

Ayrshire College Board of Management

Constitution and Standing Orders

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| Date of first issue: | 12 August 2013 |
| Revision number: | 4 |
| Date of Draft Consideration by the Board of Management: | 17 December 2015 |
| Responsibility for Review: | Chair of Board of Management |
| Date of last review: | July/August 2014 |
| Date of next review: | June 2017 |
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Section 1 - Primary Responsibilities of the Board of Management

1.1 Mission and Strategic Vision of the College

The Board of Management of Ayrshire College (the “Board”) shall ensure that Ayrshire College (the “College”) provides the best possible education and learning environment for its students.

The Board shall approve the mission and strategic vision of the College, including institutional and longer-term learning and teaching plans, the Outcome Agreement with the Scottish Funding Council, business plans, annual budgeting and annual accounts, key performance indicators, and ensure that the College meets the interests of all stakeholders, including students, staff, employers, Community Planning Partners, other key stakeholders, local communities and funding bodies.

The Board shall safeguard the good name and values of the College.

The Board shall promote further and higher education in Ayrshire to contribute to sustainable economic growth.

1.2 Appointment of and Delegation to the Principal

The Board shall appoint the Principal as Chief Executive of the College, and shall put in place suitable arrangements for monitoring his/her performance. In undertaking the recruitment of a Principal, the Board is responsible for ensuring that processes are in place which are designed to ensure students and staff will have an opportunity to contribute to the recruitment process.

The Board shall delegate to the Principal, as Chief Executive, operational responsibility for the running of the College, including: authority for the learning and teaching, corporate, financial, estate and human resource management of the College, and shall establish and monitor such management functions as shall be undertaken by and under the authority of the Principal.

1.3 Statutory and Regulatory Responsibilities

The Board shall be the College's legal authority and, as such, shall ensure that systems are in place for meeting the College's legal obligations, including those arising from contracts and other legal commitments made in the College's name.

The College is a Registered Charity and as such all Board Members are charity trustees under the terms of the Charity Trustees and Investment (Scotland) Act 2005. Further information may be found at:

www.oscr.org.uk/charities/managing-your-charity/trustee-duties

The Board shall act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the College.

The Board shall ensure that the College's constitution and standing orders are followed and that appropriate advice is available to enable this to happen.

The Board shall be the employer of all staff of the College.

The Board shall ensure that the College complies with statutory, contractual and other duties placed on it through the national bargaining process.

The Board shall ensure that the College operates ethically, responsibly and with respect for the environment and for society at large.

The Board shall ensure that it maintains a balance of appropriate knowledge, skills, attributes and experience amongst its membership in order to meet its primary responsibilities and make a valuable contribution to an effective Board.

1.4 Supervision and Accountability of the College

The Board shall be the financial and business authority of the College; shall ensure that proper financial statements are kept; shall approve the annual budget and financial statements; and shall have overall responsibility for the assets, property and estate of the College and how they are used.

The Board shall ensure the establishment and monitoring of systems of control and accountability, including: financial and operational controls; systems in respect of risk assessment and management; clear procedures for handling internal grievances; clear procedures for managing conflicts of interest; and clear procedures for public interest disclosure, all so as to ensure sustainability of the College and safeguard its assets.

The Board shall ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against approved plans and key performance indicators, which should be benchmarked against other comparable institutions, wherever possible.

The Board shall ensure that arrangements are in place to promote the proper management of the health, safety and security of students, staff and others affected by the College and its operations.

The Board shall make provision, in consultation with the Students' Association, for the general welfare of students.

The Board shall ensure that processes are in place to annually monitor and evaluate its own performance and, where appropriate to put in place action plans against which future performance may be measured.

The Board shall ensure that processes are in place evaluating the effectiveness of its individual members. This process will be led by the Chair.

The Board shall ensure that a process is in place for evaluating the effectiveness of the Chair. This process will normally be led by the Vice-Chair.

Section 2 – Board of Management Constitution

2.1 Introduction

The Board of Management of Ayrshire College is established under the terms of Schedule 2 of the Further and Higher Education (Scotland) Act 1992 (as amended), The Further and Higher Education (Scotland) 2005 (as amended) and the Post-16 Education (Scotland) Act 2013 Act (“the Acts”).

Ayrshire College is a charity registered in Scotland in terms of the Charities and Trustee Investment (Scotland) Act 2005 with registered number SC021177.

The Constitution of Ayrshire College Board of Management sets out the Board’s policy and practice on those issues which it has powers to determine.

The document covers issues such as the appointment of the Chair and Vice Chair (also known as the Senior Independent Member), the establishment of Board Committees and their respective remits and the effective and efficient conduct of Board meetings.

The Constitution also addresses the arrangements for the reporting of members’ interests and the constitution and duties of the Board.

The Constitution is to be read in conjunction with the following:

- “The Acts” as defined above. For the avoidance of any doubt, in the event of any conflict arising between the Constitution and Standing Orders and the legislation contained in “the Acts” (as amended), the current terms of “the Acts” (as amended) shall prevail;
- the Ethical Standards in Public Life etc (Scotland) Act 2000;
- the Financial Regulations; and
- The Board of Management Code of Conduct.

2.2 Introduction and Interpretation

In this document the following definitions shall apply:

- “The Acts” means the Further and Higher Education (Scotland) Act 1992 (as amended), The Further and Higher Education (Scotland) 2005 (as amended) and the Post-16 Education (Scotland) Act 2013 Act;
- “Chair” means Chairing Member appointed by Scottish Ministers;
- “Board” means the Board of Management of Ayrshire College;

- “Vice Chair” (Senior Independent Member) means the person appointed by the Board to deputise in the absence of the Chair;
- “Board Member” means a member of the Board;
- “College” means Ayrshire College;
- “Committee” means any of the committees referred to in this document and any other committee established by the Board from time to time and the terms “Committees” and “Committee Member” shall be construed accordingly;
- “Financial Memorandum” means the financial memorandum of the College as amended from time to time;
- “SFC” or “Funding Body” means The Scottish Further and Higher Education Funding Council or anybody which takes over or adopts its functions and obligations; and
- “Statement of Primary Responsibilities” means the statement of primary responsibilities of the College, as amended from time to time.

In the event of a dispute as to the interpretation of any part of the College Standing Orders the ruling of the Chair shall be final. In the event of a challenge to any matter contained within “the Acts” the Board shall refer the matter to the statutory provisions.

2.3 Purpose and Powers

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

The Board of Management shall have the duty to:

- manage and conduct the business of the College in accordance with the terms of the Statement of Primary Responsibilities; and
- ensure that the College provides relevant, high quality and efficient learning opportunities to students at the College.

The Board has the responsibility for the appointment of the College Principal, and for the conduct of any disciplinary or other action taken against the Principal as the result of an allegation of misconduct or the investigation of a grievance.

The Board has powers to:

- charge fees;

- provide assistance of a financial or other nature (including waiving or granting remission of fees unless specifically prohibited by legislation from doing so);
- receive any property, rights, liabilities and obligations transferred under the 2013 Act and to acquire property for the College's benefit;
- provide facilities of any description appearing necessary for the managing of the College's activities;
- supply goods and services;
- subject to statutory provision contained within "the Acts" and with Scottish Funding Council consent, to dispose of property;
- enter into contracts, including staff contracts and the supply of goods and services necessary for the management of the College's activities;
- to form or promote or join with any other person in forming or promoting companies (within the meaning of the relevant Companies Acts);
- subject to the terms of the Financial Memorandum with the Scottish Funding Council to borrow such sums as it sees fit;
- invest and disburse such sums as are not immediately required by the Board for the purpose of carrying out the College's activities;
- raise funds and accept gifts of money, land or property and apply it to the purpose of carrying out College activities;
- identify and appoint an appropriate independent person for the purpose of playing a full independent role in the recruitment and appointment of new Board Members or the renewal of existing members appointments;
- annually self-review its own performance, that of the Chair and of its individual members and take such action accordingly as it may deem appropriate; and
- at the discretion of the Chair, to suspend and/or dismiss from membership any member who breaches the responsibilities and requirements contained within this constitution.

The Board shall provide public benefit in Ayrshire and elsewhere through:

- the advancement of education;
- and advancement of citizenship or community development;

- actively seeking the inclusion of underrepresented groups within the College's activities;
- or any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.

The Board may, having particular regard to any requirements laid down by the Scottish Funding Council with respect to financial management, delegate the performance of its functions to its Chair or any Committee appointed by it or any member of its staff with the exception of the following:

- the determination of the educational character and mission of the College;
- monitoring and review of College systems and procedures;
- approval of annual estimates of income and expenditure;
- ensuring solvency of the College and safeguarding its assets;
- approval of the College's annual development plan; and
- appointment and dismissal of the Principal.

The Board may pay to Board Members such expenses as they may determine, subject to any criteria issued from time to time by the Scottish Funding Council.

The Board shall not without the necessary consent of the Scottish Funding Council:

- borrow money from any source other than within the limits established by the Financial Memorandum;
- give a guarantee or indemnity or create any trust or security over or in respect of the College's property; or
- effect a material change in the character of the College.

The Board may be given direction of a general or a specific character by the Scottish Government or the Scottish Funding Council or its equivalent, with regard to the discharge of its functions, and it is the duty of the Board to comply with any directions given. For the avoidance of doubt, this duty applies only where the Scottish Government or the Scottish Funding Council or its equivalent has a statutory power and/or prescribed authority to direct the Board

The Board has a duty to keep proper accounts, which shall be prepared and audited as required by the Scottish Funding Council.

Subject to the responsibilities of the Board, the Principal is responsible for the executive management of the College, including its financial management, internal organisation and discipline.

2.4 Membership

The Board shall consist of not less than 15 or more than 18 persons.

The Board shall comprise:

- a person appointed by the Scottish Ministers to chair meetings of the Board (the “chairing member”);
- the Principal of the College;
- a person being elected by the curriculum/teaching staff from among their own number;
- a person being elected by the service/support staff, from among their own number;
- two persons being appointed by being nominated by the Students’ Association of the College from among students of the College (this includes students on a sabbatical year); and
- up to 12 other people, not being members of staff or full-time students, who have experience in different industry sectors, commercial or employment matters, or the practice of a profession, or who represent the Third Sector, Local Authority or Trades Union, or who otherwise have an interest in the College and in further and higher education in the local area (these people will be referred to as the “Non-Executive Members”).

In appointing its members the Board will do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities requirements.

The Board shall appoint a Secretary to the Board of Management who will be responsible for the administration of the Board.

Arrangements for any elections to the Board shall be delegated to the Secretary to the Board of Management.

Board Members (except the Principal) may resign at any time, by giving notice in writing to the Chair.

Board Members who are members of staff (including the Principal) or students of the College cease to be Board Members if they cease to be staff or students of the College.

Upon the vacancy, or expected vacancy amongst the Board Members (not staff or student representatives) it is for the Board to select and appoint a person to fill the vacancy until the expiry date of the person she or he was appointed to replace. A Search and Nomination Committee shall determine procedures for filling a vacancy.

A person nominated to fill a vacancy may attend Board meetings prior to the resignation of the Board Member who he or she is replacing, and may speak at meetings, but not take part in any vote on a Board item.

Without prejudice to the rights of any Committee to co-opt members from time to time, the Board may from time to time co-opt persons to any Committee and may at any time revoke such co-option. Any person co-opted to any Committee (a "Co-optee") may attend any meeting of that Committee and take part in that Committee's discussions. Co-optees may not chair any Committee, nor may they vote in any decisions determined by a vote of any Committee, but they shall in all other respects have equivalent status to Committee Members.

2.5 Qualifications and Tenure of Office

A member of the Board (other than the Principal or Students' Association nomination) shall hold office for a period of up to 4 years.

Board Members appointed to replace a Board Member who has resigned or been removed from office shall serve until the expiry of the term of office of the person who they were appointed to replace.

Board Members must be over the age of 16 at the time of their appointment.

At the expiry of a Board Member's period of appointment they may be considered, on one occasion only, for a period of re-appointment of up to 4 years. In considering a re-appointment it is the responsibility of the Board to consider whether its needs will be most effectively met by extending an appointment or by making a new appointment.

An appointment may be extended (for one single period) only if:

- a) the Board Member has performed satisfactorily, with evidence of regular assessments of performance to evidence this;
- b) the Board Member's skills, knowledge, attributes and experience remain relevant to the anticipated future needs of the Board.

Where a Board Member does not have their period of appointment extended or where they have served for two periods of appointment including an extension, they may re-apply for appointment through the normal Board Member recruitment process.

Board Members who have been absent without reasonable excuse from the Board for more than 6 months may, by resolution of the Board and notice in writing from the Chair, be removed from the Board.

No Board Member may act as such unless and until he or she:

- is eligible for appointment as a Board Member in terms of section 11 of the 2013 Act; and
- has been the subject of a Protection of Vulnerable Groups scheme (PVG) clearance.

Board Members shall at all times comply with:

- any duties imposed on Board Members in their capacity as charity trustees pursuant to section 66 of the Charities and Trustee Investment (Scotland) Act 2005;
- any other legislation and/or statutory or regulatory guidance applicable to the College from time to time; and
- the terms of the Board of Management Code of Conduct.

2.6 Appointment of Chair and Vice Chair

The Chair (Chairing Member) will be appointed by the Scottish Ministers. The Chair is responsible for Leadership of the Board and ensuring its effectiveness in all aspects of its role.

The Board shall appoint one of its members, not being persons who are:

- students at the College;
- employees of the College;
- the Principal or Acting Principal of the College; or
- members (whether elected or appointed) or employees of a local authority;

to be Vice Chair of the Board of Management. The Vice Chair will also be the Senior Independent Member whose role it will be to provide a sounding board for the Chair and to serve as an intermediary for the other board members and the board secretary when necessary. The Vice Chair/Senior Independent Member should also be available where contact through the normal channels of chair, principal or board secretary has failed to resolve an issue or for where such contact is inappropriate.

The period of appointment of the Vice Chair shall be determined by the Board.

If both the Chair and Vice Chair are absent from any meeting of the Board then the Board Members present shall choose one of their numbers to act as Chair for the meeting.

The Chair may at any time by giving notice in writing to the Scottish Ministers resign their office as a member.

In the event of the Chair resigning their office, the Vice Chair will assume the role of acting Chair until such time as the Scottish Ministers appoint a new Chairing Member.

The Vice Chair may at any time by notice in writing to the Secretary to the Board of Management, resign their office.

At the first meeting following the expiry of their term of office, or following their resignation, the Board shall, appoint a new Vice Chair from amongst their number for a period determined by the Board.

The Vice Chair retiring at the end of their term of office is eligible for re-nomination if they remain a member of the Board or are reappointed to the Board.

When the Chair or Vice Chair cease to be a member of the Board, she or he shall no longer hold any office of the Board.

2.7 Proceedings

The Board may regulate its own proceedings and those of any Committee appointed by it.

The validity of any proceedings of the Board or of any Committee appointed by them shall not be affected by any defect in the appointment of any member of the Board or any member of such Committee or by a vacancy amongst the members of the Board.

The Board shall make available for inspection at the main office of the College (and on the college website), at all reasonable times, for anyone who wishes to inspect them, copies of the following documents:

- the agenda for any meeting of the Board or any Board Committee;
- the draft minutes of any such meeting as approved by the Chair of the meeting; and
- the minutes of such meeting as agreed by the Board or as the case may be, the Committee.

The above shall not apply to any document or part thereof which relates to:

- an employee, former employee or applicant for employment at the College;

- a person who is, or has been, or is likely to be a student at the College;
- any information, the disclosure of which is prohibited by anything in any enactment or rule of law; or
- any information which the Board believes should be treated as confidential because of its commercial nature or otherwise.

2.8 Meetings

The Chair is responsible for setting the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, particularly strategic issues. The Chair must promote a culture of openness and debate by encouraging the effective contribution of all Board members and fostering constructive relationships between Board members. The Chair shall be responsible for the general conduct of meetings and shall:

- preserve order and ensure every member has a fair hearing;
- decide upon all matters of order, competency and relevancy, and
- determine all questions of procedure in reference to which no express provision is made in legislation or under these proceedings and meeting arrangements.

The ruling of the Chair on all matters within her or his jurisdiction as Chair is final.

In the case of an equality of votes at any meeting of the Board, or Committee, the Chair or in her or his absence the Vice Chair, shall have a second or casting vote.

The Board shall meet at least three times per year and will hold such other meetings as the Chair deems necessary.

Notification to Board Members of the time and place of the meeting and a copy of the agenda will be sent to Board Members at least 5 working days in advance of the meeting, or if the meeting is convened at a shorter time, then at the time it is convened.

The order of business will be determined at the start of the meeting and will generally follow the format contained in the agenda accompanying the notice calling the meeting.

Matters to be raised under Any Other Business should be notified to the Chair or the Secretary to the Board of Management prior to the meeting. Any such

matters may, subject to the approval of the Chair or the Vice Chair, be considered by the Board.

A Special Meeting of the Board may be called at any time by the Chair or by a request in writing of any six or more Board Members. If there are matters requiring urgent attention, the period of written notice convening a meeting may be less than 5 working days.

If any Board Member disregards the authority of the Chair or displays obstructive or offensive conduct, that Board Member may be asked to leave the meeting.

At each Board meeting the minutes of the previous meeting shall be submitted for approval. After the minutes have been approved as a correct record of the meeting to which they relate, subject to or without amendment, the Chair shall sign them.

After the minutes have been approved, and before the next business on the agenda, any Board Member may ask any question in regard to matters arising out of them. Questions shall be allowed for the purposes of information only.

Every decision or recommendation to be considered at a meeting of the Board shall be recorded by the Board Secretary.

The Board may adjourn any meeting to such time as the Chair may determine. When an adjourned meeting is resumed, proceedings shall commence at the point at which they were broken off at the adjournment.

50% of the Board of Management places occupied will constitute a quorum.

If a quorum is not present, the Chair shall adjourn the meeting for 15 minutes and, after this time, if a quorum is still not present, the Chair shall have the power to decide to close the meeting or to take such items on the agenda that may require discussion on an advisory basis only, subject to a vote taken by the next quorate meeting of the Board.

Subject at all times to the terms of this Constitution, the Board shall regulate its proceedings as it thinks fit.

Voting shall be by a show of hands or by voice, unless one half of the members present, and entitled to vote at the meeting, signify their objection. The Board will then decide whether the vote should be taken by ballot.

The College Executive Management Team shall be entitled to attend and speak at any meeting of the Board or its Committees, but shall not be entitled to vote at any such meeting.

Staff and student members of the Board shall, unless invited to remain by the Chair, withdraw from any part of any meeting of the Board at which there is a clear conflict of interest, including: the appointment, promotion, conduct, suspension, dismissal, retirement or terms and conditions of

employment of any employee of the College or member of the Board is to be considered.

2.9 Committees of the Board of Management

The Board shall appoint such Committees as it considers necessary.

The Chair of the Board and the Principal may attend any meetings of any Committee (other than the Audit Committee, which they may only attend by invitation) but may not vote unless they are members of the Committee.

Committees may include persons who are not Board Members but such persons will not be entitled to vote at meetings of the Committee.

The arrangements for the conduct of Board meetings shall also apply to its Committees.

The Board, unless resolved otherwise, will establish, as a minimum, the following Committees:

- Learning and Teaching Committee;
- Human Resources and Organisational Wellbeing Committee;
- Finance Committee;
- Estates and New Campus Development Committee;
- Audit Committee;
- Performance Review and Remuneration Committee; and
- Search and Nomination Committee.

Committees, in consultation with the Board, shall determine the frequency and dates of their meetings.

Committees shall determine or advise the Board on any matters which the Board remits to them.

Committees may establish short-life working groups and determine their functions and membership.

Minutes of meetings of Committees of the Board shall be presented to the next available meeting of the Board. Provision shall also exist where required for confidential minutes to be presented.

The appointed internal auditors and external auditors of the College shall receive as a matter of course all papers including agendas and minutes presented to the Board of Management and any of its Committees. The internal auditor and external auditor shall have a right to attend any such meetings.

2.10 Board Members' Interests

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

A Board Member who has any financial or material interest in:

- the supply of work or goods to or for the purpose of the College;
- any contract or proposed contract concerning the College; or
- any other matter relating to the College

must, at any meeting when the item is considered, declare an interest and withdraw from the meeting, unless the Board allows the member to remain when she or he may talk on the item, but they may not vote on any question in relation to it.

In accordance with the terms of the Ethical Standards in Public Life Etc. (Scotland) Act 2000, a Register of Interests will be maintained by the Secretary to the Board of Management. Such Register of Interests shall be available for inspection at all reasonable times at the main Board of Management office of the College or as otherwise required by the Standards Commission for Scotland. It is the responsibility of members of the Board to declare all relevant information and to promptly notify any changes. Guidance is provided in the Code of Conduct for Members of the Board of Management of Ayrshire College which is detailed within Section 5.

2.11 Confidentiality of Information

Any information received or obtained by any person in connection with his/her functions as a Board Member, or a member of any Committee, shall be treated by him/her as confidential to the Board or that Committee and shall not be discussed with any other person without the express prior approval of the Board.

Papers and reports shall not be divulged or disclosed to anyone prior to the meeting of the Board. Papers, discussion and decisions agreed by the Board to be confidential shall be separately minuted and shall not be made available to anyone other than members of the Board and the Secretary to the Board of Management. Members of the Board may not discuss such matters with anybody other than Board Members privy to that information without the express prior approval of the Board.

In particular, Board Members must treat the following information as confidential and must not divulge or disclose any such information to any third party:

- personal information held about individuals;

- information relating to a person who is, has been, or is likely to be a student of the College;
- any information the disclosure of which is prohibited by anything in any enactment (including, but not limited to, the 1982 Act and any enactment contained in a subordinate instrument) or rule of law;
- matters relating to the business of the College, its transactions and financial affairs;
- matters relating to the business of the College's funders, partners, contractors and
- other third parties with which the College has or may have business or commercial relationships;
- matters related to or concerned with legal disputes, actions or the like concerning the College; and
- matters which are identified by the Board as being confidential or which, given their nature, may be regarded as being confidential to the College.

For the avoidance of doubt, any breach of confidentiality by a board member or members would be considered to be a very serious matter and may lead to suspension or dismissal from the Board.

The Board shall make available for inspection at the main office of the College at all reasonable times by anyone who wishes to inspect them, copies of the following documents:

- the agenda for any meeting of the Board or of any committee;
- the minutes of such meeting as agreed by the Board or, as the case be, committee; and
- any report or other document considered by such meeting.

2.12 Execution of Documents

A document is validly executed by the Board if it is signed on its behalf by a member of the Board, normally the Chair, Vice Chair or Principal, or by any person performing the duties of the Secretary to the Board of Management or by any person otherwise authorised to sign the document on the Board's behalf.

2.13 Scheme of Delegation

The Board has an agreed Scheme of Delegation, which defines the powers delegated to the Chair of the Board, the Committees, the Principal, and the

Secretary to the Board of Management. The Scheme of Delegation shall be reviewed and updated from time to time as agreed by the Board.

Matters which are dealt with under delegated authority by the Chair of the Board, a Board Committee, the Principal, or the Secretary to the Board of Management do not need further confirmation by the full Board unless the Scheme of Delegation so requires.

The Board will be kept informed of matters determined under delegated authority by the Chair of the Board, a Board Committee, the Principal, or the Secretary to the Board of Management.

If the Board has reasonable grounds to suspect that powers granted under the Scheme of Delegation have been misused or exceeded by any party the Board may take whatever steps it considers reasonable and appropriate to investigate the matter, and to act upon any findings so made. In any such circumstance the Board will seek legal advice before proceeding, and may also seek advice from other bodies such as the SFC and the Standards Commission as appropriate.

2.14 Financial Regulations and Scheme of Financial Delegation

The Board of Management separately approves detailed Financial Regulations which set out practical parameters, guidance and responsibilities relating to financial control. These Financial Regulations are updated on an agreed cycle and include a Scheme of Financial Delegation which sets out the financial authorities, including financial spending limits, delegated to the Principal.

2.15 Suspension, Alteration and Review of the Constitution

Any one or more provisions of the Constitution may be suspended, except where such suspension might lead to an action contrary to law, provided that at least two thirds of the members present vote to do so.

No alteration of the Constitution shall be made without notice of any proposed alteration having been given in the notice calling a meeting at which the alteration is to be considered and a majority of the Board Members present and voting at such meeting voting in favour of the alteration being made and adopted.

The Board shall, at least once every three years, review the terms the Constitution in order to determine whether any amendments and/ or additions should be made thereto.

Section 3 – Board and Committees’ Terms of Reference

3.1 Board of Management Terms of Reference

Introduction

The Board of Management is responsible for the overall functioning and strategic direction of the College. The Board of Management is also responsible for planning the future development of the College and for ensuring its effective management.

The Board of Management has ultimate responsibility for all the affairs of the College.

The Board of Management is publicly accountable for the College’s stewardship of public funds and given the nature of this obligation demands the highest standards of Corporate Governance.

Remit

The Board of Management is responsible for overseeing all matters related to function and strategic direction of the College. The Board of Management through its Committees will provide strategic leadership to ensure that the College aims and objectives are achieved.

Board of Management Membership

The membership of the Board of Management will be constituted as required by “the Acts” and the College Constitution.

The Board of Management shall consist of not less than 15 or more than 18 persons.

The Board shall comprise:

- The Principal of the College;
- A person being elected by the curriculum/teaching staff from among their own number;
- A person being elected by the service/support staff from among their own number
- 2 persons being appointed by being nominated by the Students’ Association of the College from among students of the College (this includes students on a sabbatical year).
- Up to 12 other people, not being members of staff or full-time students, who have experience in different industry sectors, commercial or employment matters, or the practice of a profession, or who represent

the Third Sector, Local Authority or Trades Union, or who otherwise have an interest in the College and in further and higher education in the local area (these people will be referred to as the “Non-Executive Members”).

Quorum

50% of the Board of Management places occupied will constitute a quorum.

Attendance

The Board of Management may co-opt additional advisors as required. Details of the proposed co-opted advisors will be notified to the Chair of the Board in advance. The role, remit and term of membership of the co-opted advisors will be determined by the Board.

The Executive Management Team and other Staff, as required should attend meetings of the Board of Management to provide information and reports as appropriate.

Meetings

The Board shall normally meet on a quarterly basis, but shall meet on a minimum of three occasions per annum.

Any member of the Board of Management may convene additional meetings as and when required by giving a minimum of ten working days’ notice to the Secretary to the Board of Management to call a meeting.

The Chair of the Board of Management will instruct the Secretary to the Board of Management to call meetings of the Board. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

Where, in the opinion of the Chair, an exceptional and urgent matter of business requires to be considered by the Board at shorter notice than that provided for above, the Chair may instruct the Board Secretary to call a meeting of the Board of Management at a time, date and place determined by the Chair.

Duties

The Board of Management has responsibility for overseeing the business of the College, determining its future direction and fostering an environment in which the College vision, mission and objectives are achieved and the potential of all learners is maximised. The Board of Management is the employer of all staff of the College.

The Board of Management must ensure compliance with “the Acts” and their statutes, ordinances, schedules and provisions regulating the College and its

framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.

The following items are retained for approval by the Board of Management upon advice from or recommendation by the relevant Committee where appropriate and may not be delegated:

- To approve Strategies presented by the relevant Committee's;
- To approve the planning cycle proposed by the Executive Management Team for the preparation of the Outcome Agreement, the College Strategic Plan, and to approve the Plan itself before publication;
- To approve the annual accounts, following consideration by the Finance and Audit Committee;
- To approve the College budget proposals, following consideration by the Finance Committee;
- To approve the appointment of the Principal and Chief Executive;
- To approve any financial packages in excess of statutory provisions, for severance payments, following consideration by the Performance Review and Remuneration Committee;
- To receive, consider and approve at each meeting the rolling Ayrshire College Risk Register
- To approve membership of new and reappointed Board Members, following consideration by the Search and Nomination Committee and prior to submission to the Scottish Ministers for approval;¹
- Where for any valid reason it is not possible to submit new and/or reappointed membership to the Board for approval, e.g. the re-constitution of the Board Membership, then approval shall rest with the Chair and the Scottish Ministers; and
- To ensure that the arrangements made to implement the College Health and Safety Management System are effective.

Authority

The Board of Management is authorised to investigate any matters in any reasonable manner as it sees fit. The Board of Management is authorised to receive and record information received as a part of any investigatory process from persons who are not members of the Board and who are not employees

¹ In the interests of practicality, this may be undertaken by circulation where a meeting of the Board is not immediately scheduled.

of the College provided they wish to co-operate in the provision of information and whilst taking account of policy and legal rights and responsibilities.

The Board of Management is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the Chair of the Committee and the Committee Executive Management Team representative for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Secretary to the Board of Management will prepare a “Staff Briefing Note” of the Committee proceedings, which will be posted on Staff Notice Boards throughout the College and also on the College intranet as part of the College communication system.

The Chair of the Board shall report on the work of the Board of Management and submit approved minutes to the College Board meeting for information.

3.2 Audit Committee Terms of Reference

Introduction

The Audit Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be known as the Audit Committee of the Board and will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'the Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to the external and internal audit of the College and provide assurance to the Board that the requirements of the Code of Audit Practice published by Audit Scotland are observed along with all other relevant regulations and legislation. The Committee will have a particular engagement with internal and external audit and financial reporting issues.

Committee Membership

The Committee membership shall consist of a minimum of four non-executive Board members who shall be independent and objective and, in line with good practice, should not include either the Principal or the Chair of the Board. At least one member of the Audit Committee must have recent relevant financial or audit experience.

The Committee Chair will be appointed by the Board.

Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional advisors as required. Details of proposed co-opted advisors will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted advisors will be determined by the Committee.

External and Internal Auditors shall normally attend meetings and will be invited to all meetings.

The Vice Principal Finance and College Systems, the Director of Finance and Student Funding and, where appropriate, other staff should attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet on a quarterly basis, but shall meet on a minimum of three occasions per annum.

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Secretary to the Board of Management to call a meeting.

The Committee Chair will instruct the Secretary to the Board of Management to call meetings of the Committee. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

The Committee may meet privately without any non-members (with the exception of the secretary) for all or part of a meeting if they so decide.

The Committee will normally meet with the External and Internal auditors annually without any members of the Executive Management Team being present.

Duties

- To agree Strategies within the Committee's overall remit subject to Board of Management Approval.
- Reviewing and advising the Board of Management on the effectiveness of the College's financial and other internal control Systems.
- Reviewing and advising the Board of Management on corporate governance requirements.
- Appointing the College's Internal Auditors and agreeing on the terms of reference for an audit service.
- Reviewing the scope and effectiveness of the work of the internal and external auditor using appropriate performance indicators.
- Considering issues raised in audit reports, annual management letter and reporting to the Board of Management on action required.
- Considering the College's annual financial statements and external auditor's report prior to submission to the Board of Management by the Finance Committee. Recommending to the Board the adoption of the audited Annual Accounts.

- Agreeing an internal and external audit plan.
- Advising the Board of Management on internal and external value for money reviews which secure the effective use of College resources.
- Preparing an Annual Report to the Board of Management on the work of the Audit Committee which will then be submitted to the Scottish Funding Council.
- Reviewing reported cases of impropriety to establish whether they have been appropriately handled.
- Agreeing the fees of Internal and External Auditors.
- Ensuring the system of risk management established by Ayrshire College remains fit for purpose and is being appropriately maintained.
- At each meeting receive and consider the rolling Ayrshire College Risk Register and comment accordingly to the Board of Management.
- At each meeting to receive the rolling Risk Register for the New Build Campus Project and comment accordingly to the Estates & New Campus Development Committee.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the Chair of the Committee and the Committee Executive Management Team representative for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Secretary to the Board of Management will prepare a “Staff Briefing Note” of the Committee proceedings, which will be posted on Staff Notice Boards throughout the College and also on the College intranet as part of the College communication system.

The Chair of the Committee shall report on the work and recommendations of the Committee and submit approved Committee minutes to the Board meeting for information.

3.3 Estates and New Campus Development Committee Terms of Reference

Introduction

The Estates and New Campus Development Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be known as the Estates and New Campus Development Committee of the College Board and will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to the strategic development of the new Campus project and the existing College Estate including land, buildings, moveable assets and equipment and/or regulations and also ensure that any guidance published by the Scottish Funding Council is observed.

Committee Membership

The Committee membership shall consist of a minimum of four members from the Board, including the Principal of the College and Chair of the Board who will be standing members of the Committee. The Board will seek to ensure that at least one member of the Committee will have a background in the building industry, surveying or estate management.

The Committee Chair and remaining members will be appointed by the Board.

Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional advisors as required. Details of proposed co-opted advisors will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted advisors will be determined by the Committee.

The Vice Principal College Estate and New Campus Development and, where appropriate, other staff should attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet on a quarterly basis, but shall meet on a minimum of three occasions per annum.

Any Member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Secretary to the Board of Management to call a meeting.

The Committee Chair will instruct the Secretary to the Board of Management to call meetings of the Committee. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

Duties

- To agree Strategies within the Committee's overall remit subject to Board of Management Approval.
- To regularly review all property assets.
- To discuss and make recommendations to the Board on the annual capital expenditure programme and large capital projects.
- To consider the College's property portfolio making recommendations to the Board for the disposal of and acquisition of land and buildings.
- To oversee the development of the new build Kilmarnock Campus project including risk management.
- To oversee the Risk Register for the New Build Campus Project and to comment accordingly to the Board of Management and forward to the Audit Committee for information.
- To oversee the major estates projects including the new build Campus so as to ensure that projects are developed within the parameters specified by the Board of Management.
- Provide guidance and direction to College Management as appropriate.
- To consider the strategic robustness and viability of proposed estates projects. To ensure that when the financial viability of the same

proposals are considered by the Finance Committee, the covering paper properly reflects the views of this Committee.

- Make recommendations to the Board on the decisions required on proposed estates projects.
- Comply with the Scottish Funding Council's Financial Memorandum with regard to the College's estate.
- Consider the principles of sustainability in managing the College's estate.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the Chair of the Committee and the Committee Executive Management Team representative for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Secretary to the Board of Management will prepare a "Staff Briefing Note" of the Committee proceedings, which will be posted on Staff Notice Boards throughout the College and also on the College intranet as part of the College communication system.

The Chair of the Committee shall report on the work and recommendations of the Committee and submit approved Committee minutes to the Board meeting for information.

3.4 Finance Committee Terms of Reference

Introduction

The Finance Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be known as the Finance Committee of the College Board and will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to strategic and operational financial planning of the College and provide assurance to the Board on the ongoing financial management and performance of the College.

Committee Membership

The Committee membership shall consist of a minimum of four members from the Board, The Board will seek to ensure that at least one member of the Committee should have a background in financial management.

The Committee Chair and remaining members will be appointed by the Board.

Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional advisors as required. Details of proposed co-opted advisors will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted advisors will be determined by the Committee.

The Vice Principal Finance and College Systems, the Director of Finance and Student Funding and, where appropriate, other staff should attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet on a quarterly basis, but shall meet on a minimum of three occasions per annum.

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Secretary to the Board of Management to call a meeting.

The Committee Chair will instruct the Secretary to the Board of Management to call meetings of the Committee. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

Duties

- To agree Strategies within the Committee's overall remit subject to Board of Management Approval.
- Consider and make recommendations to the Board on the annual financial budget for the College.
- Monitor the receipt of funds in the form of financial allocations, together with supplementary income, ensuring all funds are applied for the purposes specified in the allocation.
- Monitor in-year expenditure against budget and advise the Board including any requirement for remedial action.
- Ensure all strategic financial decisions and actions taken are compliant with the requirements of the Financial Memorandum with the Scottish Funding Council.
- Review financial benchmarking and performance information.
- Consider the financial impact and affordability of the Capital Programme and make recommendations to the Board concerning capital investments and capital allocations.
- Agree the College's borrowing requirement and approve all borrowing/loan agreements, granting security and/or giving guarantees as appropriate within the regulations as set out in the Financial Memorandum with the Scottish Funding Council.
- Oversee and approve all requests for project funding prepared for submission to the Ayrshire College Foundation.
- Oversee the agreement and implementation of the Financial Regulations of the College and systems of delegated authority to ensure a robust financial control environment is in place.
- Consider the Statutory Annual Accounts of the College and report on them to the Board.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the Chair of the Committee and the Committee Executive Management Team representative for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Secretary to the Board of Management will prepare a “Staff Briefing Note” of the Committee proceedings, which will be posted on Staff Notice Boards throughout the College and also on the College intranet as part of the College communication system.

The Chair of the Committee shall report on the work and recommendations of the Committee and submit approved Committee minutes to the Board meeting for information.

3.5 Learning and Teaching Committee Terms of Reference

Introduction

The Learning and Teaching Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be known as the Learning and Teaching Committee of the College Board and will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to the strategic and operational planning of Learning and Teaching within the College and provide assurance to the Board on students' issues and the learning and teaching performance of the College.

Committee Membership

The Committee membership shall consist of a minimum of four members from the Board, which should include one staff representative and a College Student President.

The Committee Chair and remaining members will be appointed by the Board.

Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional advisors as required. Details of proposed co-opted advisors will be notified to the Chair of the College Board in advance. The role, remit and term of membership of co-opted advisors will be determined by the Committee.

The Vice Principal Learning and Teaching, and, where appropriate, other staff should attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet on a quarterly basis, but shall meet on a minimum of three occasions per annum.

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Secretary to the Board of Management to call a meeting.

The Committee Chair will instruct the Secretary to the Board of Management to call meetings of the Committee. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

Duties

- To agree Strategies within the Committee's overall remit subject to Board of Management Approval.
- To approve the curriculum portfolio within the context of the College's strategic objectives and to meet the requirements of the Ayrshire College Outcome Agreement.
- To agree the College strategy on provision for young people (16-19), disadvantaged groups, the unemployed, employed and lifelong learners.
- To scrutinise performance indicators (PI's) in relation to student success including but not limited to; student retention and student outcome data, SIMD and post course destinations and consider action taken to improve performance where the PI's fall below national benchmarks.
- To monitor the progress and outcomes of the College curriculum directorates and service areas self-evaluation reports.
- To consider and review strategies supporting learning, teaching and assessment and student support funds.
- To review and monitor all College services which are provided to support the student journey, including the quality of learning and teaching and student satisfaction.
- To monitor equality and diversity strategies, scrutinise data and receive reports on learner profiles and interventions.
- To monitor the use of student funds including; bursaries, educational maintenance allowance (EMA) childcare and discretionary funds.
- To review student feedback on their College experience using a range of methods and monitor actions for improvement.
- To monitor transition agreements between local schools, the College,

university partners and employers and receive annual reports.

- To receive an annual report on student complaints and how they are dealt with.
- To receive an annual report on Student Welfare incorporating safeguarding and behavioural management issues.
- To receive a Student Satisfaction Annual Report.
- To celebrate success with staff and students.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the Chair of the Committee and the Committee Executive Management Team representative for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Secretary to the Board of Management will prepare a “Staff Briefing Note” of the Committee proceedings, which will be posted on Staff Notice Boards throughout the College and also on the College intranet as part of the College communication system.

The Chair of the Committee shall report on the work and recommendations of the Committee and submit approved Committee minutes to the Board meeting for information.

3.6 Human Resources and Organisational Wellbeing Committee Terms of Reference

Introduction

The Human Resources and Organisational Wellbeing Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be known as the Human Resources and Organisational Wellbeing Committee of the College Board and will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'the Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to the strategic and operational planning relating to the College's continuing organisational development.

The Committee will provide assurance to the Board on the performance indicators and measurement of success with regard to the performance of the functions within the Human Resources and Organisational Wellbeing Directorate.

The Committee will monitor the College wide performance with regard to the development of an inclusive culture where the College mission, aims and values underpin everyday work and learning.

Committee Membership

The Committee membership shall consist of a minimum of four members from the Board.

Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional advisers as required. Details of proposed co-opted advisers will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted advisers will be determined by the Committee.

The Vice Principal, Human Resources and Organisational Wellbeing and where appropriate other staff should attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee will normally meet on a quarterly basis, but will meet on a minimum of three occasions per annum.

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Secretary to the Board of Management to call a meeting.

The Committee Chair will instruct the Secretary to the Board of Management to call meetings of the Committee. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

Duties

- To agree Strategies within the Committee's overall remit subject to Board of Management Approval.
- To ensure that the mission, aims and values of the College promote a positive and inclusive culture for staff and learners and to monitor staff feedback to ensure open and transparent communication.
- To ensure that the College supports strong and effective leadership, personal and professional development and the empowerment of teams.
- To monitor the reports with regard to systems and processes to ensure that the College is managing and developing the organisation professionally and appropriately, with a focus on legislative requirements.
- To ensure that the College reviews and develops its Organisational Development and Human Resources Strategy including arrangements for staff/management development and Continuous Professional Development to ensure alignment with organisational priorities and stakeholder needs.
- To ensure that the College reviews key performance indicators in relation to Human Resources and Organisational Wellbeing to ensure they

reflect key elements of policy and strategy for staff and stakeholders and to monitor outcomes for the purposes of continuous improvement.

- To ensure that the College embeds the principles of Equality & Diversity.
- To ensure that the College embeds the principles of Health, safety and wellbeing.
- To ensure that the College is managing and developing effective, open and transparent internal communications and dialogue with staff.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the Chair of the Committee and the Committee Executive Management Team representative for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Secretary to the Board of Management will prepare a 'Staff Briefing Note' of the Committee proceedings, which will be posted on the Staff Notice Board throughout the College and also on the College intranet as part of the College communication system.

The Chair of the Committee will report on the work and recommendations of the Committee and submit approved Committee minutes to the Board meeting for information.

3.7 Performance Review and Remuneration Committee Terms of Reference

Introduction

The Performance Review and Remuneration Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be known as the Performance Review and Remuneration Committee of the College Board and will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to Performance Review and Remuneration of the Executive Management Team and provide assurance to the Board on all such matters. In undertaking its deliberations, the Committee should take evidence from a range of sources. In particular, students and staff should have a role in contributing views/evidence to the Committee as appropriate.

Committee Membership

The Committee shall be chaired by the Chair of the Human Resources and Organisational Wellbeing Committee and membership will be the Board Chair and the Chairs of the Board of Management Committees. The Principal may not be a member of this Committee.

The Principal shall be in attendance for the Committee except where discussions relate to her/his Performance and Remuneration.

Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional advisors as required. Details of proposed co-opted advisors will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted advisors will be determined by the Committee.

The Principal and other staff, where appropriate should attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet on an annual basis.

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Secretary to the Board of Management to call a meeting.

The Committee Chair will instruct the Secretary to the Board of Management to call meetings of the Committee. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

Duties

- To discuss the Performance of the Executive Management Team members in line with the College's Performance Review frameworks.
- To agree remuneration for the Executive Management Team.
- To take account of any advice given by the Scottish Funding Council in the remuneration of the Executive Management Team.
- To take account of any guidance issued by the Treasury or other relevant Government bodies on public sector salaries.
- To consider benchmarking information across the Sector as appropriate in determining remuneration strategies for the Executive Management Team.
- To report to the Board of Management on remuneration policies for the Executive Management Team.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form, normally within ten working days to the Chair of the Committee for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Chair of the Committee will report on the work of the Committee and submit approved Committee minutes to the Board meeting for information.

3.8 Search and Nomination Committee Terms of Reference

Introduction

The Search and Nomination Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be known as the Search and Nomination Committee of the College Board and will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for the recruitment and recommendation of new members and consider re-appointment of current members of the Board of Management.

For the avoidance of doubt, all approval of membership rests with the Board of Management and then the Cabinet Secretary.

Committee Membership

The Committee shall be chaired by the Chair of the Board and membership will be all Chairs of the Board of Management Committees.² The Principal may not be a member of this Committee.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional advisors as required. Details of proposed co-opted advisors will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted advisors will be determined by the Committee.

Meetings

The Committee shall meet as required in accordance with the remit.

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Secretary to the Board of Management to call a meeting.

² The Committee will also be required to co-opt an appropriate independent person, external to Ayrshire College, to play a full role in the recruitment and recommendation of Board Members to Scottish Ministers

The Committee Chair will instruct the Secretary to the Board of Management to call meetings of the Committee. The agenda and supporting papers will be sent to members at least five working days before the day of the meeting.

Duties

- To recruit and recommend new Board Members and consider the reappointment of current members to the Board of Management.
- To provide recommendations to the Board of Management and Scottish Ministers on the appointment and reappointment of Board Members.
- The Committee will give due regard to issues of equality, diversity and opportunity in any appointments recommended.
- The Committee shall conduct the search and nomination processes in a fair, equitable and non-discriminatory manner.
- The Committee shall develop and monitor procedures for the appointment, reappointment, induction and governance arrangements of Board Members.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any Senior Manager or Employee of the College, its Advisors or Member of the Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the Chair of the Committee and the Committee Executive Management Team representative for checking. It is expected that minutes will be checked timeously and any amendments advised to the Secretary to the Board of Management.

The Chair of the Committee shall report on the work and recommendations of the Committee and submit approved Committee minutes to the Board meeting for information.

Section 4 - Scheme of Delegation

4.1 Introduction

This scheme of delegation specifies the functions which are delegated by the Board of Management (the “Board”) in terms of Section 12(4) of the Further and Higher Education (Scotland) Act 1992 (“the Act”).

Under Section 12(1) of the Act, the Board has a duty to manage and conduct the business of the College, and to ensure that the College provides suitable and efficient education to students.

All delegations must be exercised in accordance with regard to any lawful direction and/or guidance subsequently issued by the Scottish Ministers or the Scottish Funding Council (“SFC”) or any body which takes over the whole or any part of the functions of the SFC from time to time.

The delegations are dealt with in four sections:

- Delegation to the Chair of the Board of Management;
- Delegation to Committees of the Board of Management;
- Delegations to the Principal and Chief Executive (the “Principal”); and
- Delegations to the Secretary to the Board of Management.

A further Scheme of Financial Delegation is included within the College Financial Regulations, and sets out the financial authorities and authorisation limits for the Principal.

4.2 Compliance

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

4.3 Review

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

4.4 Authority Reserved to the Board of Management

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

- determining the objectives of the Board of Management;
- borrowing money (other than overdraft facilities within the Principal's delegated authority) and, in connection with such borrowing, granting securities or giving guarantees or indemnities. Any such borrowing, granting securities or indemnities must comply with Section 12.7(a) of the Further and Higher Education (Scotland) Act 1992;
- the final approval of the annual budget;
- the final approval of the College Strategic Plan;
- the final approval of the year end Annual Accounts and Financial Statements;
- the final consideration of the Annual Audit Report;
- the acquisition and disposal of heritable property, whether by way of sale, transfer, assignation, lease, licence or otherwise or the granting or any standard securities, charges or any other rights in respect of any heritable property which relate to the College's title thereto;
- the appointment and re-appointment of Board Members (including the appointment of co-opted members) and the appointment of members and co-opted members to standing committees;
- the removal from office of Board Members;
- the appointment of and disciplinary action against the Principal;
- the approval of early retirement packages, enhanced pension arrangements or financial packages in excess of statutory provisions;
- delegation of functions of the Board of Management;
- the making, amendment and revocation of the Constitution of the Board of Management (including, but not limited to, the code of conduct, Committee Terms of Reference and this Scheme of Delegation);
- entering into of any material contracts or any contract or transaction which is not in the ordinary and proper course of the business of the College and on arm's length terms;

- establishing Committees and determining the Terms of Reference thereof; and
- forming or promoting or joining with any other person in forming or promoting companies.

4.5 Delegation to the Chair of the Board of Management

The Chair of the Board of Management is authorised:

- to nominate, after a period of four weeks continuous absence of the Principal or such shorter period of time as the Chair may determine, a person to assume the role of Acting Principal in the Principal's absence. The Chair shall, at the earliest opportunity, advise the Board of Management and the SFC of the appointment of the Acting Principal and the terms of such appointment shall be subject to approval or amendment by the Board of Management;
- In the event of continuous absence of eight weeks (including the four week absence referred to above) of the Principal (except in the case of serious illness when the period of continuous absence will be 4 weeks), the entire Board shall (in a special meeting called for this purpose) be required to invest the delegations ascribed to the Principal in this document to other members of the Executive Management Team as the Board considers appropriate until such time as the Principal is capable of discharging fully his/her functions as Principal/Chief Executive of the College;
- The paragraphs above are not relevant where the Principal appoints a member of the Executive Management Team or in exceptional circumstances a member of the Senior Management Team to be Acting Principal during their routine absences such as annual leave;
- For the avoidance of doubt, the nominated Acting Principal has the same levels of authority and responsibility as prescribed within the Financial Regulations;
- to deal with urgent items of business after consultation with the Chair of the relevant Committee and with the Principal;
- to authorise expense claims on behalf of the Principal where such claims arise out of expenditure incurred in the performance of the Principal's normal duties, ensuring in doing so that such authorisations comply with the current Financial Regulations or any other policies adopted by the Board from time to time; and
- to sign the College's Annual Accounts and Financial Statements prior to their submission to the SFC and after they have been approved by the Board.

4.6 Delegation to Committees of the Board of Management

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

- the respective Terms of Reference of those Committees as detailed in the Constitution; and
- any minutes of the Board making a special delegation to a Committee.

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

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

4.7 Delegation to the Principal

The Principal, as Chief Executive of the College, is responsible for the operational management of the College subject to strategic and policy direction by the Board of Management and the terms of any specific reservations to the Board.

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

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

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

4.8 General

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

4.9 Employees and Board Members

- to review the performance of members of the College Executive Management Team against predetermined targets as determined from time to time by the Performance Review and Remuneration Committee; and
- to authorise enhanced disclosures and/or criminal record checks from Disclosure Scotland on all Board Members appointed by the College.

4.10 Delegation to the Secretary to the Board of Management

The delegations to the Secretary to the Board of Management are always subject to the Constitution of the Board of Management.

The Secretary to the Board of Management is authorised:

- to keep proper records and minutes of the Board and Committee proceedings and prepare agendas, draft minutes and approved minutes of all meetings of the Board or any Committee;
- to make available for inspection at the main office of the College, copies of the agenda and approved minutes of any meeting of the Board or any Committee and also of any report or other document (other than those marked confidential) considered by such a meeting;
- to maintain the Register of Interests of the members of the Board;
- to arrange for any elections to the Board from curriculum/teaching and non-teaching/ service staff at the College;

- to receive resignations from the Board and to inform the Board of vacancies and impending vacancies; and
- to act on behalf of the Board, when authorised, as their representative and to enter into correspondence in any matter as directed by the Board.

Section 5 - Board of Management Code of Conduct

CODE OF CONDUCT for MEMBERS of the BOARD of MANAGEMENT OF AYRSHIRE COLLEGE

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SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

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

Appointments to the Boards of Public Bodies

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

Guidance on the Code of Conduct

- 1.7 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.
- 1.8 The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the public body. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.
- 1.9 You should familiarise yourself with the Scottish Government publication “On Board – a guide for board members of public bodies in Scotland”. This publication will provide you with information to help you in your role as a member of a public body in Scotland and can be viewed on the Scottish Government website.

Enforcement

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

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

2.1 The general principles upon which this Code is based should be used for guidance and interpretation only. These general principles are:

Duty

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

Selflessness

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

Integrity

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

Objectivity

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

Accountability and Stewardship

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

Openness

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

Honesty

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

Leadership

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

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly you must respect members of the public when performing duties as a member of your public body.

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

SECTION 3: GENERAL CONDUCT

- 3.1 The rules of good conduct in this section must be observed in all situations where you act as a member of the public body.

Conduct at Meetings

- 3.2 You must respect the chair, your colleagues and employees of the public body in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings.

Relationship with Board Members and Employees of the Public Body (including those employed by contractors providing services)

- 3.3 You will treat your fellow board members and any staff employed by the body with courtesy and respect. It is expected that fellow board members and employees will show you the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behaviour in their organisation. Public bodies should promote a safe, healthy and fair working environment for all. As a board member you should be familiar with the policies of the public body in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

Remuneration, Allowances and Expenses

- 3.4 You must comply with any rules of the public body regarding remuneration, allowances and expenses.

Gifts and Hospitality

- 3.5 You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term “gift” includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.
- 3.6 You must never ask for gifts or hospitality.
- 3.7 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your public body. As a general guide, it is usually appropriate to refuse offers except:
- (a) isolated gifts of a trivial character, the value of which must not exceed £50;

- (b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or
 - (c) gifts received on behalf of the public body.
- 3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your body may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your public body then, as a general rule, you should ensure that your body pays for the cost of the visit.
- 3.9 You must not accept repeated hospitality or repeated gifts from the same source.
- 3.10 Members of devolved public bodies should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality Requirements

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

Use of Public Body Facilities

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

Appointment to Partner Organisations

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

SECTION 4: REGISTRATION OF INTERESTS

- 4.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called “Registerable Interests”. You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the body’s Register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.
- 4.2 The Regulations³ as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. **Annex B** contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

Category One: Remuneration

- 4.3 You have a Registerable Interest where you receive remuneration by virtue of being:
- employed;
 - self-employed;
 - the holder of an office;
 - a director of an undertaking;
 - a partner in a firm; or
 - undertaking a trade, profession or vocation or any other work.
- 4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.
- 4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, “Related Undertakings”.
- 4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.
- 4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

³ SSI - The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended.

- 4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.
- 4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.
- 4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.
- 4.11 Registration of a pension is not required as this falls outside the scope of the category.

Category Two: Related Undertakings

- 4.12 You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.
- 4.13 You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.
- 4.14 The situations to which the above paragraphs apply are as follows:
- you are a director of a board of an undertaking and receive remuneration declared under category one – and
 - you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

Category Three: Contracts

- 4.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with the public body of which you are a member:
- (i) under which goods or services are to be provided, or works are to be executed; and
- (ii) which has not been fully discharged.
- 4.16 You must register a description of the contract, including its duration, but excluding the consideration.

Category Four: Houses, Land and Buildings

- 4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed.
- 4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision making.

Category Five: Interest in Shares and Securities

- 4.19 You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) the body to which you are appointed and (b) the **nominal value** of the shares is:
- (i) greater than 1% of the issued share capital of the company or other body; or
 - (ii) greater than £25,000.

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

Category Six: Gifts and Hospitality

- 4.20 You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in paragraph 3.7 (a) to (c) of this Model Code.

Category Seven: Non-Financial Interests

- 4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.
- 4.22 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

General

- 5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of the public body. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.
- 5.2 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the public body and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.
- 5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the **objective test** (“the objective test”) which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of a public body.
- 5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the board chair.
- 5.5 As a member of a public body you might serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between your public body and another body. Keep particularly in mind the advice in paragraph 3.15 of this Model Code about your legal responsibilities to any limited company of which you are a director.

Interests which Require Declaration

- 5.6 Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under

the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.

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

Your Financial Interests

- 5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code). If, under category one (or category seven in respect of non-financial interests) of section 4 of this Code, you have registered an interest

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

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

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

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

Your Non-Financial Interests

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

- (i) that interest has been registered under category seven (Non-Financial Interests) of Section 4 of the Code; or
- (ii) that interest would fall within the terms of the objective test.

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

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

The Financial Interests of Other Persons

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

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

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

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

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

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

responsibilities as a member of the public body and, as such, would be covered by the objective test.

The Non-Financial Interests of Other Persons

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

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

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

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

Making a Declaration

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

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

Frequent Declarations of Interest

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

concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

Dispensations

- 5.16 In some very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before your public body and its committees.
- 5.17 Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

- 6.1 In order for the public body to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the public body conducts its business.
- 6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups.

Rules and Guidance

- 6.3 You must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Code or any other relevant rule of the public body or any statutory provision.
- 6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the public body.
- 6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the public body.
- 6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.

6.7 You should not accept any paid work:-

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

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

ANNEX A

SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

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

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

Where the Standards Commission disqualifies a member of a public body, it may go on to impose the following further sanctions:

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

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

Full details of the sanctions are set out in Section 19 of the Act.

ANNEX B

DEFINITIONS

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

“**Code**” code of conduct for members of devolved public bodies

“**Cohabitee**” includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of husband and wife.

“**Group of companies**” has the same meaning as “group” in section 262(1) of the Companies Act 1985. A “group”, within s262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.

“**Parent Undertaking**” is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking’s memorandum or articles or (ii) by virtue of a control contract; or d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the rights in the undertaking.

“**A person**” means a single individual or legal person and includes a group of companies.

“**Any person**” includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.

“**Public body**” means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

“**Related Undertaking**” is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.

“**Remuneration**” includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.

“**Spouse**” does not include a former spouse or a spouse who is living separately and apart from you.

“**Undertaking**” means:

- a) a body corporate or partnership; or
- b) an unincorporated association carrying on a trade or business, with or

Section 6 - Board of Management Register of Interests

6.1 Register of Interests

The Ayrshire College Code of Conduct for Board of Management members and the Ethical Standards in Public Life etc. (Scotland) Act 2000 require Board of Management members to declare any “registerable interests”.

This section provides proforma documents that require to be completed within one month of appointment to the Board. As a Board of Management member you must at all times ensure that any registerable interests that you have are registered and you must notify the College whenever your circumstances change in such a way as to require change or an addition to your entry in the Board of Management’s register. You can do this by completing another Register of Interests application and providing it to the Secretary to the Board of Management, who is the responsible person for the Register of Interests at the College.

If you require additional space please attach additional sheets. Please sign and date at the bottom of the application.

It is a requirement that you review your Register of Interests every 12 months.

Please note that the Register of Interests is publicly accessible. The College is required to provide information to the public about where the Register of Interests can be accessed and must provide access to the Register of Interests to any member of the public on request. This information will also be published annually in the College annual Financial Statements and Report of the Board of Management. This information will be published on the College’s website.

This information will be held for five years after you cease to be a member of the Board of Management, as required by the Standards Commission for Scotland.

For further information about the categories of interest which must be registered, please refer to the Board of Management Code of Conduct, or you may contact the Secretary to the Board of Management for further advice.

Ayrshire College Board of Management

Register of Interests

Name

Date Submitted

Date of joining the Board

| Registerable Interest | Description of Interest | Registered Interest |
|--|--|----------------------------|
| <p><u>Gifts and Hospitality</u> (refer to Section 5.6 of Code of Conduct)</p> | <p>A description of any gifts or hospitality received which might be seen as potentially affecting your performance as a Board Member.</p> | |
| <p><u>Remuneration</u> (refer to Section 5.10 of Code of Conduct)</p> | <p>A description, but not the value, of:</p> <p>(a) remuneration received by virtue of being:</p> <ul style="list-style-type: none"> - employed or self-employed; - the holder of an office; - a director of an undertaking or a partner in a firm; or - involved in undertaking a trade, profession, vocation or any other work; <p>(b) any allowance received in relation to membership of any organisation;</p> <p>(c) the name (and/or registered name if different) and nature of any applicable employer, self-employment, business, undertaking or organisation;</p> <p>(d) the nature and regularity of the work that is remunerated; and</p> <p>(e) the name of the directorship and the nature of the applicable business.</p> | |

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| <p><u>Related Undertakings</u> (refer to Section 5.10 of Code of Conduct)</p> | <p>A description of a directorship that is not itself remunerated but is of a company or undertaking which is a parent or subsidiary of a company or undertaking which pays remuneration.</p> | |
| <p><u>Contracts</u> (refer to Section 5.10 of Code of Conduct)</p> | <p>A description of the nature and duration, but not the price of, a contract which is not fully implemented where:</p> <p>(a) goods and services are to be provided, or works are to be executed for the Board of Management; and</p> <p>(b) any responsible person has a direct interest, or an indirect interest as a partner, owner or shareholder (where the nominal value of the shares is greater than 1% of the issued share capital of the undertaking or is greater than £25,000), director or officer of a business or undertaking, in such goods and services.</p> | |
| <p><u>Houses, land and buildings</u> (refer to Section 5.10 of Code of Conduct)</p> | <p>A description of any rights of ownership or other interests that may be significant to, of relevance to, or bear upon, the work or operation of the Board.</p> | |

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| <p><u>Shares and securities</u> (refer to Section 5.10 of Code of Conduct)</p> | <p>A description, but not the value, of shares or securities in a company, undertaking or organisation that may be significant to, of relevance to, or bear upon, the work or operation of the Board.</p> | |
| <p><u>Non-Financial interests</u> (refer to Section 5.10 of Code of Conduct)</p> | <p>A description of such interests as may be significant to, of relevance to, or bear upon, the work or operation of the Board of Management, including, without prejudice to that generality, membership of or office in:</p> <ul style="list-style-type: none"> (a) other public bodies; (b) clubs, societies and organisations; (c) trades unions; and (d) voluntary organisations. | |
| <p><u>Election expenses</u></p> | <p>A description of, and statement of, any assistance towards election expenses relating to election to the Board.</p> | |