



**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	<i>First Issue</i>
V.2	September 2016	Board of Management	<i>Amended to include 2016 Code of Good Governance</i>
V.3	16 December 2019	Board of Management	<i>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)</i>

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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 their 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 2005¹. 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 their 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 their 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 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 their 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 their 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 their 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 them 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 their 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 their 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;
 - 1.2.7 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;
 - 1.2.8 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 financial 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 is 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