including staff and student Board members, have legal duties and responsibilities under the Charities Act 2005[1]. This includes registering any personal interests that could be seen as conflicting with the interests of the body. The 'objective test' for judging if there is a conflict of interest 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 decision making in your role as a member of a public body".

Board Member Appointment, Induction and Training

The University has responsibility under the Post 16 Education (Scotland) Act 2013, to appoint the Chairs and independent members of the boards of management of the 5 incorporated colleges in UHI. These are Perth, Inverness, Moray, Lews Castle and North Highland College.

The Board must ensure a formal and open procedure is in place for recruiting and selecting new non-executive Board members. Boards must have regard to all relevant Ministerial Guidance on Board appointments.

Upon selection of suitable candidates for interview, the interview Panel should consist of members of the Board's Nominations Committee, a non-executive member of the University Court or the FE Regional Board and an independent member.

Upon completion of satisfactory interview, the Nominations Committee should then make a recommendation to the University Court to appoint. Provided the University Court decide to homologate this decision, a letter of appointment will be sent to the candidate directly from the University Court.

Induction and Training

The Board is responsible for ensuring appropriate arrangements are in place for the conduct of student elections and nominations, and elections of staff members to the Board.

The chair must ensure that new Board members receive a formal induction on joining the Board, tailored in accordance with their individual and collective needs. The Board Clerk should support the chair in the provision of relevant induction for new Board members.

The Board must ensure all Board members undertake appropriate training and development in respect of their governance role. The Board Clerk should support the chair in the provision of relevant training and development opportunities for Board members, which should be tailored to

meet Board members skills and needs. The Board Clerk must keep records of the development activity of Board members, including the chair.

The Board must ensure that new committee members receive a committee induction and have their specific training needs assessed and met.

Board Evaluation

Extension of the term of office of Board appointments requires evidence and the Board must ensure appropriate mechanisms are in place to support this.

The Board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years. The Board must send its self-evaluation (including an externally facilitated evaluation) and Board development plan (including progress on previous year's plan) to its funding body and publish them online.

The Board must agree a process for evaluating the effectiveness of the Board Chair and the Committee Chairs. The evaluation of the Board Chair should normally be led by the Vice-Chair and Senior Independent Member.

The Board must ensure all Board members are subject to appraisal of their performance, conducted at least annually, normally by the Chair of the Board.

The Board must encourage and support effective partnership working and collaboration within and across regions to address local needs and meet national priorities and specialisms.

ORDINARY MEETINGS OF THE BOARD

Calendar of Meetings

The Board shall hold at least five ordinary meetings in the academic year on such days and at such times as are published in the calendar of meetings

The proposed calendar of ordinary meetings of the Board and the Board's Standing Committees shall be submitted for approval by the Board.

The Standing Committees of the Board shall hold ordinary meetings on such days and at such times as are published in the calendar of meetings.

The Chair of the Board may, in special circumstances (of which the Chair shall be the sole judge) alter the date or time of any ordinary meeting of the Board. At least seven days' notice shall be given of any alteration to the agreed date of an ordinary meeting of the Board from that detailed in the approved calendar of meetings.

Agenda of Business

Preliminary notice of the day, hour and venue of each scheduled meeting shall be sent by the Clerk to the Board to the Chair of the Board or, in the case of the Board's Committees, to the Convener of the Committee, not less than three weeks before the date of the meeting. Such notice shall include an invitation to suggest matters to be included on the Agenda.

Any item or document which it is proposed should be considered at a meeting must be submitted to the Clerk to the Board by the submission date specified within the calendar of meetings. The Clerk to the Board shall not include matters on the Agenda where notification has not been given by the date on which the Agenda is being finalised. Only in exceptional circumstances and then only with the prior approval of the Chair may a paper be accepted by the Clerk to the Board later than the specified date.

The Agenda of Business must be approved by the Chair before being circulated to members of the Board. Once approved by the Chair the Notice calling the meeting and detailing the Agenda, together with all documentation relating thereto, shall be sent by the Clerk to the Board with notification of the date, time and place of the meeting to all Members not less than one week before the date of the meeting. Notices of meetings shall be sent electronically.

The Agenda of Business shall be separated into non-reserved and reserved matters.

Only in exceptional circumstances should the Board or a Committee of the Board be requested to consider a matter which was not included on the Agenda of Business at the time the Agenda was circulated. Such a request must be raised at the commencement of the meeting and should only be granted where the Chair is of the opinion that, by reason of special circumstances which shall be specified in the Minutes, an additional matter should be considered at the meeting as a matter of urgency and the meeting agrees to accept the request.

Reserved Matters

Matters in relation to the salary, conditions of service, appointment, promotion, suspension or dismissal of any Member of the staff of the College will be considered under the reserved matters of business on the Agenda of the Board or at any of its Standing Committees.

Other than the Principal, the Clerk to the Board and the Minute Clerk, any Member of the Board who is a member of the College's staff or who is a member *ex officio* by virtue of being the representative of the students of the College shall withdraw from the meeting, or that part of the meeting, when such reserved matters are being considered unless invited to remain by virtue of a resolution by the other Members of Board or Committee as the case may be who are present at the meeting.

When matters relating to the Principal, the Clerk or Minute Clerk are being considered, they shall also withdraw from that part of the meeting. In the absence of a Minute Clerk, the Clerk will record an accurate minute of that part of the meeting.

Only in exceptional circumstances should matters other than those listed below be treated as reserved items.

- Board member, former Board members, an employee, former employee or applicant for employment in relation to the College;
- a person who is, has been or is likely to be a student of the College;
- any information the disclosure of which is prohibited by any enactment;
- items of a confidential commercial nature.

All matters considered under reserved matters of business must be treated as confidential and must not be disclosed to third parties unless and until such disclosure is authorised by the Board. Any instances of unauthorised disclosure of reserved matters should be reported to the Chair via the Clerk to the Board or the Principal.

Quorum

At all meetings of the Board one third of the current membership shall constitute a quorum. However, irrespective of the number in attendance, the lay members of the Board must constitute and maintain an overall majority. If during the course of a meeting the lay Members cease to constitute the majority the meeting shall stand adjourned to another day.

If at any time appointed for a meeting or, if before the business of any meeting has been completed, the number of members present is less than one third of the current membership, the Chair must adjourn the meeting to such day or time as the members determine and the meeting may be re-convened on less than one week's notice.

No failure or defect in the appointment, election or co-option of any member of the Board and no vacancy in the office of member shall prevent the Board from acting in the execution of its functions, nor shall any act or proceeding of the Board or any Committee appointed by it be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment or co-option of any one or more members of the Board, excepting only in a case where the Board is not quorate.

Adjourned Meetings

Where a meeting is adjourned, temporarily, for a brief period for convenience, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous.

Where a meeting is adjourned to continue on another day, the Clerk to the Board shall endeavour to advise those members of the meeting who were not present when the meeting was adjourned of the date, time and place of the adjourned meeting. At the adjourned meeting only the unfinished business for which the original meeting was called shall be transacted.

At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of the Board or Committee, when it shall take precedence over other business except for the confirmation of the Minutes of the previous meeting.

Conduct of Meetings

Meetings shall commence promptly at the times shown on the Agenda. The Chair shall, at the outset of each meeting, agree the estimated finishing time with members as well as any proposed re-ordering of the business of the meeting.

Members should, wherever possible in advance of the meeting, seek any factual information they may need or notify any apparent errors in papers prior to the meeting itself.

When speaking, a Member shall address the Chair. The speech shall be directed to the question and discussion in hand or to a point of order or a point of explanation. Although no fixed time limits are set either to the length of speeches or the number of times a member may speak, members should bear in mind the need for brevity and relevance and gauge the number and duration of their interventions accordingly.

The Chair is responsible for ensuring that all Members have adequate opportunity to be heard, but may draw the attention of any Member to the need for economy in time or indicate to the meeting the view that the discussion should be brought to a close. The Chair may also call to order any Member whom they consider has strayed from the matter under consideration.

The Chair shall ensure that the Minute Secretary has appropriate information to accurately record the decisions made.

Motions and Amendments

The Chair may require any motion, or motion of amendment to be put in writing by or on behalf of the mover, and delivered to the Clerk to the Board immediately on its being seconded.

After a motion or motion of amendment has been made and seconded, it shall not be withdrawn or altered in substance without the leave of the Chair.

All amendments must be relevant to the motion on which they are moved, the Chair to decide as to relevancy.

The Chair shall have power, with the consent of the meeting, to conjoin amendments which are not consistent with each other.

The mover of the motion shall have the right to reply to the debate on their motion and any proposed amendments thereof. After the reply is concluded, the debate on that question shall be as closed.

When any amendment is made upon a motion the vote shall be taken between the motion and the amendment, the latter being put from the Chair first. When there is more than one amendment, the amendment last proposed shall be put against that immediately preceding, and then the one which is carried shall be put against the next preceding, and so on until there remains only one amendment.

A vote shall then be taken between the amendment and the original motion. After the vote the motion or amendment shall, if demanded by any member, be put as a substantive resolution without further discussion. The foregoing order of voting may however be altered by the Chair with the consent of the meeting.

On a motion being made '*that the question now under discussion be put*", such motion shall be at once. If the majority of the votes cast are in favour of the motion, the mover of the original motion may be allowed to sum up before a vote is taken on the question under consideration. If the motion for closure is not carried, the debate may be resumed.

Points of Order

Any Board Member may speak on a point of order. They shall do so as soon as possible after the alleged infringement and shall refer to the particular standing order which they believe is being infringed. The Board Member who is then addressing the meeting shall thereupon cease speaking.

The Chair shall decide the question immediately. Thereafter the Board Member who was addressing the meeting at the time when the point of order was raised shall be entitled to proceed with the discussion, giving effect to the ruling of the Chair on the point of order.

Voting

In the event of a division, the names of the proposer and the seconder of the motion and amendment shall be taken down and entered in the minute. Unless otherwise specified in these standing orders or agreed, voting shall be carried out by a show of hands and resolutions shall be carried by a simple majority of those present and voting.

In the case of equality of votes at any meeting of the Board, the Chair of such meeting shall have a casting vote in addition to a deliberative vote other than where the subject of the vote relates to an election or appointment to office in which case then, in the event of an equality of votes, the matter shall be put to the vote again and if there remains an equality the matter shall be determined by drawing lots.

In the case of a vote regarding an election or appointment to office, the voting shall proceed by way of a confidential ballot unless the two-thirds of the members present and voting determine otherwise.

Dissents

No dissents against any decision of the Board shall be recorded unless explicitly requested at the meeting at which the question is determined. Only a Board Member who has recorded a vote or an abstention on a matter under discussion shall be entitled to have they dissent recorded.

Minutes

Minutes of meetings shall contain a clear statement of decisions taken.

Minutes of meetings shall be prepared by the Minute Secretary and forwarded to the Clerk to the Board, the Officer to the Committee and the Chair of the meeting for comment as soon as reasonably possible after the meeting takes place and in any event within five working days thereafter.

At each ordinary meeting of the Board, the Minutes of the previous ordinary meeting and, (when practicable) of any intervening special meeting, having been printed and previously circulated, shall be approved for accuracy. No discussion shall be allowed at the meeting on these Minutes, except as to matters arising from the minutes to which they relate.

The Minutes of any special meeting of the Board, if not submitted for approval at the next ordinary meeting of the Board, shall be submitted for approval at the earliest subsequent ordinary meeting thereafter at which it is practicable so to do and shall be disposed of as provided in Standing Orders.

Circumstances may arise which necessitate a Minute of a Board or Committee decision to be approved at the meeting at which the decision is taken; in such circumstances the Minute Secretary shall prepare a draft Minute for immediate consideration and approval by the Board or Committee.

The Clerk to the Board shall be responsible for ensuring that decisions taken by the Board and its Committees are formally notified to the responsible officer (and copied to the Principal) within five working days of the meeting so that he or she can, in turn, arrange for they implementation.

RESCINDING OF DECISIONS

A decision of the Board shall continue to be operative and binding until varied or rescinded but no motion to vary or rescind any decision passed within the preceding six months shall be competent except with the consent of two thirds of the Members present and voting.

However, it shall be competent to deal with the subject matter afresh where the Chair of the meeting is satisfied that a material change of circumstances has occurred (which shall be detailed in the Minutes of the meeting) which requires the matter to be considered anew.

SPECIAL MEETINGS

The Chair or any four members of the Board may, for any cause which seems to they or them sufficient requisition a special meeting of the Board to be convened by giving notice in writing to the Clerk to the Board, specifying the business to be transacted.

The Clerk to the Board shall then issue a notice of meeting convening the meeting within five working days of receiving the requisition.

In exceptional circumstances (which shall be recorded in the Minute of the meeting) the Chair of the Board may convene a special meeting at less than five days' notice but no resolution passed at such meeting shall be valid unless two thirds of the members present and voting have voted in favour of it or unless it is confirmed at any subsequent meeting of the Board on the usual notice being given.

The Convener or any two members of any Board Standing Committee may also requisition a special meeting of that Committee under provisions as above.

The conduct of a special meeting of the Board or its Standing Committees will be in accordance with these Standing Orders except that such a special meeting shall not be competent to transact any business other than that detailed in the notice calling the meeting or any arising directly there from.

COMMITTEES

Establishment of Committees

The Board shall establish Audit, Finance & General Purposes, Nominations, Chair's, and Remuneration, Staff Governance and Learning Teaching and Quality Committees together with such other standing and ad hoc Committees as it considers necessary and appoint Board members and/or co-opted members and/or others to them taking account of their qualifications, interests and experience.

Appointment of Convener

The Board shall appoint a Convener to each Committee it establishes.

Convener to Preside

The Convener of a Committee shall preside at meetings of the Committee. If the Convener is not present at the time when the meeting is due to commence, the members of the Committee present shall elect a Chair of the meeting from among the lay members present who shall preside over the meeting in the absence of the Convener.

Members *ex officio*

The Chair and Principal, in addition to membership of Committees allocated to them as ordinary members of the Board, shall *ex officio* be members of all other Committees of the Board, other than the Audit Committee, (and, in the case of the Principal, the Remuneration and Nominations Committees), but such additional membership shall not confer the right to vote.

The Principal may be invited to attend meetings of the Remuneration Committee when matters relating to the salary, terms and conditions of Directors posts are being considered.

Quorum of Committees

The quorum of any Committee shall be at least one third of the total number of its members, subject to a minimum of three where the substantive membership is five or more or two where the substantive membership is less than five.

Minutes of Meetings of Committees

The Minutes of Committees shall be submitted for confirmation as being correct records of the proceedings to the next appropriate meeting of the Committee and shall be submitted to the Board (a) for the information of the Board in respect of matters delegated to the Committee and (b) for the decision of the Board in respect of matters referred.

Terms of Reference and Powers of Committees

The Terms of Reference and Powers of Committees shall be as set out in the appendices to these Standing Orders.

Application of Standing Orders to Committees and Sub-Committees

The Board's Standing Orders shall apply with any appropriate amendments to meetings of Committees and sub-Committees of the Board as they apply to meetings of the Board.

APPOINTMENT AND REAPPOINTMENT OF BOARD MEMBERS

Initial appointment of members

The Nominations Committee shall take guidance from the Board of Management where vacancies exist and liaise with the UHI Nominations Committee for Incorporated College Boards to advise about the specific expertise being sought by the Board, advertise and agree on an information schedule.

The shortlisting and interview process for independent members will be chaired by the Chair of the Board of Management, whilst the Chair of the UHI FE Regional Board will chair panel meetings for the appointment of a Chair of the Moray College Board of Management.

Any recommendation of appointment by the Nominations Committee to the Board of Management will be subject to obtaining satisfactory references. Each recommendation shall be ratified by the full Board prior to the person taking they place on the Board of Management.

Appointments to the Board shall be for a period of four years in accordance with legislation, except for the Principal who remains a member as long as they are Principal and the Student Member whose term of office expires on 31st July following their appointment.

Election of Staff Members:

Two members of staff will be appointed as Board members; one Teaching and one Support. Staff Elections are held for vacancies as they arise, and are conducted as follows:

All appropriate staff are informed of a vacancy and are invited to consider suitable nominations. All nominations must be received on the appropriate form and duly seconded. Where more than a single nomination is received, an election will be held, giving appropriate time for the relevant staff to register their vote.

The count will be undertaken in the presence of an independent scrutineer.

Nomination of Student Members:

Two student members will be appointed to the Board following the election of a HISA Depute President and student programme representative elected by their peers.

Reappointment of Members

Three months prior to the end of a member's term of office, the Clerk to the Board shall write and remind them of the end-date, and invite them to indicate their willingness to be considered for a further single term (subject to the limits on membership of the Board).

When indicating a willingness to be considered for re-appointment, the member shall complete a self-appraisal pro-forma which includes:

- A clear statement of willingness to be reappointed
- Details of posts held
- Attendance record at Board/Committee meetings
- Any other relevant information
- An indication to undertake surgeries or other duties as required

- An indication to be available for consultation and advice and take an active interest in the College
- A willingness to remain in sympathy with and generally support the strategy and policies of the Board
- An indication of their willingness to be considered as a Convener/Chair if the opportunity arises

The self-appraisal forms will be provided as supporting evidence to enable the Board to consider an extension and if approved, put forward a request for the proposed extension to the FE Regional Board.

The members shall withdraw from the meeting during the discussion of their re-election.

In the case of the Chair being considered for re-election to the Board, the Vice Chair or a nominated Convener shall take the chair and the Chair will withdraw from the meeting.

Requests for an extension of appointment of the Chair will be put forward to the FE Regional Board for its consideration and approval.

Termination of Membership

Anyone,

- who is an undischarged bankrupt
- who has an inability to manage they own affairs
- whose conduct is unbecoming at meetings, or when representing the College
- who has an unspent conviction

is prevented from being appointed to or continuing as a member of the Board of Management.

A member suspected of any of the above categories will be invited to attend a meeting of the Nominations Committee where they will be given an opportunity to explain they position.

The Nominations Committee, having listened to the explanation, shall prepare a report and recommendation for consideration by the Board of Management.

The member in question shall have fourteen days in which to appeal against the Board's decision.

The appeal will be considered by the Chair; Convener of Audit, Principal, as the accountable officer, and an independent observer. Should any of these be the member under consideration, they place on the appeals panel shall be taken by the Vice Chair.

The decision of the Appeals Panel will be final.

ADMISSION TO MEETINGS

Meetings of the Board, and its Committees, shall be open to members of College staff and the public except where the item of business to be determined relates to:

- a member of the Board of Management, a former member of the Board of Management, an employee, former employee or applicant for employment in relation to the College

- a person who is, has been or is likely to be a student of the College
- any information, the disclosure of which is prohibited by anything in any enactment
- items of a confidential commercial nature

Notwithstanding the exclusion of the public as detailed above, the Board may permit any person to remain in attendance at any meeting for so long as they consider necessary and on the basis that such persons respect the confidentiality of the proceedings.

Information as to the proceedings at any meeting from which the public are excluded shall not be given to the public or to any other person except by the Chair of the meeting or by a person authorised by they to do so.

No person or body shall be permitted, without the permission of the Board, to tape record, photograph, video, film or use any other form of electronic, digital or computerised sound or visual recording system during meetings at which they are present.

The Clerk to the Board shall ensure that Notice of each meeting of the Board and its Committees shall be displayed on the main College Notice Boards at least seven days prior to the meeting and that a copy of the Agenda and papers for each such meeting (other than those relating to matters likely to be considered in private given what is seen as they confidential nature) are similarly placed in the College's Learning Resource Centre.

Where an item which was considered likely to be taken in private at such meetings is considered in public then, subject to the agreement of the Chair of the meeting, a copy of any paper relating to the matter shall be added by the Clerk to the Board as soon as reasonably practicable thereafter to the other papers for the meeting which were previously available to the public.

DISCLOSURE OF INTERESTS

Members of the Board shall at all times be mindful of the need to observe the highest standards of probity, integrity and accountability in discharging they roles as members of the Board and in doing so shall be bound by whatever statutory rules, national guidelines, the College Development Network's Guide for College Board Members and the Moray College Code of Conduct for Board Members which are in force at the time.

Without prejudice to the foregoing generality however the following shall apply.

All members of the Board and Senior Managers of the College are required to complete and sign a Declaration of Interest form on an annual basis. Such interests shall also include those of close family members.

All members of the Board and Senior Managers of the College are required to declare to the Clerk to the Board in writing any additional interests that arise throughout the year.

Any Member who has a clear and substantial interest in a matter under discussion shall declare that interest, whether or not that interest is already declared in the Register of Interests. Such declaration should make clear the nature of the interest and whether it involves a matter of direct or indirect financial interest to the Member.

Where such an interest constitutes a direct or indirect interest, the Member involved will not be permitted to vote on the matter under consideration and will normally be required to withdraw from the meeting while the matter is being considered and determined.

Where a Member has an interest which is not financial but which is relevant to the activities of the College, that interest should also be declared. Where the interest is substantial the Member involved shall withdraw from the meeting whilst the matter is being considered and determined.

In all circumstances Members should ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken by the Board or Committee. If so, the interest is sufficient for the Member to declare that interest.

Where no relevant interests are declared at a meeting, this shall be noted and a nil declaration statement minuted.

APPENDICES – TERMS OF REFERENCE OF COMMITTEES

A: Audit Committee

B: Chair's Committee

C: Finance and General Purposes Committee

D: Nominations Committee

E: Remuneration Committee

F: Staff Governance Committee

G: Learning, Teaching and Quality Committee

APPENDIX A

AUDIT COMMITTEE OF THE BOARD OF MANAGEMENT OF MORAY COLLEGE

Terms of Reference

Authority and Responsibility

1.1   The Audit Committee is accountable to the Board of Management of Moray College and is authorised to assess the adequacy and effectiveness of the College's management and control systems.

1.2   The responsibilities of the Audit Committee are to review and monitor the College's operations as set out below, and to advise and provide assurance to the Board appropriately:

    1.2.1   the governance and management of the College and the effectiveness of corporate governance, and internal management operations and control systems;

    1.2.2   the risk management arrangements, including the Committee's responsibilities as set out in the Risk Management Process as agreed by the Board;

    1.2.3.   adequacy of the College's financial management arrangements and controls, including any matters raised as part of the annual external audit;;

    1.2.4.   effectiveness of the arrangements for safeguarding the assets of the college, including the funds at its disposal;

    1.2.5.   effectiveness of the arrangements for monitoring certain key control processes, such as disclosure arrangements;

    1.2.6.   to review and advise on annual internal and external audit plans;

    1.27.   to monitor and make recommendations arising from audits undertaken by College management, any UHI-wide audit or by the internal and external auditors, and monitor and advise on the timely implementation of any associated recommendations;

    1.28.   to ensure the College systems operate in an efficient, effective and economical manner that promotes full compliance with guidance and regulations governing the Further and Higher Education Sectors;

    1.2.9.   to ensure the College systems provide value for money in the provision of services and purchasing; and

    1.2.10.   to review and advise on the provision of internal and external audit services.

2   Membership

2.1   The Committee should comprise at least three independent non-executive members appointed by the Board. The experience of the members should preferably but not exclusively cover the areas of finance, accounting or auditing and risk management, but at least one member should have recent relevant financial or audit experience.

2.2   In order not to jeopardise, or to be perceived to jeopardise, the Audit Committee's objectivity or independence, members should not have executive responsibility for the management of the College or its finances, or be a member of the Finance & General Purposes Committee. The Chair of the Board should not be a member of the Audit Committee.

2.3   The Board may appoint to the Committee co-opted independent non-executive members who are not members of the Board, and who have particular relevant experience or expertise. Co-opted members may not be appointed to be Convener of the Committee or attend Board meetings but their status in other respects will be equivalent to full Board members, including the provision of information provided to Board members.

2.4   The Board will appoint the Convener of the Committee.

3   Proceedings

3.1   The Committee will meet no less than three times a year and the timing and content should meet the requirements and schedule of the Board meetings.

3.2   The Committee will meet jointly with the Finance and General Purposes Committee to review the annual report of the external auditors and the associated financial statements of the College on which that report is based.

3.3   The Officer to the Committee will be the Finance Director of the College.   The internal auditors will normally be invited to attend all meetings. The Committee Chair may invite members of the College executive/staff to attend any meeting to provide information about particular agenda items, with reference to the areas of responsibility under discussion.

3.   The Committee may sit privately without any non-members present for all or part of a meeting if they so decide;

3.   The external auditor should attend, as a minimum, any meetings where relevant matters are being considered such as planned audit coverage, the audit report on the financial statements and the audit management letter.

3.5   Both internal and external auditors have a right of access at any time to the Convener of the Committee, and also the right to ask the Convener to convene a meeting if either deems it necessary. They also have the right to ask for such meeting to be in closed session.

3.6   Internal and external auditors will meet with the Audit Committee once per year in private without any College executive in attendance.

3.7   The Clerk to the Board of Management will act as Secretary to the Committee. S/he will be responsible for establishing and maintaining effective mechanisms to inform the Committee of relevant reports and other publications that impact on the Committee's work.

3.8   At all meetings, the quorum shall be at least one third of the total number of its members, subject to a minimum of three where the substantive membership is five or more, or two where it is less than five.

4   Annual Report

4.1   The Committee will provide an annual report to the Board of Management, consistent with current relevant guidance and templates, as amended from time to time, for such reports made by Public Sector bodies.

APPENDIX B: CHAIR'S COMMITTEE

Terms of Reference

Authority

The Chair's Committee is accountable to the Board of Management and is authorised its behalf to:

Deal with urgent business which cannot wait for a scheduled Board meeting and which cannot be deferred for the length of time necessary to convene an extra-ordinary meeting of the Board.

In the short term, and where necessary, accelerate the implementation of policy by avoiding the delays encountered during normal Committee procedures.

Notwithstanding the above, the following issues always require the attention and approval of the full Board of Management:

- the Strategic and Operational Plans
- the College Budget and its Revisions
- the Annual Accounts
- the Annual Audit Plan
- the Annual Audit Report
- the making, alteration, or revocation of Standing Orders or the Scheme of Delegation

Membership

Membership of the Chair's Committee shall comprise the Chair of the Board, the Vice Chair, Conveners of Finance & General Purposes, Audit, Staff Governance, Learning, Teaching and Quality Committees and the Principal.

Proceedings

The Clerk to the Board of Management will attend the meetings and be responsible for ensuring that the meetings are conducted in accordance with Standing Orders.

At all meetings, the quorum shall be at least one third of the total number of its members, subject to a minimum of three where the substantive membership is five or more, or two where it is less than five.

APPENDIX C: FINANCE & GENERAL PURPOSES COMMITTEE

FINANCE & GENERAL PURPOSES COMMITTEE

Terms of Reference

Authority

The Finance and General Purposes Committee is accountable to the Board, and is authorised on its behalf to:

1. Ensure that a sound system of internal financial management and control and a robust mechanism for considering financial issues is in place; making recommendations as appropriate.

2. Monitor the performance of that system on a regular basis throughout the accounting period.

3. Carry out detailed examination of the Annual Report and Financial Statements and, if appropriate, recommend their approval by the Board. The Board remains responsible for their approval and for safeguarding the College's assets.

4. Review the College's needs with regard to buildings and property, and to make recommendations to the Board on the acquisition and disposal of land, buildings or properties in accordance with those needs.

5. The Committee may obtain independent professional advice and secure the attendance of external persons with relevant expertise and experience.

Membership

1. The Committee shall comprise at least three members of the Board, (at least one of whom should have a background in finance or accounting), and the Principal.

2. The Committee may co-opt non-executive members who are not members of the Board, and who have particular relevant experience or expertise. Co-opted members may not be appointed to be Convener of the Committee, or attend Board meetings, but their status in other respects will be equivalent to full Board members.

3. The Board will appoint the Convener of the Committee.

Proceedings

1. The Committee should meet at least three times a year, and the timing and content of the meetings should follow, as far as possible, the financial reporting cycle and the scheduling requirements of the full Board.

2. The Finance Director will attend meetings. Other staff may also be invited to attend as appropriate, given the areas of responsibility under consideration.

3. The Clerk to the Board of Management will attend the Committee. S/he will be responsible for establishing and maintaining effective mechanisms to inform the Committee of relevant reports and other publications that impact on the Committee's work.

4. At all its meetings, the quorum shall be at least one third of the total number of its members, subject to a minimum of three where the substantive membership is five or two where it is less than five.

Duties

Financial Management and Controls - General

1. Monitor the financial control of the college and keep the College Financial Regulations under review.

2. Monitor capital expenditure against agreed development plans.

3. Consider financial benchmarking information and monitor unit costs.

4. Advise the Board on financial strategy.

5. Review the effectiveness of financial management within the College.
6. Consider and report on the annual financial statements.

7. Approve all key decisions taken in relation to college finance.

8. Consider and report on any other financial matters which the Board may delegate or refer from time to time.

9. Ensure compliance with statutory and regulatory requirements.

10. Consider and report on Shared Services in so far as they relate to the provision of such services to the college

11. Consider and report on issues of procurement.

12. Consider and recommend to the Board on all matters relating to the operation of the Arms Length Foundation.

13. To produce an annual report to the Board on the state of the College's finances.

14. To consider and advise the Board on any relevant taxation issue.

15. To advise the Board generally on investments and borrowings and to seek appropriate advice from external sources.

16. To consider new means of income generation and advise the Board accordingly.

Risk Management and Business Continuity

1. To consider and advise the Board about the College's approach to risk management and business continuity.

Budget Setting and Monitoring

1. Recommend to the Board the college's annual budget.

2. To consider and make recommendations to the Board on the annual estimates of income and expenditure, including income, from Public Funds and all other sources.

3. To monitor actual financial performance against budgets on a regular basis throughout the accounting period, to investigate significant variances in income and expenditure and to report to the Board.

4. To consider and make representations to the Board on the solvency of the College and the safeguarding of its assets, including reviewing annually the College's insurance arrangements.

Banking

1. Review and approve the establishment of any arrangements to provide the College with banking facilities including approval of College signatories for accounts. This is subject to the authorisation limits set by SFC for the drawing down of loans.

Student Matters

1. To approve all tuition fees and arrangements for determining the charges for services, and a system for collecting them in accordance with the Act and the Financial Memorandum.

2. To consider Policies and Procedures for the financial support of students.

3. 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).

4. To review and recommend to the Board if appropriate the writing off of individual debts outwith the authority delegated to the Principal.

Property

1. To consider and review any proposed capital spending projects and where appropriate approve those contained within the approved budget and to advise the Board on the financial implications of those in excess of the approved budget.

2. To approve the Estates Strategy to ensure the efficient and cost-effective use of College Buildings, for consideration by the full Committee and to advise the Board. The Strategy should be reviewed at least once every three years;

3. Oversight of all matters relating to the maintenance and upkeep of existing buildings, estates and properties of the College;

4. Oversight of all College capital works projects, with responsibility to report without delay to the full Committee any deviation from the agreed budget;

5. To ensure that the College is compliant with all relevant legislation and other legal requirements, both local and national, in respect of the construction and use of all College buildings and facilities;

APPENDIX D: NOMINATIONS COMMITTEE

Terms of Reference

Authority

The Nominations Committee is accountable to the Board of Management and is authorised on its behalf to:

1. Annually consider the needs of the Board to determine any induction, training or development requirements.
2. Take guidance from the Board of Management regarding any vacancy that exists within the Board and in particular, the specific expertise being sought.
3. Consider all applicants for membership to the Board of Management and agree on which are to be interviewed. During the interviews, an independent observer will be invited to be in attendance.
4. Make recommendations for appointment to the full Board, subject to obtaining satisfactory references. Each recommendation shall be ratified by the full Board prior to the person taking they place on the Board of Management.
5. Interview on behalf of the Board of Management a member whose behaviour, conduct or activities are unbecoming for a member of the Board of Management.
6. Arising from the formal interview, the Nominations Committee is to make a written recommendation to the Board of Management.
7. The Committee is also to agree on the panel composition and timescale for any subsequent appeals against the decision. The decision of the appeals panel will be final.

Membership

The Nominations Committee consists of the Chair of the Board, the Vice Chair, Conveners of Finance & General Purposes, Audit, Staff Governance, Learning, Teaching and Quality Committee and the Senior Independent Member.

The Committee will be chaired by the Chair of the Board, or in their absence, the Vice Chair.

APPENDIX E: REMUNERATION COMMITTEE

It essential that members of the Remuneration Committee understand their role and responsibilities. Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.

The Board must have a formal procedure in place for setting the remuneration of the Principal by a designated committee of non-executive members. The Board may wish to supplement this by taking evidence from a range of sources. In particular, staff and students should have a role in gathering and submitting evidence in relation to the College Principal to the relevant committee.

The Board chair cannot be the chair of the Remuneration Committee (but they can be a member of it).

Terms of Reference / Authority

The Remuneration Committee is accountable to the Board of Management and is authorised on its behalf to:

1. set and agree key objectives for the Principal annually. This will be carried out by the Chair on behalf of the Committee, and should seek the views of students and staff in setting the performance measures

2. conduct an Annual Review and Appraisal by the 31st July and base the appraisal on the progress achieved against the targets identified in the Strategic Plan. This will be carried out by the Chair on behalf of the Committee and the outcome will be reported to the Remuneration Committee.

3. consider whether any remuneration received by the Principal from third party sources which relate either directly or indirectly to any College activities and which must be declared to the Remuneration Committee, has any bearing on the level of the Principal's salary.

4. keep under review specific details of the contract of employment between the Board of Management of Moray College and the Principal.

5. Conduct an annual review of the salaries of the Principal's and Directors posts, whilst having regard to any SFC guidance and Public Pay Policy in this regard.

6. The Principal should attend the Remuneration Committee for the consideration of salaries that are based on the Principal's recommendation.

7. consider and approve any responsibility payments or non-consolidated payments recommended by the Principal for Directors.

8. consider and agree severance arrangements in respect of post holders at Principal and Director level and ensure such arrangements are in accordance with SFC Guidance.

Membership

The Remuneration Committee consists of the Chair of the Board, the Vice Chair, the Convenors of Finance and General Purposes, Audit, Staff Governance, Learning, Teaching and Quality Committees, both staff Board representatives and two HISA representatives.

Proceedings

The Committee should meet at least once per annum. The timings and content of the meetings should advise the Board of Management in making key decisions.

The Clerk to the Board of Management will attend the meetings and be responsible for ensuring that the meetings are conducted in accordance with Standing Orders.

At all meetings, the quorum shall be at least one third of the total number of its members, subject to a minimum of three where the substantive membership is five or more, or two where it is less than five.

APPENDIX F: STAFF GOVERNANCE COMMITTEE

The College Board as the employer is responsible for promoting positive employee relations and for ensuring effective partnership between recognised trade unions and management.

The Board must have a system of corporate accountability in place for the fair and effective management of all staff, to ensure all legal obligations are met and all policies and agreements are implemented and identify areas that require improvement and to develop action plans to address them.

The Board must comply with the nationally agreed College sector *Staff Governance Standard[2]*.

The College Board must comply with collective agreements placed on it through national collective bargaining for Colleges.

Terms of Reference

Authority

The Staff Governance Committee is accountable to the Board of Management and is authorised on its behalf to exercise strategic governance arrangements to:

- Ensure that the College delivers efficient and effective human resources provision including staff consultation, negotiation, development and leadership.

- Ensure that employment legislation is being effectively implemented and embedded within College procedures and that areas of best practice are adopted where appropriate.

- Ensure that College policies and procedures are regularly reviewed and updated in line with current legislation, relevant guidance and examples of appropriate best practice.

- Ensure that staff are employed within a safe and supportive working environment supported by a positive, professional culture underpinned by our core values.

- Ensure that an effective performance management system is in place to receive updates on relevant strategic objectives and key performance indicators.

Membership

Membership of the Committee shall be not less than five Board members including the Convener of the Committee, the Principal and both staff representative members. At least one of the members should have knowledge in the area of Human Resources. The Director responsible for Health and Safety shall be in attendance where there are relevant health and safety matters that should be reported. The Director of Human Resources and Organisational Development shall be the Officer to the Committee.

Board members who are employees of the College may not Chair the Committee.

The Committee may obtain appropriate independent professional advice as and when required.

Quorum

Three members of the Committee entitled to vote on any items being considered by the Committee.

Frequency of Meetings

The Committee shall meet not less than three times each calendar year.

Remit

To ensure an effective corporate system of governance oversight for the management, safety and welfare of the workforce including a strategic workforce planning strategy.

Duties to ensure that staff are:

Well informed through:

Receiving regular information about the College and the wider UHI partnership, with opportunities to contribute ideas. Recognised trade unions and staff representatives should also be part of a meaningful consultation/negotiation system on organisational issues as appropriate and defined within agreed frameworks at all levels.

Appropriately trained and developed through:

CPD at a level appropriate to role for all staff to be delivered and supported in a manner which is meaningful to all staff ensuring that CPD activity adds value at the individual, team and College level.

The wide promotion of training and development opportunities.

Meaningful and appropriate encouragement, opportunity and support for staff to use their skills effectively.

The support of workplace representatives, health and safety representatives and union learning representatives who are given time off for their respective duties.

Involved in decisions which affect them through:

Working in partnership to enable the involvement of all staff, through recognised trades unions and staff representatives.

Working together by developing an appropriate framework to enable effective involvement in strategic College issues. This framework will also provide for the opportunity to review and evaluate Staff Governance on an on-going basis.

Treated fairly and consistently through:

The implementation of up to date staffing policies, after consultation as appropriate which promote good practice and are communicated to all staff. These policies should include appropriate arrangements to ensure dignity at work, eliminate discrimination and positively promote equality.

Provided with a safe and healthy working environment through ensuring that:

Effective health and safety arrangements are in place, which promote best practice.

The College actively promotes opportunities to encourage healthy working lives.

APPENDIX G: LEARNING, TEACHING AND QUALITY COMMITTEE

Terms of Reference / Authority

The Learning, Teaching and Quality Committee is accountable to the Board of Management and is authorised on its behalf to exercise strategic governance arrangements to:

Ensure the delivery of relevant and high quality learning for students by:

Seeking to secure coherent provision for students, having regard to other provision in the region or College's locality.

Being aware of external local, national and international bodies and their impact on the quality of the student experience, including community planning partners, employers, skills development and enterprise agencies and employers bodies.

Fostering good relationships and ensure that the body works in partnership with external bodies to enhance the student experience, including employability and the relevance of learning to industry needs.

Membership

- Four members of the Board of Management
- The Convenor of the Committee should be a non-executive member of the Board of Management
- Principal ex Officio
- Quality Officer (Officer to Committee)
- Director of Curriculum and Academic Operations
- Director of Learning and Teaching
- Director of Information, Planning and Student Services
- Head of Academic Partnerships
- Curriculum Representatives – 2 Per Curriculum area – one promoted and one non-promoted.
- Two HISA Representatives
- Clerk and Minute Secretary

Quorum

Four members of the Committee shall constitute a Quorum, two of whom should be non-executive Board members and two of whom should be executive committee members.

Frequency of Meetings

The Committee shall meet not less than three times each calendar year.

Duties

To oversee the development of a curriculum that is consistent with the College's vision, mission and strategy

To determine policies and procedures necessary for the maintenance and enhancement of academic standards and the quality of the student learning experience

To develop and monitor appropriate learning, teaching assessment and research strategies that will underpin the College's curriculum

To ensure considerations of equality, diversity and inclusion permeate all planning and monitoring activities relating to the College's curriculum

To oversee student engagement and strategies for further development of the voice of the College's students

University of the
Highlands and Islands
Moray College

Standing

Orders

Part 2

Governance

V.3

Please ask if you, or someone you know, would like this document in a different format or language.

Version Control

Version Number	Date	Authorisation	Summary of Changes
V.1	October 2001	Board of Management	*First Issue*
V.2	September 2016	Board of Management	*Amended to include 2016 Code of Good Governance*
V.3	29 October 2019	Board of Management	*To provide further clarity on the 2016 Code of Good Governance, revised committee structures and to distinguish 'Governance' (now Part 2 of Standing Orders) from the 'Procedural' element (Part 1)*

Index

Page Number/s	Contents
1	Title Page
2	Version Control
3	Index
4	General
5	Statement of Primary Responsibilities and Accountabilities
6	Corporate Social Responsibility
7-8	Partnership working Accountability and delegation
8-9	Financial and Institutional sustainability
9	Risk Management

GENERAL

Introduction

These Standing Orders for the Governance of the proceedings of the Board of Management ("the Board") of Moray College ("the College") have been drawn up in accordance with Paragraph 11(1) of Schedule 2 to the Further and Higher Education (Scotland) Act, 1992 ("the Act") and in compliance with the Principles set out in the Code of Good Governance for Scotland's Colleges (August 2016).

Application

They shall apply to all meetings of the Board and its Standing and other Committees and shall, subject to a resolution by the Board for the suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

Interpretation of Standing Orders

Any dispute as to the interpretation of the Standing Orders shall be determined by the Chair of the meeting whose decision shall be final.

Implementation of Standing Orders

It shall be the duty of the Chair and the Clerk to the Board to ensure that the business of the Board is conducted in accordance with these Standing Orders.

Variation, Revocation or Suspension of Standing Orders

Any of these Standing Orders, other than such Standing Orders as the Board may think should not be capable of being suspended, may be varied, revoked or suspended at any meeting of the Board after a motion to that effect has been passed by a majority of two thirds of the members present and voting.

However it shall not be competent to vary, revoke or suspend any Standing Orders or portions thereof which express statutory provisions. A motion to suspend must state the period, for which the suspension is being moved, shall be for a specified item of business only and shall lapse when that item is concluded.

Review of Standing Orders

These Standing Orders shall be kept under review to ensure that they continue to support effectively the workings of the Board. Standing Orders shall be formally reviewed at least once in every period of three years or more frequently should they be affected by any changes to the Code of Good Governance.

Statement of Primary Responsibilities and Accountabilities

This is the statement of the primary responsibilities and accountabilities of the Board of Management of Moray College UHI (the "Board").

Vision and Strategy

1. The Board fully adopts the principles of the Code of Good Governance for Scotland's Colleges (August 2016) (the 'Code) and the key principles set out in the Code.

2. The Board is collectively responsible for setting, demonstrating and upholding the values and ethos of Moray College UHI. The Nine Principles of Public Life in Scotland are the basis for all Board decisions and behaviours, individually and collectively[1].

3. The Board provides overall strategic leadership of the region or College. The Board is responsible for formulating and agreeing strategy by identifying strategic priorities and providing direction within a structured planning framework.

4. The Board is responsible for determining the College vision, strategic direction, educational character, values and ethos and provides the overall strategic leadership of the College. The Board shall develop and articulate a clear strategic vision for the College within a structured planning framework which forms the basis of the strategic plan.

5. The Board must have regard to the strategy determined by the regional strategic body. Board members have a collective leadership role in fostering an environment that enables the body to fulfil its mission and meet Scottish Government priorities, for the benefit of students and the community it serves.

6. The Board must ensure that a comprehensive performance management system is in place which identifies key performance indicators. This process includes monitoring the College's performance against the agreed outcomes of the regional outcome agreement.

7. The roles and responsibilities of the Board of should be undertaken in the context of the roles and responsibilities of their regional strategic body. The Board must contribute constructively to the development of the outcome agreement led in its region by the regional strategic body and support the regional strategic body to monitor performance in achieving the agreed outcomes.

---

[1] Duty/Public Service, Selflessness, Integrity, Objectivity, Accountability and Stewardship, Openness, Honesty, Leadership, Respect

Corporate Social Responsibility

1. The Board must demonstrate high levels of corporate social responsibility by behaving ethically, contributing to economic development and seeking to improve the quality of life of the local community, students, staff and wider society. It must have regard to social and economic needs and social inclusion.

2. The Board must provide leadership in equality and diversity.

3. The Board must seek to reflect in its membership, the make-up of the community through offering maximum opportunity of membership to a range of potential members and removing potential barriers to membership, in partnership with its regional strategic body, as appropriate.

4. The Board must appoint one non-executive member as a senior independent member[2] to provide a sounding Board for the Chair and to serve as an intermediary for the Principal, other Board members and the Clerk to the Board. The senior independent member should also be available where contact through the normal channels of chair, Principal or Clerk has failed to resolve an issue or for which such contact is inappropriate.

Student Engagement

1. The Board must have close regard to the voice of its students. The quality of the student experience must be central to all Board decisions. There is to be meaningful on-going engagement and dialogue with students, the students' association and, where appropriate, the relevant staff and trade unions on the quality of the student experience.

2. The Board must have regard to the Framework for the Development of Strong and Effective College Student's Associations in Scotland[3]

3. The Board should encourage a strong and autonomous student association, ensure that it is adequately resourced, that it operates in a fair and democratic manner and fulfils its responsibilities.

4. The Board is responsible for ensuring that appropriate arrangements are in place for the conduct of student elections, and nominations and elections of staff members to the Board. This will be in accordance with the HISA procedure for student elections. The elected HISA student representatives shall represent students on the Board.

---

[2] https://www.cdn.ac.uk/wp-content/uploads/2016/02/College-Board-Member-Guide-2015.pdf
[3] https://www.sparqs.ac.uk/resource-item.php?item=215

Relevant and High-Quality Learning

1. The Board must seek to secure coherent provision for students having regard to other provision in the region. The Board must ensure that the College works in partnership with external bodies to enhance the student experience, including employability and the relevance of learning to industry needs.

2. The Board must ensure that adequate and effective oversight is in place to monitor the quality and inclusivity of the learning experience in the College. It must also ensure the College works with sector quality agencies and other relevant bodies to promote quality enhancement and high quality services for students.

3. The Board shall promote further and higher education in the Highlands and Islands area, and shall promote and support the work of University of the Highlands and Islands and the FE Regional Board. As an assigned College, the Board is accountable to the (University of the Highlands and Islands) Regional Strategic Body.

Partnership Working

1. The Board must work in partnership to secure the coherent provision of high quality fundable further and higher education.

2. The Board must ensure effective consultation, local and regional planning and must follow the principles of effective collaborative working, mutual respect, trust and working towards commonly agreed outcomes.

3. The Board must ensure effective partnership working with local and national bodies including businesses, public and third sector organisations to develop commonly agreed priorities following the principles of effective collaborative working.

Accountability and Delegation

1. The Board is primarily accountable to the regional strategic body. Through the chain of funding, the body is ultimately responsible to the Scottish Ministers who are accountable to the Scottish Parliament.

2. The Board must ensure delivery of its agreed contribution to the region's outcome agreement. The Board must ensure it fulfils its statutory duties and other obligations on it, and that the terms and conditions of its grant are being met.

3. The Board is collectively responsible and accountable for all Board decisions. As such, it will ensure that its decision-making process is transparent, properly informed, rigorous and timely and in the best interests of the College as a whole, rather than selectively or in the interests of a particular group, section or individual.
4. The Board is responsible for ensuring that the College meets its ethical and legal obligations to its staff.

1. The Board and its committees must have the appropriate balance of skills, experience, independence and knowledge of the College to enable them to discharge their respective duties and responsibilities effectively.

2. The Board also has a wider accountability to a range of stakeholders including students (both current and prospective), its staff, the wider public, employers and the community it serves, for the provision high quality education that improves people's life chances and social and economic well-being.

3. The Board must maintain and publicly disclose a current register of interests for all Board members. Board members should declare any conflicts of interest in the business of the meeting prior to the commencement of each meeting of the Board and its committees and withdraw from meetings as appropriate.

4. The Board must ensure that its decision-making processes are transparent, properly informed, rigorous and timely, and that appropriate and effective systems of financial and operational control, quality, management of staff, risk assessment and management are established, monitored, continuously improved and appropriately impact assessed. This includes:

    a. the prompt production, dissemination and online publication of Board/committee agendas, minutes and papers to the public
    b. every Board meeting and every committee meeting having a well-structured agenda circulated timeously in advance
    c. the retention of all key documentation which helps justify the decisions made by the Board and its committees.

5. The Board may delegate responsibilities to committees for the effective conduct of Board business.

6. The Board must ensure every Board committee has a specified member of the management team to provide objective, specialist advice to support it to discharge its remit, including by explaining in an accessible way the matters under discussion and the possible implications of different options.

7. The Board must consider and have in place procedures to ensure effective working relationships and constructive dialogue amongst the Board as a whole and ensure there are effective reporting and two way communications between committees and the Board. The Board must ensure that discussions and decisions of every committee are accurately recorded and reported to the Board, no later than the next meeting of the Board.

Financial and Institutional Sustainability

1. The Board is responsible for ensuring the financial and institutional sustainability of the body. The Board must ensure compliance with its Financial Memorandum (either with SFC or the regional strategic body, depending on which is funding it), including

in relation to incorporated Colleges and regional Boards, relevant aspects of the Scottish Public Finance Manual.

2. The Board must ensure that:

   a. funds are used as economically, efficiently and effectively as possible
   b. effective monitoring arrangements are in place
   c. College staff report relevant financial matters to it

3. The College is a charitable organisation and Board members are also charity trustees. The Board must ensure its members are aware of their responsibilities under charity legislation and for complying with relevant provisions as set out by the Office of the Scottish Charity Regulator. See *OSCR Guidance and Good Practice for Charity Trustees[4].*

Risk Management

1. The Board is responsible for the overall management of risk and opportunity. It must set the risk appetite and ensure there is an appropriate balance between risk and opportunity and that this is communicated via the Principal to the senior leadership team. The Board will set the tone and influence the culture of risk management within the College.

2. The Board must ensure that sound risk management and internal control systems are in place and maintained. It must ensure there is a formal on-going process for identifying, reporting, evaluating and managing the body's significant risks and review the effectiveness of risk management, business continuity planning and internal control systems and approve major decisions affecting the College's risk profile or exposure.

3. The Board is responsible for ensuring, so far as is reasonably practicable, the safety, health and welfare of all its employees, students and others that may be affected by College activities in compliance with United Kingdom Health and Safety law, recognised safety practice and procedures.

4. The Board shall annually review the College's approach to risk management and approve changes or improvements to key elements of its processes and procedures.

---

[4] https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees