



Standing Orders Part 2 Governance

V.3

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 collectively¹.
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 member² 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 Scotland³
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>