

Code of Conduct for Members of AYRSHIRE COLLEGE

**Approved by:
Board of Management, 14 December 2023**

Section 5: Standing Orders – Board of Management Code of Conduct: approved by the Board of Management, 14.12.23

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 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000 \(the “Act”\)](#).

1.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.

1.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in [Section 2](#) and set out how the provisions of the Code should be interpreted and applied in practice.

My Responsibilities

1.4 I understand that the 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. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.

1.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of my public body, have referred to myself as a board member or could objectively be considered to be acting as a board member.

1.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.

1.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and my public body’s rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland (“Standards Commission”) and my public body, and endeavour to take part in any training offered on the Code.

1.8 I will not, at any time, advocate or encourage any action contrary to this Code.

1.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of my public body. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

Enforcement

1.10 [Part 2 of the Act](#) sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at [Annex A](#).

SECTION 2: KEY PRINCIPLES OF THE MODEL CODE OF CONDUCT

2.1 The Code has been based on the following key principles of public life. I will behave in accordance with these principles and understand that they should be used for guidance and interpreting the provisions in the Code.

2.2 I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.

The key principles are:

Duty

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

Selflessness

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

Integrity

I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

Objectivity

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

Accountability and Stewardship

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

Openness

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

Honesty

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

Leadership

I 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 my public body and its members in conducting public business.

Respect

I must respect all other board members and all employees of my public body and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

SECTION 3: GENERAL CONDUCT

Respect and Courtesy

3.1 I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.

3.2 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.

3.3 I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.

3.4 I accept that disrespect, bullying and harassment can be:

- a) a one-off incident,
- b) part of a cumulative course of conduct; or
- c) a pattern of behaviour.

3.5 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal and non-verbal conduct.

3.6 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies and training material (where appropriate) to ensure that my knowledge and understanding is up to date.

3.7 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.

3.8 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.

3.9 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.

3.10 I will respect and comply with rulings from the Chair during meetings of:

- a) my public body, its committees; and
- b) any outside organisations that I have been appointed or nominated to by my public body or on which I represent my public body.

3.11 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

Remuneration, Allowances and Expenses

3.12 I will comply with the rules, and the policies of my public body, on the payment of remuneration, allowances and expenses.

Gifts and Hospitality

3.13 I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services (“gift or hospitality”) that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.

3.14 I will never **ask for** or **seek** any gift or hospitality.

3.15 I will refuse any gift or hospitality, unless it is:

- a) a minor item or token of modest intrinsic value offered on an infrequent basis;
- b) a gift being offered to my public body;
- c) hospitality which would reasonably be associated with my duties as a board member; or
- d) hospitality which has been approved in advance by my public body.

3.16 I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.

3.17 I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.

3.18 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, my public body.

3.19 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to my public body at the earliest possible opportunity and ask for it to be registered.

3.20 I will promptly advise my public body’s Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that my public body can monitor this.

3.21 I will familiarise myself with the terms of the [Bribery Act 2010](#), which provides for offences of bribing another person and offences relating to being bribed.

the Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

Sanctions

10. The sanctions that can be imposed following a finding of a breach of the Code are as follows:

- **Censure:** A censure is a formal record of the Standards Commission's severe and public disapproval of the member concerned.
- **Suspension:** This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. Partial suspension means that the member is suspended from attending some of the meetings of the public body. The Commission can direct that any remuneration or allowance the member receives as a result of their membership of the public body be reduced or not paid during a period of suspension.
- **Disqualification:** Disqualification means that the member is removed from membership of the body and disqualified (for a period not exceeding five years), from membership of the body. Where a member is also a member of another devolved public body (as defined in the Act), the Commission may also remove or disqualify that person in respect of that membership. Full details of the sanctions are set out in section 19 of the Act.

Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

- That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or
- That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found [here](#).

12. The decision to impose an interim suspension is not, and should not be seen as, a finding on the merits of any complaint or the validity of any allegations against a member of a devolved public body, nor should it be viewed as a disciplinary measure.

ANNEX B: DEFINITIONS

“Bullying” is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted.

"Chair" includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

“Code” is the code of conduct for members of your devolved public body, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.

"Cohabitee" includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

“Confidential Information” includes:

- any information passed on to the public body by a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public;
- information of which the law prohibits disclosure (under statute or by the order of a Court);
- any legal advice provided to the public body; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

"Election expenses" means expenses incurred, whether before, during or after the election, on account of, or in respect of, the conduct or management of the election.

“Employee” includes individuals employed:

- directly by the public body;
- as contractors by the public body, or
- by a contractor to work on the public body’s premises.

“Gifts” a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services or facilities at a cost below that generally charged to members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

“Harassment” is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

“Hospitality” includes the offer or promise of food, drink, accommodation, entertainment or the opportunity to attend any cultural or sporting event on terms not available to the general public.

“Relevant Date” Where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5 April immediately following that date and in each succeeding year, where the interest is retained on that 5 April.

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

“Remuneration” includes any salary, wage, share of profits, fee, other monetary benefit or benefit in kind.

“Securities” a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

“Undertaking” means:

- a) a body corporate or partnership; or
- b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

Section 6: Standing Orders – 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 Board Governance Professional, 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 Board Governance Professional for further advice.

**Ayrshire College Board of Management
Register of Interests 2023-24**

Board Member's Name:

Signature:

Date:

Date of Appointment to Board:

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category One: Remuneration	Section 3.12 Section 4.4 – 4.12	<p>I will register any work for which I receive, or expect to receive, payment.</p> <p>I have a registrable interest where I receive remuneration by virtue of being:</p> <ul style="list-style-type: none"> a) employed; b) self-employed; c) the holder of an office; d) a director of an undertaking; e) a partner in a firm; f) appointed or nominated by my public body to another body; or g) engaged in a trade, profession or vocation or any other work. 	
Category Two: Other Roles	Section 4.13 - 4.14	<p>Any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.</p> <p>The registered name and registered number 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 I am a director and from which I receive remuneration.</p>	
Category Three: Contracts	Section 4.15 – 4.16	<p>I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.19 of the Code) have made a contract with my public body:</p> <ul style="list-style-type: none"> a) under which goods or services are to be provided, or works are to be executed; and b) which has not been fully discharged. <p>I will register a description of the contract, including its duration, but excluding the value.</p>	

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category Four: Election Expenses	Section 4.17	If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.	
Category Five: Houses, Land and Buildings	Section 4.18 – 4.19	<p>I have a registrable interest where I 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 my public body.</p> <p>I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, <i>the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to my public body and to the public, or could influence my actions, speeches or decision-making.</i></p>	
Category Six: Interest in Shares and Securities	Section 4.20	<p>I have a registerable interest where:</p> <p>a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or</p> <p>b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.</p>	

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category Seven: Gifts and Hospitality	Section 3.13 – 3.21 Section 4.21	<p>I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.</p>	
Category Eight: Non-Financial Interests	Section 4.22	<p>I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.</p> <p>In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).</p>	
Category Nine: Close Family Members	Section 4.23	<p>I will register the interests of any close family member who has transactions with my public body or is likely to have transactions or do business with it.</p>	

Section 7: Standing Orders – Staff Board Member Election Rules

For the Appointment of Teaching (Curriculum) and Service/Support (Non-Curriculum) Staff Members to the Board of Management of Ayrshire College

Election Rules

- 1 In accordance with Schedule 2 to the Further and Higher Education (Scotland) Act 1992 (“Schedule 2), the Board must include two members of staff. One shall be appointed by being elected by the teaching (“academic”) staff of the college from amongst their own number and the other shall be appointed by the non-teaching (“support”) staff of the college from amongst their own number.
- 2 Paragraph 3B(1) of Schedule 2 provides that such elections must be held in accordance with rules made by the Board.
- 3 Before making, varying or replacing these Election Rules, the Board must, as required under 3B of Schedule 2, consult the representatives of any trade union which the Board recognises as being, or which otherwise appears to the Board to be, representative of the academic/support staff of the College.
- 4 Having consulted relevant representatives as required under paragraphs 3(B)(2) and (3) of Schedule 2, these election rules have been made by the Board under paragraph 3(B)(1) of Schedule 2. These rules were made by the Board on (*Date*) and come into effect on (*Date*).
- 5 For the purposes of these election rules, staff groups are defined as follows:
 - **Teaching Staff (Curriculum)** – all staff (including Managers) who are on the academic staff payroll
 - **Service/Support Staff (Non- Curriculum)** – all staff (including Managers) who are on the support staff payroll
- 6 Appointments shall proceed as follows:
 - (a) The appointment shall be made by election administered by the Returning Officer (the Returning Officer shall normally be the Board Governance Professional. Where the Board Governance Professional is unavailable, the Board must appoint another staff member to act as Returning Officer).
 - (b) The Returning Officer shall communicate to staff any vacancies that arise and request nominations for membership from the Academic or Support Staff as relevant.

- (c) Such nominations must be received by the Returning Officer by the date specified in the communication, being not less than seven days from the date of the communication.
- (d) Each nomination must be signed by the nominee, the proposer and one other person all being members of the academic or support staff as appropriate. Only academic members of staff may nominate the academic member and only support staff may nominate the support staff member.
- (e) If more than one nomination is received, the Returning Officer shall thereafter arrange for an election to be conducted using an appropriate electronic system and shall notify each member of the academic or support staff of the college as appropriate of the names of the nominees and the process to be followed.
- (f) The election shall be completed by the date and time specified in the notice issued by the Returning Officer being not less than seven days from the date of the issue of the notice of the election. Only academic members of staff may vote for the academic member and only support staff may vote for the support staff member. All staff members who are eligible to vote shall each be entitled to one vote.

7 The following rules shall be followed as regards counting votes:

- (a) The Returning Officer shall offer each nominee the opportunity to be present or represented at the counting of votes.
- (b) The counting of votes shall take place within 24 hours of the time set for the close of the election and shall be done by the Returning Officer in the presence of such nominees or their representatives as have chosen to attend.
- (c) The nominee receiving the most votes shall be declared elected.
- (d) In the event of a tie the election shall be decided by the drawing of cards or lots amongst the nominees with the most number of votes.
- (e) In the event of elections for academic and support staff members being held concurrently, the counting of votes shall be done as a separate and consecutive process for each election.
- (f) The Returning Officer may use such staff of the College as may be necessary to assist in the counting of votes.
- (g) The names of the persons elected shall be reported to the next meeting of the Board after the election, and announced to all staff.

The “counting of votes” may be a physical count of ballot papers where a paper system has been used, or the opening of an electronic report where an electronic voting system has been used.

- 8 The following rules shall apply in the event of a vacancy arising in respect of the appointment for a staff member:
 - (a) In the event of an election requiring to be held because of the expiry of the term of office of the respective members of the Board the procedures set out above shall be completed no later than four weeks prior to the date of expiry.
 - (b) In the event of an election requiring to be held because of a resignation or death of the respective members of the Board the procedures set out shall be completed no later than eight weeks after the vacancy occurs. The eight weeks excludes College vacation periods to ensure that all staff have the opportunity to participate.

Appointment of Teaching (Curriculum) and Service/Support (Non-Curriculum) Staff Members to the Board of Management of Ayrshire College

Sample Advertisement

As you may be aware, membership of the College Board of Management includes two places for College staff members (one curriculum and one support). The position of [**teaching / service/support**] member will become vacant on [**date**]. The Board has a strong commitment to equality and diversity and particularly welcomes Board members from those groups under-represented on Scotland's public bodies.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are **not** there as "representatives" of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Nominations are sought to fill the current vacancy. Nominations must come from current members of [**teaching / service/support**] staff. Each nomination will require a proposer and seconder, both also current members of [**teaching / service/support**] staff. The nominee must also prepare a support statement, which should give a brief outline of why they should be elected to the Board. This will be used in the event of an election being required.

Where only one nomination is received, that nominee will automatically be elected to the Board. Where more than one nomination is received, an election by electronic secret ballot will take place and the nominee receiving the most votes shall become elected to the Board. In the event of a tie the nominee shall be determined by the drawing of cards or lots.

The term of appointment shall be for a period of four years.

Information about the role and on the role of a Board member is available from the Board Governance Professional.

Nomination forms can be found

Should you require any additional information or have any queries, the Board Governance Professional would be happy to meet with you:

**Board Governance Professional
Board of Management**

Appointment of Teaching (Curriculum) and Service/Support (Non-Curriculum) Staff Members to the Board of Management of Ayrshire College

Sample Nomination Form

We, the undersigned, wish to nominate:

Name:

Department:

For election as the ***[teaching / service/support]*** staff member of the Board of Management. Our nominee has agreed to stand for election, and has provided a supporting statement overleaf.

PROPOSER

Name:

Signed:

Department:

Date:

SECONDER

Name:

Signed:

Department:

Date:

Notes

- All proposers, seconders and nominees must be eligible to stand for election as the ***[teaching / service/support]*** staff member on the Board of Governors.
- Proposers can only propose one person and cannot be a nominee or seconder.
- Seconders can only second the nomination of one person and cannot themselves be a nominee or proposer,
- Nominees cannot act as a proposer or seconder to any other nominee.
- Proposers, seconders and nominees shall be entitled to one vote in the event that an election is required.
- Return Form to: ***[insert name and address]*** by ***[insert date and time]***. Late returns shall not be accepted.

**Nominee's Supporting Statement
(Maximum 150 Words)**

I accept the nomination to stand for election as the ***[teaching / service/support]*** staff member of the Ayrshire College Board of Management.

Name:

Signed:

Department:

Date:

Section 8: Standing Orders: Board Members' Letter of Appointment and Terms & Conditions

TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your election by the teaching staff of the College in accordance with the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act").

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date], subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are not there as 'representatives' of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, Board Governance Professional etc.

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

.....
I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Teaching Staff Board Members

- 1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant and do not have any status, immunity or privilege of the Crown.
- 2) You are individually accountable to the Board for your actions and decisions of office.
- 3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.
- 4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").
- 5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector⁴. Any individual objectives applying to your office will be agreed with you.

⁴ Links to referenced documents are provided at the end of these Terms and Conditions.

- 6) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.
- 7) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.
- 8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.
- 9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.
- 10) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.
- 11) You are not entitled to receive remuneration as a board member.
- 12) You are entitled to be reimbursed by the Board for expenses as the Board may determine⁵ to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.
- 13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.
- 14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board

⁵ Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

and the Scottish Ministers in assessing your suitability for extension or re-appointment.

- 15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.
- 16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.
- 17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.
- 18) Where you cease to be a member of the teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.
- 19) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.
- 20) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.
- 21) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.
- 22) At the end of your current period of office, your reappointment is subject to a further election in which all teaching staff of the college will be eligible to vote.

NON-TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your election by the non-teaching staff of the College in accordance with the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”).

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date] (inclusive) subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are not there as ‘representatives’ of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with **the [Chair, Principal, and Board Governance Professional, etc. as appropriate]**.

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

.....
I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Non-Teaching Staff Board Members

- 1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.
- 2) You are individually accountable to the Board for your actions and decisions of office.
- 3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.
- 4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

- 5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector⁶. Any individual objectives applying to your office will be agreed with you.
- 6) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.
- 7) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.
- 8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.
- 9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.
- 10) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.
- 11) You are not entitled to receive remuneration as a board member.
- 12) You are entitled to be reimbursed by the Board for expenses as the Board may determine⁷ to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.
- 13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.
- 14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in

⁶ Links to referenced documents are provided at the end of these Terms and Conditions.

⁷ Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

- 15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.
- 16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.
- 17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.
- 18) Where you cease to be a member of the non-teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.
- 19) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.
- 20) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.
- 21) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.
- 22) At the end of your current period of office, your reappointment is subject to a further election in which all non-teaching staff of the college will be eligible to vote.

STUDENT (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your nomination by the Students' Association in accordance with the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Education Act 1994.

[optional paragraph for college to add welcome].

The period of your appointment will be for one year from 1 September [insert year], subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Student members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Student members are not there as 'representatives' of the student body; they are there to bring their knowledge, expertise and a student perspective to Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, and Board Governance Professional, etc. as appropriate].

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

.....
I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Student Board Members

- 1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.
- 2) You are individually accountable to the Board for your actions and decisions of office.
- 3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.
- 4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act ("the 1992 Act) and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

- 5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector⁸. Any individual objectives applying to your office will be agreed with you.
- 6) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.
- 7) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.
- 8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.
- 9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.
- 10) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.
- 11) You are not entitled to receive remuneration as a board member.
- 12) You are entitled to be reimbursed by the Board for expenses as the Board may determine⁹ to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.
- 13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.
- 14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in

⁸ Links to referenced documents are provided at the end of these Terms and Conditions.

⁹ Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

- 15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.
- 16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.
- 17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.
- 18) Where you cease to be a student of the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.
- 19) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.
- 20) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.
- 21) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.
- 22) At the end of your current period of office, your reappointment is subject to nomination by the Students' Association in accordance with the 1992 Act and Section 22 of the Education Act 1994.

NON-EXECUTIVE (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your offer of appointment to the Board further to the approval of the Chair of the Board and Scottish Ministers, as required under the Further and Higher Education (Scotland) Act 1992, paragraph 3(2)(f) of Schedule 2, (“the 1992 Act”).

[Optional paragraph for college to add a welcome].

The period of your appointment will be from [date] to [date] (inclusive), subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

[College name] is a major employer in the region, and the Board works closely with staff and students, employers, the Scottish Government and its agencies, and other stakeholders throughout the region and beyond.

Board members are expected to attend meetings regularly, and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of this offer of appointment to the Board on the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the **[Chair, Principal, and Board Governance Professional, etc. as appropriate]**.

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

.....

I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Non-Executive Board Members

- 1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.
- 2) You are individually accountable to the Board for your actions and decisions of office.
- 3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.
- 4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions

effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”) and the Further and Higher Education (Scotland) Act 2005, as amended (the “2005 Act”).

- 5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector¹⁰. Any individual objectives applying to your office will be agreed with you.
- 6) [The Board maintains governors’, directors’ and officers’ liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.
- 7) You must undertake induction when taking up this appointment, including participation in the College Development Network’s induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.
- 8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board’s Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland’s Colleges; and has regard to Ministerial guidance on appointments.
- 9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.
- 10) You must comply with the Board’s Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.
- 11) You are not entitled to receive remuneration as a board member.
- 12) You are entitled to be reimbursed by the Board for expenses as the Board may determine¹¹ to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

¹⁰ Links to referenced documents are provided at the end of these Terms and Conditions.

¹¹ Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

- 13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.
- 14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.
- 15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.
- 16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.
- 17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.
- 18) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.
- 19) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.
- 20) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.
- 21) At the end of your current period of office, the Board may extend your appointment for a single period of up to four years. Any such extension will in part be conditional on evidence of satisfactory performance and will require the approval of the Chair of the Board and Scottish Ministers.

TRADE UNION NOMINATED TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your nomination by the teaching staff recognised trade unions of the College in accordance with the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”).

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date], subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Trade union nominated members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Trade union nominated members are not there as ‘representatives’ of the trade union, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the **[Chair, Principal, Governance Professional etc.**

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

.....
I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Trade Union Nominated Teaching Staff Board Members

- 23) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant and do not have any status, immunity or privilege of the Crown.
- 24) You are individually accountable to the Board for your actions and decisions of office.
- 25) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.
- 26) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions

effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”) and the Further and Higher Education (Scotland) Act 2005, as amended (the “2005 Act”).

- 27) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector¹². Any individual objectives applying to your office will be agreed with you.
- 28) [The Board maintains governors’, directors’ and officers’ liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.
- 29) You must undertake induction when taking up this appointment, including participation in the College Development Network’s induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.
- 30) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board’s Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland’s Colleges; and has regard to Ministerial guidance on appointments.
- 31) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.
- 32) You must comply with the Board’s Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.
- 33) You are not entitled to receive remuneration as a board member.
- 34) You are entitled to be reimbursed by the Board for expenses as the Board may determine¹³ to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

¹² Links to referenced documents are provided at the end of these Terms and Conditions.

¹³ Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

- 35) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.
- 36) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.
- 37) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.
- 38) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.
- 39) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.
- 40) Where you cease to be a member of the teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.
- 41) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.
- 42) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.
- 43) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.
- 44) At the end of your current period of office, your reappointment is subject to a further nomination by the recognised trade unions of the College.

TRADE UNION NOMINATED NON-TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your nomination by the non-teaching staff recognised trade unions of the College in accordance with the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”).

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date] (inclusive) subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Trade union nominated members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Trade union nominated members are not there as ‘representatives’ of the trade union, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with **the [Chair, Principal, and Governance Professional, etc. as appropriate]**.

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

.....
I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Trade Union Nominated Non-Teaching Staff Board Members

- 23) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.
- 24) You are individually accountable to the Board for your actions and decisions of office.
- 25) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.
- 26) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions

effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”) and the Further and Higher Education (Scotland) Act 2005, as amended (the “2005 Act”).

- 27) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector¹⁴. Any individual objectives applying to your office will be agreed with you.
- 28) [The Board maintains governors’, directors’ and officers’ liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.
- 29) You must undertake induction when taking up this appointment, including participation in the College Development Network’s induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.
- 30) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board’s Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland’s Colleges; and has regard to Ministerial guidance on appointments.
- 31) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.
- 32) You must comply with the Board’s Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.
- 33) You are not entitled to receive remuneration as a board member.
- 34) You are entitled to be reimbursed by the Board for expenses as the Board may determine¹⁵ to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

¹⁴ Links to referenced documents are provided at the end of these Terms and Conditions.

¹⁵ Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

- 35) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.
- 36) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.
- 37) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.
- 38) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.
- 39) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.
- 40) Where you cease to be a member of the non-teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.
- 41) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.
- 42) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.
- 43) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.
- 44) At the end of your current period of office, your reappointment is subject to a further nomination by the recognised trade unions of the College.

Links to Referenced Documents

Guide for Board Members in the College Sector

<http://www.collegedevelopmentnetwork.ac.uk/wp-content/uploads/2016/02/College-Board-Member-Guide-2015.pdf>

SFC Financial Memorandum with the College Sector

<https://www.sfc.ac.uk/governance/institutional-sustainability-governance/institutional-sustainability-governance.aspx>

[College Website](#)

Ayrshire College Statement of Ambition, Strategic Objectives

Regional Outcome Agreement

College Strategies, Management Accounts and Performance reports

[Board of Management](#)

Board of Management, Board of Management documents and Senior Leadership Team

[Board of Management Documents](#)

Board Responsibilities and Standing Orders

Ayrshire College Board of Management Code of Conduct

<https://www1.ayrshire.ac.uk/about-us/management-team/board-of-management-documents/>

Scottish Public Finance Manual

<http://www.gov.scot/Topics/Government/Finance/spfm/Intro>

Code of Good Governance for Scotland's Colleges

www.cdn.ac.uk/wp-content/uploads/2016/10/Code-of-Good-Governance-for-Scotlands-Colleges-August-2016.pdf

College Sector Board Appointments: 2014 Ministerial Guidance

<https://www.gov.scot/publications/college-board-appointments-guidance/>

Link to College Development Network Governance Hub

<https://professionallearning.collegedevelopmentnetwork.ac.uk/>

Ethical Standards in Public Life etc. (Scotland) Act 2000

[Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#)