Ayrshire College Board of Management Responsibilities and Standing Orders

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Updates approved at 25 September 2025 Board meeting:

1. *Section 1.3 - Updated OSCR link*
2. *Section 2.1 - date updated of last adoption of 27 March 2025.*
3. *Section 2.5 - Increase number of Non-Executive Members from 12 to 14.*
4. *Section 2.6 - 6 months reduced to 3 months, addition of attendance is under the acceptable % expected.*
5. *Section 2.7 - addition of Interim Chair.*
6. *Section 2.10 - alteration to People, Infrastructure and Finance Committee*
7. *Section 2.12 - addition of In Person attendance preferred & acceptable expected attendance % KPI is 75%.*
8. *Section 2.14 - Executive Leadership instead of Senior Management Team.*
9. *Section 3 – Terms of Reference updates*
10. *Links to Referenced Documents updated*

Further updates approved at 11 December 2025 Board meeting:

1. *Section 3 - Evaluation sections included in ARC & LTQC ToRs*
2. *Risk Register updated to Risk & Opportunities Register*
3. *Section 5- Annex C Hybrid meetings guide inserted*
4. *Section 9 - New Board Evaluation Section 9 inserted Page 121*

Further updates approved at 08 October 2026 Board meeting:

- *Section 2 and Section 3 – Annual review of Board of Management & Committee Terms of References*
- *Section 4 - Scheme of Delegation review – will be reviewed annually from now*

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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 Outcomes Framework and Assurance Model with the Scottish Funding Council, outcomes of engagement with the Quality Assurance Agency, 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 and to meet the needs of the learners and the employers of the region.

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, other legal commitments made in the College's name and all statutory provision.

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:

OSCR | Charity trustee https://www.oscr.org.uk/managing-a-charity/managing-charity-trustees/guidance-and-good-practice-for-charity-trustees/charity-trustee-duties/

The Board shall ensure that its Responsibilities and Standing Orders are followed and that appropriate advice is available to enable this to happen.
The Board shall maintain an "arm's length" relationship with the Ayrshire College Foundation as determined by the Treasury rules governing such relationships and by statutory requirements, including the ***Charity Trustees and Investment (Scotland) Act 2005***.

The Board shall act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the College, except where such resource lies within the governance of the Ayrshire College Foundation.

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 and the National Recognition and Procedures Agreement (NRPA) to which it is a signatory.

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

The Board shall seek to reflect in its membership the diversity of the regional community, by providing the maximum opportunity to all with the potential to make a positive contribution to the Work of the Board and by removing any potential barriers.

The Board shall ensure that it maintains an appropriate balance of knowledge, skills, attributes and experience amongst its membership in order to meet its primary responsibilities and maximise its effectiveness.

1.4 Supervision and Accountability of the College

The Board shall be the financial and business authority of the College and shall ensure statutory responsibilities are adhered to, including the maintenance of proper financial statements; the approval of the annual budget and financial statements; and having overall responsibility for decisions in relation to the assets, property and estate of the College and how they are used.

The Board shall ensure that clear procedures are in place for the management, health and wellbeing of employees of the College.

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, etc, 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 in consultation with the Students' Association that arrangements are in place to ensure the proper management of the health, safety, wellbeing and security of students, including meeting all statutory requirements.

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

The Board shall ensure that processes are in place for 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: Standing Orders – Board of Management

2.1 The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management and of Committees of the Board. They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board or Committee for their temporary suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

It is not the intention that these Standing Orders will ever be used to subvert the will of Parliament or reinstate within the Standing Orders repealed legislative provision.

The Standing Orders were adopted by the Board on 27 March 2025. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

2.2 Introduction

The Board of Management of Ayrshire College is established under the terms of the Statutory Provisions contained within:

Further and Higher Education (Scotland) Act 1992 (Schedule 2);

The Further and Higher Education (Scotland) Act 2005 (Schedule 2B);

The Post-16 Education (Scotland) Act 2013 (Schedule 2).

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

Statutory provisions may from time to time be amended by Government and at all times these Standing Orders will be governed by the extant statutory provision.

These Standing Orders set out the Board's practice on those issues that it has powers to determine.

The Standing Orders also address the arrangements for the reporting of members' interests and the responsibilities and duties of board members.

At all times the Standing Orders will be compliant with Code of Good Governance for Scotland's Colleges and the statutory provisions that determine the governance of the Board.

The Standing Orders to be read in conjunction with the following:

- The Statutory Provisions as defined above and from time to time amended.

- **The Equality Act 2010 (specific duties) (Scotland) Regulations 2012 (as amended)**

- **The Charities and Trustees Investment (Scotland) Act 2005 (Section 66)**

- **The *Ethical Standards in Public Life etc (Scotland) Act 2000***;

- The Code of Good Governance for Scotland's Colleges, 2024.

- the Financial Regulations, including the Financial Memorandum and the Scottish Public Finance Manual; and

- The Board of Management Code of Conduct, as set out in Section 5 below.

2.3 Interpretation

In this document the following definitions shall apply:

- "Board" means the Board of Management of Ayrshire College;

- "Chair" means Chairing Member appointed by Scottish Ministers;

- "Vice Chair" means the person appointed by the Board to deputise in the absence of the Chair;

- "Board Member" means a member of the Board;

- "Non-Executive Board Member" is a non-elected Board member appointed by the Board from the community through the processes conducted by the Chairs with Search and Nomination Committee and as approved by Scottish Ministers.

- "Senior Independent Member" (SIM) means a "non-executive" board member appointed by the Board for the purposes of providing a sounding board for the Chair and to serve as an intermediary for the Principal, Board Governance Professional and other members as appropriate.

- "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 any other body which takes over or adopts its functions and obligations; and

- "Statement of Primary Responsibilities" means the statement of primary responsibilities of the Board, 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 all instances, the content of the Statutory Provisions and the Code of Good Governance for Scotland's Colleges, as appropriate, shall be determinant.

2.4 Purpose and Powers

The whole Board is collectively responsible and accountable for all Board decisions. Board members must always 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 Statutory Provisions and 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 as defined, and from time to time amended, by Statutory Provision. These powers may be viewed by consulting the currently extant Statutory Provisions.

The Board shall provide public benefit in Ayrshire and elsewhere as determined by Statutory Provision

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

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 and the Financial Regulations.

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.

2.5 Membership

The Board Membership shall reflect that constituted within the statutory provision. As currently constituted and set out in the Board Terms of Reference, the Board shall consist of not less than 17 or more than 22 persons, being made up of a Chair appointed by Scottish Ministers, the Principal (ex-offico), elected members and up to 14 non-executive members.

In seeking applications for and appointing its non-executive membership, the Board will take full cognisance of the diversity and demography of the Ayrshire region and equal opportunity requirements and will seek to reflect this in its appointments.

When making non-executive appointments the Board will take full account of any guidance produced by the Scottish Government and/or SFC and any requirements contained within statutory instruments.

The Board shall appoint a Board Governance Professional 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 Board Governance Professional (see section 7 below), with the exception of the election of Trade Union Staff members where an agreed process is in place that the Unions will be responsible for .

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 & Union representatives) 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, Union or student representatives) it is for the Board to select and appoint a person to fill the vacancy. A Chairs with Search and Nomination Committee (CNSC) shall determine recruitment procedures, and will include an appropriate external member for this, who has no connection with the Board or the College and whose appointment will be approved by the Board.

A person nominated to fill a vacancy may attend Board meetings prior to the resignation of the Board Member they are 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.

2.6 Board Members Period of Office

A member of the Board (other than the Principal or Student Representatives) shall hold office for a period of up to 4 years.

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 3 months, or whose absence is under the % acceptable expected may, by resolution of the Board and notice in writing from the Chair, be removed from the Board. In addition, Board Members may also be dismissed for reasons other than poor attendance, as set out in their Letter of Appointment and Terms and Conditions of Service.

No Board Member may act as such unless and until:

- the Board's recommendation for appointment has been approved by Scottish Ministers: and

- they have completed the 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 (as set out in Section 5 below).

2.7 Appointment of Chair, Vice Chair and Senior Independent Member

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.

In the event of a long-expected absence of a Chair, an Interim Chair will be appointed by the Scottish Ministers, who shall have the authority and duties that the Chair would have under these Standing Orders.

The Board shall appoint one of its non-executive members to be Vice Chair of the Board of Management. When deputising for the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

The period of appointment of the Vice Chair shall normally be until the end of their current period of appointment as a Board Member.

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 Board shall appoint a Senior Independent Member (SIM) from its non-executive membership 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 Governance Professional when necessary. The Senior Independent Member should also be available where contact through the normal channels of Chair, Principal or Board Governance Professional has failed to resolve an issue or for where such contact is inappropriate.

The period of appointment of the SIM shall normally be until the end of their current period of appointment as a Board Member.

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 the Scottish Ministers appoint a new Chairing Member.

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

The SIM may at any time by notice in writing to the Board Governance Professional to 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 or a SIM from amongst their number. In the event of more than one nomination being received for the position, an election for appointment to the role shall immediately be arranged by the Board Governance Professional.

The Vice Chair or the SIM retiring at the end of their term of office will be eligible for re-nomination if they are reappointed to the Board.

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

2.8 Proceedings

Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.

The Board shall make publically available on the college website 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 confirmed minutes of such meeting as agreed by the Board or, as the case may be, the Committee.
- The papers considered at any Board or Committee meeting.

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 that the Board believes should be treated as confidential because of its commercial nature or otherwise.

2.9 Meetings of the Board and Committees

The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions and at such times, places and frequency as the Board determines.

The Board Governance Professional shall produce an annual programme of meetings that shall be presented to the Board for approval.

Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.

Board and Committee meetings shall be called giving no less than five working days' notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days' notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than two working days' notice.

Board and Committee meetings shall normally be held round table at a previously designated location with members attending in person. Where appropriate and necessary for the conduct of business, meetings may be held virtually with all or some members attending and contributing virtually by means of remote communication.

2.10 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 and Risk 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, Teaching and Quality Committee.
- People, Infrastructure and Finance Committee.
- Audit and Risk Committee.
- Performance Review and Remuneration Committee; and
- Chairs with 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.

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.

2.11 Quorum and Voting Rights

The quorum for a meeting of the Board or Committee shall be no less than one half of the members entitled to vote at such a meeting.

If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.

A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.

Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.

In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:

- The Board Governance Professional shall email all Board members outlining the decision required, together with relevant briefing information.

- A quorum, as defined in 2.1 of these Standing Orders, must have replied to the email.

- The Board Governance Professional shall ensure that a deadline for response is clearly specified, and Board members shall endeavour to respond within that timeframe.

- Any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.

Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.

No one shall be entitled to record their dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have their dissent recorded.

No proposal nor any amendment to any such proposal shall be moved if it involves a reconsideration of any question or proposal that has been decided or adopted by the Board at any time within the preceding six months unless:

- it is moved by the Chair
- in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

2.12 Attendance at Board and Committee Meetings

The Board Governance Professional shall have oversight of all Board and Committee meetings to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.

It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff and Trade Union Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote.

Where circumstances dictate, and/or it is deemed by the Board/Committee to be appropriate, attendance and contribution at a meeting by members may be undertaken virtually and by remote communication. In addition, where circumstances dictate and/or it is deemed to be appropriate, entire meetings may be wholly conducted virtually with all members attending and contributing to the meeting by virtue of remote communication.

In Person attendance at meetings is preferable, in particular where Chairing the meeting, with an annual acceptable expected attendance KPI of 75%.

The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances, the Board Governance Professional shall be present at the meeting unless requested by the Chair to leave. Where the Board Governance Professional

is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff, Trade Union and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

2.13 Agenda

The Board Governance Professional in consultation with the Chair and Principal shall prepare the draft Board agenda. Other members may place an item on the agenda for discussion (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Board Governance Professional shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.

All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.

All matters for consideration by the Board or Committee shall be clearly identified on the agenda as for publication or whether it be a matter reserved as confidential under the circumstances described in paragraph 2.8 above.

The order of business shall be:

- Apologies for absence
- Declarations of any Potential Conflicts of Interest in relation to any agenda items
- Approval of the minutes of the previous meeting
- Matters arising
- Student Related Business
- All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
- Date of the next meeting(s).

All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.

The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

2.14 Board and Committee Papers

Board and Committee papers may be submitted by the Chair, the Principal, a member of the Executive Leadership Team or the Board Governance Professional.

The Board Governance Professional shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, the Board Governance Professional shall advise members of this and advise of the reason for the delay and when papers might be expected.

2.15 Minutes of Board and Committee Meetings

In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.

Draft minutes shall be prepared for the Chair's agreement normally within ten working days of the meeting and shall be labelled 'draft'.

Once agreed by the Chair, minutes shall be circulated to members normally within twelve working days of the meeting and shall be labelled 'unapproved circulated'.

The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute that shall be labelled 'final version'.

The Board Governance Professional shall be responsible for ensuring that a final version of the minutes is securely retained.

The Board Governance Professional shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.

In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.

Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft within eight weeks of the meeting having taken place. The minutes shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.

All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board following their confirmation. Only final versions of minutes shall be published on the College Website.

2.16 Board Members' Interests and Conflicts of Interest

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 Board Governance Professional. Such Register of Interests shall be available for

inspection on the College Website and 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 below.

A conflict of interest arises when a board member has a direct or indirect interest in the outcome of any agenda item under consideration that a member of the public would reasonably assume could compromise their impartiality. Board members have a responsibility to ensure that all contributions they make to discussions and decision-making, and all acts they undertake as board members are impartial. It will be the responsibility of each individual board member to declare when such a conflict of interest arises for them. The decision of the Board or Committee Chair in relation to all matters relating to conflicts of interest will be final.

2.17 Confidentiality of Information

Any information received or obtained by any person in connection with their functions as a Board Member, or a member of any Committee, shall be treated by them as confidential to the Board or that Committee and shall not, without the express prior approval of the Board and the Board Chair, be discussed with any other person other than a member of the Board or Committee privy to that information prior to the meeting concerned.

This confidentiality extends to co-opted members of the Board and its Committees. In addition, observers and co-optees attending any meeting of the Board and its Committees are also required to observe the confidentiality of all of the papers, information, discussions and decisions they are privy to. Where observers or co-optees are not already covered by a confidentiality requirement by virtue of their employment or other arrangement (e.g. government or local authority employees) they will be asked to sign an undertaking to that effect.

Papers, discussion and decisions agreed by the Board to be confidential and reserved items shall be separately minuted and maintained by the Board Governance Professional and shall not be made available to anyone other than members of the Board and the Board Governance Professional. 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 and the Board Chair.

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 Statutory Provision

- 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, co-opted members and observers will be considered a very serious matter, will be fully investigated, and may lead to suspension or dismissal from the Board and/or legal action.

2.18 Scheme of Delegation

The Board has an agreed Scheme of Delegation (see Section 4 below), which defines the powers delegated to the Chair of the Board, the Committees, the Principal, and the Board Governance Professional. 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 Board Governance Professional 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 Board Governance Professional.

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 seek advice from other bodies such as the SFC and the Standards Commission as appropriate.

2.19 Financial Regulations and Scheme of Financial Delegation

The Board of Management separately approves detailed Financial Regulations that 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 (See Section 4 below).

2.20 Suspension, Alteration and Review of the Standing Orders

Any one or more provisions of these Standing Orders 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 these Standing Orders 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 its Responsibilities and Standing Orders in order to determine whether any amendments and/ or additions should be made thereto.

Section 3: Standing Orders – 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 and scrutinising 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. The Board will also ensure, through the actions of the Chair, that the requirements in relation to new members' induction and mentoring, from both the Board and board committees' perspective, are properly fulfilled and enacted.

Board of Management Membership

The membership of the Board of Management will be constituted as determined by Statutory Provision.

As currently constituted under Statutory Provision, the Board of Management shall consist of not less than 15 or more than 20 persons.

The Board shall comprise:

- The Chair, appointed by Scottish Ministers.
- The Principal and Chief Executive of the College.
- A person being elected by the teaching (curriculum) staff from among their own number.
- A person being elected by the service/support (non-curriculum) staff from among their own number.
- Two persons as Trade Union nominated members (one nominated by support staff unions and the other nominated by the teaching staff union), in addition to the elected staff representatives, for partnership working.

- 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).

- 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, Public Sector Bodies or Trades Union, or who otherwise have an interest in the College and in further and higher education and who represent the demography and diversity of the region (these appointments will be the "Non-Executive Members").

- While observers attending board meetings will receive information provided to other members of the board (including papers and minutes), they may not be permitted to formally vote on matters submitted for a vote however, they may be granted the right to speak at meetings, following permission by the Chair. The Chair would also determine if there were any reserved matters that it was not appropriate for an observer to receive papers or be included in discussion.

The Board of Management is responsible for ensuring the internal and external induction of its members and for their ongoing training and development in line with the requirements and provisions of the Scottish Government, Scottish Funding Council (SFC), Colleges Scotland and the College Development Network (CDN).

Quorum
50% of the Board of Management places occupied will constitute a quorum, with at least 50% of the members present being Non-Executive Board members.

Attendance
The Board of Management may co-opt individuals as appropriate. Details of the proposed co-opted individuals will be approved by the Chair of the Board in advance. The role, remit and term of membership of the co-opted individuals will be determined by the Board.

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

The Board has the option of meeting without any members of staff present. Where the Board Governance Professional has been also been excluded, the Chair of the Board shall arrange for a full minute of the meeting to be recorded, which shall include a full explanation of why the Board Governance Professional was excluded from the meeting.

Meetings
The Board shall normally meet four times during the academic year.

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 Board Governance Professional to call a meeting.

The Chair of the Board of Management will instruct the Board Governance Professional to call meetings of the Board. The agenda and supporting papers will normally be made available 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 Governance Professional 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 Statutory Provision and their ordinances, schedules, and provisions; together with all advice, guidance and direction provided, from time to time, by the Scottish Government, Scottish Funding Council, Quality Assurance Agency or other properly constituted agency which regulate 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:

1. To approve Strategies presented by the relevant Committees.

2. To approve the planning cycle proposed by the Executive Leadership Team for the preparation of the Outcomes Framework and Assurance Model, the College Strategic Plan, and to approve the Plan itself before publication.

3. To approve the annual accounts, following consideration by the People, Infrastructure and Finance Committee, and the Audit and Risk Committee.

4. To approve the College budget proposals, following consideration by the People, Infrastructure and Finance Committee.

5. To approve the appointment of the Principal and Chief Executive.

6. To approve any financial packages in excess of statutory provisions, for severance payments, following consideration by the Performance Review and Remuneration Committee.

7. To receive and consider at each meeting the Strategic Risk and Opportunities Register, and to advise the Audit and Risk Committee accordingly.

8. To receive, consider and approve recommendations from the Chairs with Search and Nomination Committee on the membership of new and reappointed Board Members, prior to submission to the Scottish Ministers for approval;[1]

9. To ensure that appropriate and adequate induction procedures are in place for all new Board Members.

10. 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 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 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 Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Board will decide on the business of the meeting that may be fully published on the College website. Normally it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

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

The Chair of the Board shall submit draft minutes to the next Board meeting for approval.

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

Board Members should be clear that as members of a board of a college sector public body, they are required to act in the best interests of the public body, as opposed to any individual constituency from which they have been nominated or elected.

Representative members need to be aware of their obligations to the Board and reconcile these with their obligations to their constituency. While representative members can raise matters from the perspective of their constituency, they should not promote the interests of, or lobby on behalf of, the constituency when sitting as a college or regional college board member.

They are not expected to report back to their constituencies the work and discussions of the Board.

3.2 Audit and Risk Committee Terms of Reference

Introduction

The Audit and Risk 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 is 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 and providing assurance to the Board on:

- the integrity of financial reporting and the Annual Financial Statements
- the adequacy of the College's arrangements for securing value for money
- the effectiveness of internal and external audit
- the effectiveness of College governance, risk management and internal control systems
- compliance with applicable legislation, regulation and the Code of Audit Practice published by Audit Scotland.
- cyber security governance, resilience and digital risk
- counter fraud, bribery and whistleblowing arrangements
- emerging digital and technological risks, ensuring the College remains responsive to developments in artificial intelligence, data use and digital innovation.
- The Committee shall consider whether the subsidiary company is subject to appropriate internal and external audit coverage, proportionate to the level of financial, operational, regulatory and reputational risk presented to the College.
- The Committee shall receive and review relevant audit findings, management actions, control weaknesses, assurance statements and follow-up reports relating to the subsidiary, and shall monitor the timely implementation of agreed actions.

The Committee will provide independent assurance to the Board through a structured framework of assurance, including the use of an Assurance Map aligned to the College's Strategic Risk Register.

Committee Membership

The Committee membership shall consist of a minimum of four Board members who shall be independent and objective in terms of their Audit and Risk Committee function and, in line with good practice, will not include either the Principal or the Chair of the Board.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

At least one member of the Audit and Risk Committee must have recent relevant financial or audit experience.

Committee members are all recommended to complete the College Development Network online training module College Audit Committees.
College Audit Committees | LearnOnline

The Committee Chair will be appointed by the Board.

Committee membership will be reviewed annually by the Board.

Quorum
50% of the total membership of the Committee will constitute a quorum, including at least 50% independent non-executive Directors/Committee co-optees.

Attendance
The Committee may co-opt additional individuals as appropriate. Details of proposed co-opted individuals for potential recruitment will be notified to the Chair of the Board in advance. The role, remit, and term of membership of co-opted individuals will be determined by the Chairs with Search and Nomination Committee.

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

The Vice Principal - Finance & Infrastructure, and the Chief Financial Controller, and where appropriate other staff will be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings
The Committee shall normally meet four times during the academic year.

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

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available 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 Board Governance Professional) 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 non-members (with the exception of the Board Governance Professional) being present.

Committee Performance and Evaluation
To ensure continuous improvement and alignment with best governance practices, the Committee will undertake an annual self-evaluation using a self-evaluation template. The evaluation will assess the Committee's effectiveness using the following key metrics:

- **Fulfilment of Remit**: Completion rate/performance management against of the annual work plan and coverage of all areas within the Committee's remit.
- **Decision-Making and Impact**: Timeliness and implementation rate of decisions and recommendations, and their alignment with strategic objectives.
- **Governance and Compliance**: Adherence to the Terms of Reference, audit outcomes, and compliance with regulatory and funding requirements.
- **Membership and Engagement**: Attendance rates, member participation, and skills and experience requested within the Committee.
- **Meeting Efficiency**: Timeliness of agenda and paper distribution, meeting duration, and follow-up on action items.
- **Risk Oversight**: Frequency and quality of Strategic Risk Register reviews and effectiveness of risk mitigation oversight.
- **Stakeholder Confidence**: Feedback from the Board and relevant stakeholders on the Committee's performance and value.

The outcomes of the evaluation will inform an action plan for improvement and be reported to the Board of Management.

The Audit and Risk Committee reviews governance processes and undertakes its own annual self-evaluation as part of its reporting to the Board. Internal audit reports and benchmarking data also feed into the overall assessment of governance effectiveness.
The outcomes of these evaluations inform an action plan for improvement where necessary and is reported to the Board of Management in the Audit and Risk Committee Annual Report.

The Audit and Risk Committee Annual Report is a requirement of both the Scottish Funding Council (SFC) Financial Memorandum and the Scottish Public Finance Manual. The Annual Report is based upon the guidance laid out in the Scottish Governments 'Audit and Assurance Committee Handbook,' which states that the Annual Report should summarise the committee's work for the year past, and present its opinion about:

- the effectiveness of governance, risk management and control.
- the comprehensiveness of assurances in meeting the Accountable Officer's and Board's needs.
- the reliability and integrity of these assurances.
- whether the assurance available is sufficient to support the Accountable Officer and Board in their decision taking and their accountability obligations.
- the implications of these assurances for the overall management of risk.
- any issues the committee considers pertinent to the Governance Statement and any long-term issues the committee thinks the Accounting Officer and/or Board should give attention to.
- financial reporting for the year.
- the quality of both Internal and External Audit and their approach to their responsibilities.
- the Committee's view of its own effectiveness, including advice on ways in which it considers it needs to be strengthened or developed.

Duties The Committee shall:

Internal Control and Governance

1. Consider and scrutinise strategies / underlying frameworks, within the Committee's remit, and recommend for approval by the Board of Management.

2. Review the adequacy and effectiveness of the financial and other internal control environment.

3. Review the College corporate governance requirements including the strategic processes for risk, control and governance and the governance statement.

4. Provide the Board of Management with an Annual Report, timed to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year.

5. Ensure continuous improvement and alignment with best governance practices by undertaking an annual self-evaluation as part of the process of compiling the Annual Report to the Board. The process will use the established self-evaluation questionnaire which evaluates the Committee's effectiveness using several key metrics.

Risk Management

6. Scrutinise the effectiveness of the College risk management framework.

7. Review the College risk appetite and monitor the effectiveness of mitigation strategies.

8. At each meeting receive and consider the Strategic Risk Register and comment accordingly to the Board of Management.

9. Consideration and approval of the College Business Continuity Plan and incident response plans on a regular basis.

Audit Oversight

10. Appoint the College's Internal Auditors on a contractual basis and agreeing on the terms of reference for an audit service.

11. Approve the internal audit plan.

12. Review the scope and effectiveness of the work of the internal and external auditor using appropriate performance indicators.

13. Scrutinise any issues raised in audit reports, the annual management letter and report to the Board of Management on the adequacy of the management response.

14. Review external audit plan and consider the proposed fee in light of the fee guidance issued by Audit Scotland.

Financial Reporting

15. Consider the process for the review of the Financial Statements prior to submission for audit including the external audit plan.

16. At a joint meeting with the People, Infrastructure and Finance Committee consider the College's accounting policies, Financial Statements and external auditor's report prior to submission to the Board of Management recommending the adoption of the audited Financial Statements.

Value for Money

17. Review the arrangements for securing economy, efficiency and effectiveness from College resources.

Fraud and Compliance

18. Scrutinise instances of significant control failure or impropriety to establish whether they have been appropriately handled.

19. Oversee the College Counter Fraud, Risk and Bribery Policy and Whistleblowing.

Data Governance, AI and Digital Ethics

20. Review and provide assurance on the effectiveness of the College's data governance arrangements, including data quality, data management and compliance with data protection legislation, and oversee any significant data-related incidents or breaches.

21. Oversee and scrutinise the use of artificial intelligence, automation and digital technologies, ensuring appropriate governance, controls and transparency are in place and that associated risks are managed in line with the College's risk appetite.

22. Ensure that digital ethics and digital risks (including third-party, cyber and data risks) are appropriately managed, and that these areas are reflected within the Strategic Risk Register, Assurance Map and internal audit programme where relevant.

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 Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published, except where the exclusions listed under Proceedings in paragraph 2.8 of the Board of Management Responsibilities and Standing Orders document apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate senior leadership representatives for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

The Committee annual work plan is designed to ensure that the Committee discharges all responsibilities set out in these Terms of Reference.

3.3 People, Infrastructure and Finance Committee: Terms of Reference

Introduction

The People, Infrastructure and Finance Committee is identified as a Standing 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.

For the purposes of these Terms of Reference, unless otherwise indicated, 'The Board' means the Ayrshire College Board of Management.

The Committee supports the Board by providing oversight, scrutiny, and assurance across people, infrastructure, finance, and related strategic risks, and by making recommendations to inform the Board's decision-making within its remit.

Remit

The Committee will, on behalf of the Board, scrutinise, monitor and seek assurance on the following matters and, where appropriate, make recommendations to the Board:

- Scrutinising all matters related to the College's organisational development, including oversight of the development, planning, and delivery of the People Strategy, and seeking assurance on the ongoing development of a positive, inclusive and high-performing culture.

- Scrutinising and monitoring all arrangements related to health, safety and wellbeing in accordance with legislative requirements and compliance and ensuring that the Board of Management receives the necessary assurance on these matters.

- Scrutinising all matters related to the College estate, including land, buildings, moveable assets, and equipment, and the College's Digital & Cyber Security arrangements and seeking assurance that relevant legislation, regulatory requirements and applicable Scottish Funding Council guidance is observed.

- Scrutinising strategic and operational financial planning, the effective stewardship of resources and the College's ongoing financial management and performance and providing recommendations to the Board as appropriate.

- Reviewing subsidiary performance, financial monitoring, business plan delivery, management accounts, loan compliance, cash flow and operational dependencies is sufficient.

Committee Membership

The Committee membership shall consist of a minimum of six members from the Board, including the College Principal, who will be a standing member of the Committee (prohibited from being Committee Chair/Vice Chair). The Board will seek to ensure that an appropriate range of skills, expertise and knowledge related to the remit of the Committee is included within the Committee membership.

Committee members shall collectively possess an appropriate range of skills and experience in finance, risk management and business management. At least one member of the PIF Committee must have recent relevant financial and commercial business experience.

The Committee will aim to maintain the position of a Vice Chair, who cannot be the College Principal, to support succession planning.

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, skills requirements and succession planning of the Committee members.

Quorum

A quorum shall be at least half of the appointed voting members of the Committee, including at least two independent non-executive members

Attendance

The Committee may co-opt additional individuals as appropriate. Details of proposed co-opted individuals for potential recruitment will be notified to the Chair of the Board in advance. The role, remit, and term of membership of co-opted individuals will be determined by the Chairs with Search and Nomination Committee.

Attendance is open to all Vice Principals, and, where appropriate, other staff may be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet four times during the academic year.

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

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

Committee Performance and Evaluation

To ensure continuous improvement and alignment with best governance practices, the Committee will undertake an annual self-evaluation using the attached self-evaluation template. The evaluation will assess the Committee's effectiveness using the following key metrics:

- **Fulfilment of Remit**: Completion rate/performance management against of the annual work plan and coverage of all areas within the Committee's remit.
- **Decision-Making and Impact**: Timeliness and implementation rate of decisions and recommendations, and their alignment with strategic objectives.
- **Governance and Compliance**: Adherence to the Terms of Reference, audit outcomes, and compliance with regulatory and funding requirements.
- **Membership and Engagement**: Attendance rates, member participation, and skills and experience requested within the Committee.
- **Meeting Efficiency**: Timeliness of agenda and paper distribution, meeting duration, and follow-up on action items.
- **Risk Oversight**: Frequency and quality of Strategic Risk and Opportunities Register reviews and effectiveness of risk mitigation oversight.
- **Stakeholder Confidence**: Feedback from the Board and relevant stakeholders on the Committee's performance and value.

The outcomes of the evaluation will inform an action plan for improvement and be reported to the Board of Management.

Duties

The Committee shall:

Internal Controls and Governance

1) Provide appropriate scrutiny, challenge and strategic advice to College Management within the Committees remit.

2) Review strategies and supporting frameworks within the Committee's remit and recommend for approval by the Board of Management.

3) Seek assurance that strategic financial decisions and actions are consistent with the Scottish Funding Council's Financial Memorandum and other applicable regulatory requirements

4) The Committee shall review the adequacy, timeliness and completeness of subsidiary reporting, including quarterly performance reports, management accounts, cash-flow forecasts, business plan progress, loan covenant or repayment compliance, key operational risks, and dependencies on College services, facilities, systems, staff, or financial support.

5) Where the Committee identifies a material concern, significant variance from the approved Business Plan, breach or potential breach of loan conditions, cash-flow pressure, or matter requiring shareholder approval, it shall escalate the matter to the Board with recommendations for decision or further action.

People and Culture

6) Review and seek assurance on arrangements to develop and maintain a positive and inclusive culture across the College.

7) Seek assurance that leadership functions are effective and support and encourage personal and professional development and the empowerment of teams.

8) Review and monitor progress against delivery of key strategic objectives and scrutinise related key performance indicator (KPI) reports to ensure that the College delivers to the People Strategy.

9) Review and seek assurance that the College complies with the requirements of the Equality Act 2010 and Public Sector Equality Duty, through publishing equality outcomes and reporting on mainstreaming activity to embed equality across all College activities.

10) Review and seek assurance on the College's health, safety & wellbeing arrangements including compliance with legislative requirements**.**

11) Ensure that the College actively supports all staff in maintaining positive wellbeing through delivering evidence-based initiatives and programmes consistent with the People Strategy.

12) Review and seek assurance on the effectiveness of communications arrangements for engagement with staff and recognised trade unions.

Infrastructure and Cyber Security

13) Regularly review the performance, condition and strategic fit of all property assets.

14) Review and make recommendations to the Board on estate and digital infrastructure projects over £250,000 considering the strategic robustness, affordability, deliverability and financial viability of the proposals.

15) Oversee the implementation of estate and digital infrastructure projects to ensure that projects are developed within the parameters of the Infrastructure Strategy.

16) Consider the College's property portfolio making recommendations to the Board for the disposal of and acquisition of land and buildings, including their financial liability.

17) Review and provide assurance on the College's Cyber Security arrangements, Incident Response Plan and compliance with relevant legislation and standards.

18) Promote a culture of cyber awareness and ensure staff and leadership receive appropriate training.

19) Seek assurance that cyber resilience is embedded in digital infrastructure planning, business continuity, and third-party risk management.

20) Review and seek assurance that the principles of sustainability are embedded in managing the College.

Finance

21) Review and recommend to the Board the annual budget and medium-term financial plan for the College.

22) 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.

23) Monitor in-year expenditure against budget and advise the Board including any requirement for remedial action.

24) Consider financial benchmarking and performance information on a variance reporting basis.

25) Recommend for Board approval, the College's borrowing requirement and 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.

26) Review the adequacy of the College Financial Regulations and systems of delegated authority to ensure a robust financial control environment is in place.

27) At a joint meeting with the Audit and Risk Committee consider the College's accounting policies, Financial Statements and external auditor's report prior to submission to the Board of Management recommending the adoption of the audited Annual Accounts.

Risk Management

28) Review the strategic risks and opportunities relevant to the Committee's remit, including financial sustainability, people, health, safety and wellbeing, infrastructure and cybersecurity matters, and provide assurance or recommendations to the Board as appropriate.

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 Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate senior management representatives for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

The Committee's annual work plan is designed to ensure that the Committee discharges all responsibilities set out in these Terms of Reference.

3.4 Learning, Teaching and Quality Committee Terms of Reference

Introduction

The Learning, Teaching and Quality 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 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 scrutinising and seeking assurance on all matters related to the strategic development and delivery of learning, teaching and the student experience, including monitoring and reporting on the associated quality and performance.

Committee Membership

The Committee membership shall consist of a minimum of six members from the Board, which should include at least one elected staff representative and at least one elected student representative, and elected staff union representatives.

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. The Board will seek to ensure that all members will normally serve at least one year as a member of the Committee during their period of appointment.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

Quorum

50% of the total membership of the Committee will constitute a quorum, with at least 50% being Independent (Non-Executive Directors/Committee Co-optees).

Attendance

The Committee may co-opt additional individuals as appropriate. Details of proposed co-opted individuals for potential recruitment will be notified to the Chair of the Board in advance. The role, remit, and term of membership of co-opted individuals will be determined by the Chairs with Search and Nomination Committee.

Attendance is open to all Vice Principals, and, where appropriate, other staff may be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings
The Committee shall normally meet four times during the academic year.

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 Board Governance Professional to call a meeting.
The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will be made available to members at least five working days before the day of the meeting.

Committee Performance and Evaluation
To ensure continuous improvement and alignment with best governance practices, the Committee will undertake an annual self-evaluation using the attached self-evaluation template. The evaluation will assess the Committee's effectiveness using the following key metrics:

- **Fulfilment of Remit**: Completion rate/performance management against of the annual work plan and coverage of all areas within the Committee's remit.
- **Decision-Making and Impact**: Timeliness and implementation rate of decisions and recommendations, and their alignment with strategic objectives.
- **Governance and Compliance**: Adherence to the Terms of Reference, audit outcomes, and compliance with regulatory and funding requirements.
- **Membership and Engagement**: Attendance rates, member participation, and skills and experience requested within the Committee.
- **Meeting Efficiency**: Timeliness of agenda and paper distribution, meeting duration, and follow-up on action items.
- **Risk Oversight**: Frequency and quality of Strategic Risk and Opportunities Register reviews and effectiveness of risk mitigation oversight.
- **Stakeholder Confidence**: Feedback from the Board and relevant stakeholders on the Committee's performance and value.

The outcomes of the evaluation will inform an action plan for improvement and be reported to the Board of Management.

Duties
1. To review and agree strategies within the Committee's overall remit and recommend for approval by the Board of Management.

2. To seek assurance that the Curriculum Delivery Plan is in alignment with regional and national economic priorities, the strategic direction of the College and meets the requirements of the SFC's Outcomes Framework and Assurance Model.

3. To review and monitor the progress against curriculum development and delivery including new areas of skills delivery and adoption of technology and digital learning.

4. To review and scrutinise key performance indicators (KPIs) as a requirement of the Outcomes Framework and Assurance Model in relation to, for example, student success including, but not limited to, student retention, student outcome data, Scottish Index of Multiple Deprivation (SIMD) and post course destinations. Consider action to be taken to improve performance where the KPIs fall below national benchmarks.

5. To review and monitor the progress and outcomes of Engagement with the Quality Assurance Agency.

6. To review and monitor plans and processes to enhance learning, teaching and assessment and the student experience.

7. 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.

8. To review and monitor equality and diversity outcomes, scrutinise data and receive reports on learner profiles and interventions.

9. To review and monitor the use of student funds including bursaries, educational maintenance allowance (EMA) childcare and discretionary funds.

10. To receive and review student feedback on their college experience using a range of methods and monitor actions for improvement.

11. To receive and consider an annual report on services to support the student experience which will incorporate safeguarding.

12. To receive and consider a Student Satisfaction Annual Report.

13. To receive and consider the Committee's extract from the current version of the Corporate Risk and Opportunities Register and to advise the Audit Committee accordingly.

14. To receive and consider Internal Audit reports as they relate to the remit of the 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 Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements
At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate executive management representative for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

3.5 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 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 those members of staff whose remuneration consideration lies out with the scope of the National Recognition and Procedures Agreement (NRPA) 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.

The Board Chair will report on the performance of the Principal and make recommendations in relation to the Principal's remuneration accordingly. There is no requirement for the Chair to bring proposals relating to the Principal's progression on the incremental scale to the Committee, as the Principal's progression will be included in the annual monitoring report.

For all other staff whom the Committee has responsibility for considering performance and remuneration, reporting and recommendations will be the responsibility of the Principal.

Committee Membership

The Committee shall be chaired by an appropriate Board Member appointed by the Board on the recommendation of the Chair and membership will be the Board Chair, The Board Vice Chair, the Chairs of the Board Committees and the Senior Independent Member (SIM). At the discretion of the Board Chair, in discussion with the Chair of the Committee, additional members may be added from time to time with the approval of the Committee. The Principal may not be a member of this Committee.

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

The 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 individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit and term of membership of individuals will be determined by the Committee.

The Committee may invite other persons to attend meetings of the Committee to provide information and reports as appropriate.

Meetings
The Committee shall meet as appropriate, but not less than once per academic year. Meetings should coincide with pay review outcomes and performance review outcomes.

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 Board Governance Professional to call a meeting.

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

Where a progression on the incremental scale for an individual is routine and allied to confirmation of satisfactory performance by the appropriate line manager, the increment will be awarded timeously and without immediate reference to this Committee. In order to ensure the Committee retains an oversight of these matters, a monitoring report will be brought annually to the Committee confirming the increments awarded and that these were confirmed by the appropriate named line manager.

By exception, where a progression on the incremental scale for an individual was not routine, i.e., where the appropriate line manager did not confirm satisfactory performance over the previous year or another concern had been raised, the matter, together with a rationale for the decision, will be referred immediately to this Committee for consideration.

Reports on the performance of the Principal, Vice Principals and Directors continue to be brought to this Committee as a part of the evidence base for the application of any pay uplift being awarded to those staff whose salaries are the responsibility of this Committee and who are not covered included in the NRPA[2].

Where no nationally negotiated pay uplift had been agreed in any given academic year for those staff included within the NRPA, the Committee would meet annually in any case, normally in the 4th quarter, to receive reports on

[2] The National Recognition and Procedures Agreement (NRPA) covers all staff other than the Principal, Vice Principals and Directors. Those staff included in the NRPA will automatically receive any nationally negotiated pay uplift. This Committee considers whether such pay uplift should be applied to the non-NRPA staff and will consider performance reports as a part of the decision-making process.

the performance of the staff for which it is responsible and to receive the annual monitoring report on incremental progression awards.

Ad-hoc meetings of the Committee may be necessary where NRPA uplift was agreed out with the annual meeting in the 4th quarter. It was also noted that when each individual reached the top of their incremental scale, contracted incremental progression would cease.

Duties

1. To discuss the Performance of those members of staff who are not included within the scope of the NRPA in line with the College's Performance Review frameworks.

2. To agree remuneration for those members of staff who are not included within the scope of the NRPA.

3. To receive an annual monitoring report on the contractual incremental progression of staff for whom this Committee has remunerative responsibility and oversight.

4. To consider, by exception, any recommendation that a member of staff for whom this Committee has remunerative responsibility and oversight be not progressed on their incremental scale, together with the rationale for this recommendation.

5. To consider applications from individuals who were out with the scope of the NRPA and who were in the employ of the College at the effective date of a National Bargaining pay award, but who left their College employment prior to a decision being taken to implement and backdate the agreement/pay award. Consideration will be based on the receipt of a request in writing from the individual concerned. As a general principle, and subject to confirmation of satisfactory performance and all other matters being in order, it is expected that any former member of staff would normally be treated in the same manner as current staff in terms of a payment being made.

6. To take account of any advice given by the Scottish Funding Council in terms of remuneration.

7. To take account of any guidance issued by the Treasury or other relevant Government bodies on public sector salaries.

8. To consider benchmarking information across the Sector and job evaluation processes as appropriate in determining remuneration strategies for staff out with the scope of the NRPA.

9. To report to the Board of Management on remuneration policies for staff out with the scope of the NRPA.

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 Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements
At the end of each meeting, the Committee may further decide on the business of the meeting that can be published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will not be published: as per the exclusions listed in paragraph 2.8 of these Standing Orders.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate executive management representative for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work of the Committee to the next scheduled Board meeting for information/approval.

3.6 Chairs with Search and Nomination Committee Terms of Reference

Introduction

The Chairs with Search and Nomination Committee (CNSC) 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 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 providing advice to the Chair around matters relevant to the Board. There will be a focus on leadership, clarity of purpose, cohesive board, constructive relationships, and considered decision-making.

It will also be responsible for the recruitment and recommendation of new members and consideration of 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 Scottish Ministers.

Committee Membership

The Committee shall be chaired by the Board Chair and membership will be the Board Chair, the Board Vice Chair, the Chairs of the Board Committees and the Senior Independent Member (SIM).

When considering new appointments to the Board, the Committee will also include advice from an external member who will advise the Committee. The appointment of the external member will be approved by the Board.[3]

The Principal may not be a member of this Committee.

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

The Board Governance Professional will be in attendance.

Quorum

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

[3] The Board is required to co-opt an appropriate independent person, external to Ayrshire College, to play a full role in the recruitment and recommendation of new Board Members to Scottish Ministers

Attendance

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

Meetings

The Committee shall meet as appropriate following a cycle, approximately two or three times a year, but not less than once per academic year. The Committee shall meet as required in accordance with the remit.

Duties

1. The Committee provides advisory support to the Chairing Member.
2. The Committee considers matters referred by the Board.
3. The Committee ensures that the advertisement of vacancies for Board Members uses a wide range of media and targets, specifically, communities which may be under-represented on the Board.
4. The Committee recruits and provides recommendations to the Board of Management and, following Board Approval, Scottish Ministers on the appointment and reappointment of Board Members.
5. The Committee will give due regard to issues of equality, diversity, demography and opportunity in any appointments recommended.
6. The Committee shall conduct the search and nomination processes in a fair, equitable and non-discriminatory manner.
7. 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 Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will not be published due to the nature of the discussions at this Committee as per the exclusions listed in paragraph 2.8 of the Standing Orders.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously and any amendments advised to the Board Governance Professional. The Chair of the Committee shall report on the work of the Committee to the next scheduled Board meeting.

Section 4: Standing Orders – Scheme of Delegation Principles

4.1 General

In order for Colleges to operate effectively, the Board of Management must delegate authority to the Chair, Committees and relevant staff to undertake various responsibilities. These delegated authorities must be documented in a Scheme of Delegation.

It should be noted that legislation does not allow for delegation to Board members other than the Chair. Therefore, any responsibilities normally undertaken by other individuals e.g. the Vice Chair of the Board/Senior Independent Member, should not be documented in this Scheme. (The Principal is a member of staff as well as a Board member and can therefore be delegated authority.)

When delegating authority, the Board should remember that, whilst it can delegate the performance of its functions, the Board itself retains overall responsibility and accountability. It is therefore essential that the Board has the appropriate checks and balances in place to ensure that functions are being exercised effectively and appropriately and in accordance with the delegated authority.

When delegating authority, the Board must have due regard to legislation and terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges).

The Scheme of Delegation should also take account of internal documents e.g. financial regulations and which set out levels of delegation relating to financial or other matters.

Delegated authority may not be further sub-delegated by the Chair/Interim Chair. The Board remains collectively accountable for all functions, irrespective of delegation and will maintain proportionate controls, reporting and assurance.

4.2 Authority Reserved to the Board

For clarity, the Board must set out a list of decisions it requires or wishes to retain responsibility for e.g. approval of Annual Accounts. It is acceptable for these items to be discussed by other Committees first (e.g. in the case of Annual Accounts, the People, Infrastructure and Finance Committee may look at the detail and make a recommendation to the Board for their approval), but the final approval or decision must be considered by the Board as a whole.

4.3 Delegation to Committees

The Board may establish Committees for any purpose, and any such Committee may appoint Sub Committees.

In accordance with the Code of Good Governance for Scotland's Colleges, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments. The Board must consider which Committees would be most useful to support the volume of business it undertakes. Where in-depth scrutiny of particular issues is required, it may be useful to have a committee with members with the appropriate skills to do this, who can then present a summary of this to the full Board. The requirements for Committees are likely to vary between Colleges and apart from the minimum Committees specified above, it is for the Board to determine what would be most useful.

Each Committee must have a remit or terms of reference which sets out the membership, frequency of meetings, duties and responsibilities of the Committee. The Board must approve the remit and any subsequent changes to the remit prior to their implementation.

It may be useful to append the approved remits or terms of reference for the Committees to the Scheme of Delegation.

4.4 Delegation to Chair/Interim Chair of Board

The Board should delegate authority to the Chair/Interim Chair of the Board to deal with issues on behalf of the Board between meetings and in their role as line manager of the Principal and the Board Governance Professional. These delegations must not contradict other documents in place or the terms and conditions of appointment of the Chair issued by the Scottish Ministers (or the Regional Strategic Body).

4.5 Delegation to Staff

The Board may delegate authority to any member of staff. In most cases, delegation is to the Principal (who in turn delegates to the Executive Leadership Team and other staff) and the Board Governance Professional.

Any authority delegated to staff must be subject to the strategic and policy direction by the Board and the terms of any authority reserved to the Board.

It is essential that the Board delegates responsibility to the Principal in order to ensure the efficient day-to-day running of the College. These responsibilities should be listed and should include responsibilities relating to curriculum, quality, teaching and learning, appointment and management of staff.

Delegation may be given to the Board Governance Professional relating to issuing and publishing of Board papers; acting as returning officer for the appointment of staff elections to the Board; acting as Standards Officer etc.

The Scheme of Delegation should determine arrangements that will be put in place in the event that the Principal and/or Board Governance Professional are absent.

Financial authority levels are defined in the Financial Regulations. This Scheme signposts those limits but does not replicate them.

Scheme of Delegation of the Board of Management of Ayrshire College ("the Board") – Approved by the Board on 08 October 2026

4.6 Preamble

In accordance with paragraph 12(4) of the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") a board may delegate the performance of any of their functions to their chair, to any Committee appointed by them or to any member of their staff.

In accordance with paragraph C.8 of the Code of Good Governance for Scotland's Colleges ("the Code") delegation of responsibilities from, and matters reserved to, the Board and its Committee must be clarified through a Scheme of Delegation including the functions delegated by the Board to the Chair, Committees, the Principal and the Board Governance Professional.

This Scheme of Delegation must be approved by the Board before it comes into effect, and any subsequent amendments must also be approved by the Board.

4.7 Authority Reserved to the Board

4.7.1 Whilst initial discussion or consideration may take place by Committees or individuals, the Board reserves making decisions on the following matters to itself:

I. determining the objectives of the Board

II. final approval of the College's Strategic Plan, funding agreements and agreed outcomes.

III. approval of the year-end Annual Report and Accounts

IV. approval of the Annual Budget

V. final consideration of the Annual Audit Report

VI. approval of the Strategic Risk and Opportunities Register

VII. acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council

VIII. appointment of Board members, in accordance with the 1992 Act and the College Sector Board Appointments: 2014 Guidance

IX. appointment and removal of the Principal

X. appointment and removal of the Board Governance Professional (in accordance with paragraph D.14 of the Code)

XI. approval of terms and conditions of appointment of Board members

XII. approval of the Students' Association constitution and the election regulations for student officers

XIII. delegation of functions of the Board including remits of Committees and this Scheme of Delegation

XIV. the making, amendment and revocation of the Standing Orders of the Board.

XV. establish or wind up any subsidiary; approve or amend its Articles of Association; approve its annual Business Plan and budget; approve material changes to the nature or scope of its business; approve strategic partnerships; and consider material or emerging risks and the subsidiary's quarterly assurance reporting.

Category	Reserved matter requiring prior Ayrshire College approval
Strategy and business planning	Any material change to the approved Business Plan or annual budget, or to the nature and scope of the business.
Contracts and commitments	Any contract, liability or commitment outside the approved Business Plan.
Capital expenditure and borrowing	Capital expenditure or borrowing above the limits approved in the Business Plan.
People and remuneration	Material changes to employee pay, terms and conditions or pension arrangements; and the appointment or dismissal of senior employees, including the Managing Director and Company Secretary.
Corporate structure	Any proposal to wind up the company, merger, acquisition, investment in another company, share subscription, or acquisition of another entity's undertaking, assets or liabilities.
Audit and financial reporting	Appointment or removal of auditors, approval of statutory accounts, and material changes to principal accounting policies.
External donations	Any donation to a charity other than Ayrshire College.

4.8 Delegation to Committees

4.8.1 In accordance with paragraph 13 of Schedule 2 to the 1992 Act, the Board may establish Committees for any purpose, and any such Committee may appoint Sub Committees.

4.8.2 In accordance with paragraph C.8 of the Code, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments.

4.8.3 Each Committee and Sub Committee shall have a clearly defined remit which shall set out the duties and responsibilities delegated. The remit must be approved by the Board. The Committee may suggest amendments to the remit, but any amendments must be approved by the Board before they are

implemented. Committee Terms of Reference shall be reviewed at least annually by the Board.

4.8.4 The Board may delegate functions to a specific Committee, and this shall be clearly detailed within the minutes of the appropriate meeting. Committees may not sub-delegate outside their approved Terms of Reference.

4.8.5 The Board reserves the right to review the Committees required and the authority delegated to them as and when it deems it appropriate to do so.

4.8.6 The minutes of each Committee meeting will be submitted to the Board for information at the next appropriate meeting. In addition, the Committee Chair shall give an update to the Board on key issues where requested to do so.

4.8.7 The Board may delegate additional functions to relevant Sub Committees regarding subsidiary company monitoring, specifically:

1. **People, Infrastructure and Finance Committee** – review the adequacy, timeliness and completeness of quarterly subsidiary reporting, including performance, management accounts, cash-flow forecasts, Business Plan delivery, loan covenant or repayment compliance, key operational risks and dependencies on College services, facilities, systems, staff or financial support. Material concerns, significant variances, potential breaches, cash-flow pressures and matters requiring shareholder approval must be escalated to the Board with recommendations.

2. **Audit and Risk Committee** – consider whether the subsidiary has proportionate internal and external audit coverage and appropriate arrangements for financial control, risk management, regularity, propriety and compliance with the Scottish Public Finance Manual. The Committee will review relevant audit findings, management actions, control weaknesses, assurance statements and follow-up reports, and monitor implementation of agreed actions.

4.9 Delegation to Chair/Interim Chair of the Board

4.9.1 The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority. The Chair has delegated authority to:

I. Take decisions between Board meetings where delay would materially prejudice the College or subsidiary, limited to health and safety, compliance, time-critical operational continuity or other urgent subsidiary matters. An urgent subsidiary proposal may be circulated by email to the Chair of the Board, the Chair of the People, Infrastructure and Finance Committee and the Chair of the Audit and Risk Committee; a majority approval will be sufficient to proceed, subject to the matter not being one which legally requires a full Board or shareholder resolution.

II. The Board Governance Professional will retain the proposal, responses, decision and rationale as the formal audit trail and ensure any required

shareholder approval is documented through the College's established resolutions, minutes and decision records.

III. All decisions taken under this urgent procedure must be notified to Board members within five working days and reported for homologation at the next Board meeting.

4.9.2 on behalf of the Board, sign and date the College's Annual Report and Accounts, after Board approval, and other documents as may be required.

4.9.3 represent the Board within the College and externally.

4.9.4 issue communications on behalf of the Board in whatever form is appropriate, both within and out with the College.

4.9.5 monitor, review and record the Principal's performance at least annually against performance measures agreed by the Board.

4.9.6 monitor, review and record the Board Governance Professional's performance at least annually against performance measures agreed by the Board.

4.9.7 ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair as appropriate.

4.9.8 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Board Governance Professional.

4.9.9 initiate action further to a decision of the Board to appoint a new Principal or Board Governance Professional.

4.10 Delegation to the Principal

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic and policy direction by the Board and the terms of any specific authority reserved to the Board. The Principal may in turn delegate tasks as appropriate to staff, including the Board Governance Professional.

Delegations are exercised subject to routine reporting through the management information framework and Committee assurance schedules approved by the Board.

The Principal has delegated authority to:

4.10.1 General Management

I. as appropriate, take such measures as may be required in emergencies, subject to advising the Chair where possible and homologation at the appropriate Committee or to the Board as soon as possible thereafter, on any items for which approval of the Committee or the Board would normally be necessary. A written report of the decision, rationale and any financial impacts

will be provided to the Chair within 5 working days and tabled for homologation.

II. facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan and funding agreements and agreed outcomes.

III. the approved budget, and any other policies and strategies determined by the Board.

IV. consult on behalf of the Board with representatives from key organisations, local and national, about the priorities contained within the College's Strategic Plan and funding agreements and agreed outcomes prior to final approval by the Board.

V. respond on behalf of the Board to consultative documents that may be sent to the College by the Scottish Government, the Scottish Funding Council or other external agencies.

VI. incur expenditure in making visits and the provision of reasonable hospitality to representatives of other Colleges, organisations and companies, taking into account the principles of the Bribery Act 2010.

VII. give a direction in special circumstances that any member of staff shall not exercise a delegated function.

VIII. take out membership of and attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of the College to do so.

IX. authorise the issue of press releases for publication and broadcasting on behalf of the College, subject to data protection, confidentiality and FOI publication scheme requirements.

X. authorise the publication of any document on behalf of the College.

XI. engage the services of outside persons, firms or organisations and enter into contracts and sign all deeds and other documents binding the Board for all purposes except those where the power to engage such services is delegated to a committee or is reserved to the Board.

XII. raise funds for and supply them to any of the activities which the Board has power to undertake.

XIII. provide courses as required by outside agencies and negotiate appropriate charges for these.

XIV. determine the dates of the College holidays and other details of the College's academic calendar.

XV. appoint a senior member of staff to deputise for the Principal during periods of planned absence.

XVI. authorise operational liaison and subsidiary transactions within financial thresholds

XVII. explicit accountability for subsidiary's compliance with the Financial Memorandum and Code of Good Governance.

XVIII. authorise operational liaison and transactions with the subsidiary within the approved Business Plan, budget, Financial Regulations and delegated financial thresholds; ensure transparent, defensible and arm's-length arrangements for shared services, asset use, transfer pricing, branding and related-party activity; and secure the subsidiary's compliance with the Financial Memorandum, Code of Good Governance and other applicable requirements.

XIX. the subsidiary will provide a quarterly summary report to the People, Infrastructure and Finance Committee covering financial performance, cash flow, Business Plan delivery, key performance indicators, risk, compliance, staffing, Civil Aviation Authority approval matters, significant contracts and conflicts of interest. The subsidiary and College will use the same accounting year ending 31 July and aligned reporting timetables to support consolidation into the College financial statements. Subsidiary risks will be reflected, where material, in the College strategic risk register and assurance map.

XX. the Board, People, Infrastructure and Finance Committee, Audit and Risk Committee and Remuneration Committee Terms of Reference, Financial Regulations and subsidiary reporting template will be reviewed alongside the Scheme of Delegation to ensure consistent reserved matters, escalation routes, reporting responsibilities and financial thresholds. Legal advice will be sought where an amendment to the Articles or company law documentation may be required.

4.10.2 Staff Management

I. determine an appropriate staff structure for the College consistent with the conditions of employment that currently apply after consultation and where appropriate, negotiation with representatives of recognised trade unions.

II. consult and negotiate with representatives of recognised trade unions on behalf of the Board.

III. establish procedures for the appointment of College staff in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board.

IV. supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.

V. establish procedures for taking disciplinary action against College staff up to and including dismissal subject to complying with the policies laid down by the Board.

VI. grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.

VII. represent the Board in negotiating and implementing conditions of service in relation to relevant College staff, including participation in national collective bargaining.

VIII. approve the secondment of College staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.

IX. in exceptional circumstances, agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council and functions delegated to the Board or a Committee.

X. establish any other procedures required for the orderly management of College staff.

4.10.3 Student Management

I. arrange for the provision of appropriate curriculum and support services for students and clients.

II. administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council or the Board the disbursement of monies to students attending the College.

III. administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.

IV. set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.

V. authorise students and to make grants to students, to enable them to attend courses and conferences, and to undertake educational visits and excursions within the UK or abroad, within approved budgets and policies of the Board.

VI. take appropriate disciplinary action including exclusion, against students in accordance with any policies of the Board.

VII. provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

4.10.4 Property Management

I. allocate accommodation within the College in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to College property.

II. apply to the appropriate authority for any necessary statutory consents.

III. grant any way leave or servitude over property of the College on such terms as may be appropriate.

IV. grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances.

4.10.5 Financial Management

I. take personal responsibility for ensuring the proper and effective operation of financial, planning and management controls, and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure. This includes agreeing Board approved budgetary limits.

II. act at all times in compliance with the Financial Memorandum, Conditions of Grant, Scottish Public Finance Manual and to follow the College's Financial Regulations, taking particular account of the delegated financial limits.

III. enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the College or to authorise another to enter into such contracts up to a value of applicable UK procurement thresholds under the Procurement Reform (Scotland) Act and relevant regulations including approvals for single-source awards within limits defined in the Financial Regulations or Board approved budgetary limits. Ensure procurement considers Fair Work First, sustainability and community benefits where applicable; and undertake proportionate financial and integrity due diligence on suppliers in line with the Procurement Policy.

IV. terminate contracts when it is in the best interests of the College to do so.

V. check the financial standing of potential contractors.

VI. dispose of assets up to the value of the delegated financial limit as set out in the Finance Regulations and in line with the requirements of the Scottish Public Finance Manual.

VII. administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.

VIII. take out any necessary insurances to protect the interests of the College.

IX. settle any claims whether or not such claims are insured or whether or not a court action has been raised.

X. spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.

XI. arrange for the presentation to the Board for approval an Annual Budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.

XII. arrange for the preparation, audit and presentation to the Board of Accounts following the end of each financial year in compliance with the requirements of the Accounts Direction and encompassing Audit Scotland and the Scottish Funding Council instruction.

XIII. report to the Scottish Funding Council should the Board adopt a policy or commission an action which is incompatible with the terms of the Financial Memorandum or the Scottish Public Finance Manual, or which would infringe on the requirements of propriety or regularity, and report to the Board in writing on such matters being considered and advise the Board that, should it wish to choose to continue with the policy or action, then as Accounting Officer he or she must report the Board's intentions to the Scottish Funding Council in writing.

XIV. material exceptions to policy or limits must be reported to the People, Infrastructure and Finance Committee at the next cycle and to the Board where strategic.

4.10.6 Absence of the Principal

I. In the absence of the Principal, the Executive Team shall ensure that the essential functions and delegated authorities of the Principal are carried out with due regard to any relevant provisions of the Financial Memorandum with Fundable Bodies in the College Sector.

II. After a period of four weeks' unplanned continuous absence of the Principal, the Board shall designate a Vice Principal as the accountable officer for the duration of the Principal's absence, ensuring that the Scottish Funding Council is advised of such absence at the earliest opportunity.

4.10.7 Delegation to the Board Governance Professional

The Board Governance Professional has delegated authority to:

I. administer, circulate, retain and publish as appropriate the records of all Board and Committee business in line with the College's Records Management Plan, FOI/EIR and data protection obligations.

II. undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.

III. administer staff elections to the Board and act as returning officer.

IV. act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).

V. in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (i.e. the Scottish Funding Council)

4.10.8 Absence of the Board Governance Professional

In the absence of the Board Governance Professional for more than 2 consecutive weeks, the Chair will agree temporary arrangements that can be put in place either by appointing a staff member to fulfil the delegated functions, or by making such other arrangements as may be required. These arrangements will be reviewed every 4 weeks.

4.10.9 Previous Schemes

This Scheme replaces all previous versions. It will be reviewed annually as part of the Board's governance cycle (see Section 9) and immediately where there is a relevant legal, regulatory or structural change.

Section 5: Standing Orders – Board of Management Code of Conduct: approved by the Board of Management, June 2022

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF MANAGEMENT OF AYRSHIRE COLLEGE

Section 1: **Introduction to the Code of Conduct**

My Responsibilities
Enforcement

Section 2: **Key Principles of the Code of Conduct**

Section 3: **General Conduct**

Respect and Courtesy
Remuneration, Allowances and Expenses
Gifts and Hospitality
Confidentiality
Use of Public Body Resources
Dealing with my Public Body and Preferential Treatment
Appointments to Outside Organisations

Section 4: **Registration of Interests**

Category One: Remuneration
Category Two: Other Roles
Category Three: Contracts
Category Four: Election Expenses
Category Five: Houses, Land and Buildings
Category Six: Interest in Shares and Securities
Category Seven: Gifts and Hospitality
Category Eight: Non–Financial Interests
Category Nine: Close Family Members

Section 5: **Declaration of Interests**

Stage 1: Connection
Stage 2: Interest
Stage 3: Participation

Section 6: **Lobbying and Access**

ANNEXES

Annex A Breaches of the Code
Annex B Definitions

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.

Confidentiality

3.22 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.

3.23 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.

3.24 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit my public body (even if my personal view is that the information should be publicly available).

3.25 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

Use of Public Body Resources

3.26 I will only use my public body's resources, including employee assistance, facilities, stationery and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.

3.27 I will not use, or in any way enable others to use, my public body's resources:

a) imprudently (without thinking about the implications or consequences);
b) unlawfully;
c) for any political activities or matters relating to these; or
d) improperly.

Dealing with my Public Body and Preferential Treatment

3.28 I will not use, or attempt to use, my position or influence as a board member to:

a) improperly confer on or secure for myself, or others, an advantage;
b) avoid a disadvantage for myself, or create a disadvantage for others or
c) improperly seek preferential treatment or access for myself or others.

3.29 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.

3.30 I will advise employees of any connection, as defined at Section 5, I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

Appointments to Outside Organisations

3.31 If I am appointed, or nominated by my public body, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.

3.32 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and my public body.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.

4.2 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member, and register any changes to those interests within one month of those changes having occurred.

4.3 The interests which I am required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

Category One: Remuneration

4.4 I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:

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.

4.5 I understand that in relation to 4.4 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.

4.6 I understand that 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, “Other Roles”.

4.7 I must register any allowances I receive in relation to membership of any organisation under Category One.

4.8 When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.

4.9 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph 6.7 of this Code.

4.10 Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.

4.11 When registering a directorship, it is necessary to provide the registered name and registered number of the undertaking in which the directorship is held and provide information about the nature of its business.

4.12 I understand that registration of a pension is not required as this falls outside the scope of the category.

Category Two: Other Roles

4.13 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.

4.14 I will register 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.

Category Three: Contracts

4.15 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 below) have made a contract with my public body:

a) under which goods or services are to be provided, or works are to be executed; and
b) which has not been fully discharged.

4.16 I will register a description of the contract, including its duration, but excluding the value.

Category Four: Election Expenses

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

4.18 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.

4.19 I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, 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.

Category Six: Interest in Shares and Securities

4.20 I have a registerable interest where:

a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or
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.

Category Seven: Gifts and Hospitality

4.21 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.

Category Eight: Non–Financial Interests

4.22 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. 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).

Category Nine: Close Family Members

4.23 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.

SECTION 5: DECLARATION OF INTERESTS

Stage 1: Connection

5.1 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.

5.2 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.

5.3 A connection includes anything that I have registered as an interest.

5.4 A connection does not include being a member of a body to which I have been appointed or nominated by my public body as a representative of my public body, unless:

a) The matter being considered by my public body is quasi-judicial or regulatory; or
b) I have a personal conflict by reason of my actions, my connections or my legal obligations.

Stage 2: Interest

5.5 I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

Stage 3: Participation

5.6 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.

5.7 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.

5.8 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.

5.9 I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept the appointment or nomination.

SECTION 6: LOBBYING AND ACCESS

6.1 I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations and companies. I must distinguish between:

a) any role I have in dealing with enquiries from the public;
b) any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
c) lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with my public body (for example contracts/procurement).

6.2 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or my public body's, decision-making role.

6.3 I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of my public body or any statutory provision.

6.4 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon my public body.

6.5 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of my public body.

6.6 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will 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 I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.

6.7 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I 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 I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the Lobbying (Scotland) Act 2016.

6.8 I will not accept any paid work:

a) which would involve me 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 my public body and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of my public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

ANNEX A: BREACHES OF THE CODE

Introduction

1. The Ethical Standards in Public Life etc. (Scotland) Act 2000 ("the Act") provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.

2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.

3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the Standards Commission for Scotland ("Standards Commission") and the post of Commissioner for Ethical Standards in Public Life in Scotland ("ESC").

4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body's Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.

5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

Investigation of Complaints

6. The ESC is responsible for investigating complaints about members of devolved public bodies. It is not, however, mandatory to report a complaint about a potential breach of the Code to the ESC. It may be more appropriate in some circumstances for attempts to be made to resolve the matter informally at a local level.

7. On conclusion of the investigation, the ESC will send a report to the Standards Commission.

Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:
    - Do nothing;
    - Direct the ESC to carry out further investigations; or
    - Hold a Hearing.

9. Hearings are held (usually in public) to determine whether the member concerned has breached their public body's Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities, that there has been a contravention of 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.

ANNEX C: HYBRID MEETINGS GUIDANCE

It is important to note that the rules of good conduct as set out in Section 3 of the Code (General Conduct) must be observed in all situations where you are acting as a Board Member or have identified yourself as acting as such. This includes when attending Board, Committee and other meetings, and apply equally when you are online or in-person.

As such, the conduct expected online is no different to the conduct employed in other engagements, such as face-to-face meetings and training events. You should, therefore, be respectful of other attendees, including your fellow Board members, staff attendees and the Chair. You should ensure that you listen to contributions made by others and follow directions given by the Chair.

While you may disagree with views expressed by others, you should remember that the Board benefits from diversity of thought as it improves decision-making, governance and enables us to better meet the needs of service users and the wider community we serve. As such, you should try not to talk over anyone else and, where appropriate, should encourage others to contribute.

You should refrain from engaging in side conversations or using the 'chat' function, unless the chair has invited you to do so. Doing so uninvited may feel disrespectful as it can give the impression you are not listening. Similarly, you should avoid engaging in private side conversations either by phone, email or message.

You should bear in mind that some individuals rely on watching your face or reading lips to understand the full context of what is being communicated, so being online can make it harder for them to understand what you are saying. As such, you should try to ensure you are speaking clearly and at an appropriate speed. Being respectful does not just apply to what you say, but also to how you communicate, including your tone and non-verbal signals such as body language and facial expressions.

Other important factors to consider when online include:

- how your conduct could be perceived by an observer
- whether you have complied with any Media, IT or Communications policy
- whether any information you are sharing is confidential and you only have access to it
- whether you are demonstrating bias or pre-determination – you should always comply with the Code's requirements regarding expressing opinions
- whether you are using your Board's equipment or your own
- whether you have complied with the law including defamation, copyright, data protection, employment and equalities or harassment provisions.

Good practice suggestions for preparing for an online meeting include:

- Ensuring you are well-prepared and have read any reports or papers to be considered in advance
- Have any documents you need during the meeting at hand and readily accessible, particularly if you intend to share content during the meeting
- Ensuring you have downloaded and are familiar with the online platform being used (including how to mute, unmute and switch on your camera)
- Checking you have the joining details or link

- Changing your background to the College one supplied or applying a filter, to ensure your background is neutral, not distracting & preserves your privacy.
- Taking measures to prevent interruptions or distractions (for example, using headphones, checking mobile phone is on silent, pausing notifications)
- Logging on in time, or even slightly in advance, to check that there are no issues with connectivity.

Good practice suggestions for conduct during an online meeting include:

- Having your camera and microphone on when you join, to help demonstrate you are engaged;
- Advising other attendees that you intend to turn your camera or microphone off if, for example, connectivity or bandwidth is a problem
- Muting yourself when you are not speaking
- Using the 'raise hand' to signify to the Chair that you wish to contribute
- Trying to speak clearly and at an appropriate speed
- Avoiding leaving the meeting without saying anything or mentioning in the chat why you have to go and when you will return
- Resisting the urge to do other work, such as checking messages and emails.

As noted above, your conduct online should be no different to that if you were in person. As such, you should dress appropriately and should not eat (other than during any breaks in proceedings).

Good practice suggestions for conduct at hybrid meetings include:

- Ensuring you include remote callers in any informal pre-meeting conversations;
- Avoiding engaging in side-conversations with others in the room (as this can exclude anyone attending online)
- Speaking sufficiently clearly to be heard by all attendees, not just any individuals who are in the room with you
- Allowing anyone attending online to contribute first, if you are both trying to speak at the same time
- Ensuring you include anyone attending online by directing questions at them or inviting their views.

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

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**	I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being: 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**	Any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship. 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.	
Category Three: **Contracts**	**Section 4.15 – 4.16**	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: a) under which goods or services are to be provided, or works are to be executed; and b) which has not been fully discharged. I will register a description of the contract, including its duration, but excluding the value.	

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**	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. I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, *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.*	
Category Six: **Interest in Shares and Securities**	**Section 4.20**	I have a registerable interest where: a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or 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.	

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category Seven: **Gifts and Hospitality**	**Section 3.13 – 3.21** **Section 4.21**	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.	
Category Eight: **Non-Financial Interests**	**Section 4.22**	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. 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).	
Category Nine: **Close Family Members**	**Section 4.23**	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.	

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.

(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. 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

Appointment of Curriculum/Support Staff Members to the Board of Management of Ayrshire College
Nomination Form

I wish to nominate myself

Name: .....

Department: .....

For election as the **academic/support** staff member of the Board of Management.

I agree to stand for election, and I have provided a **supporting statement overleaf**.

Notes

- All nominees must be eligible to stand for election as the **academic/support** staff member on the Board of Governors.
- Return Form to: ayrshirecollegeboardoffice@ayrshire.ac.uk by **date/year**
- Late returns shall not be accepted.

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 Sector[4]. 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.

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

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 determine [5] 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 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.

[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.

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 Sector[6]. 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.

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

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 determine[7] 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 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.

[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.

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 Sector[8]. 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.

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

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 determine [9] 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 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.

[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.

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 Sector[10]. 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.

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

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 determine[11] 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 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.

[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.

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 Sector[12]. 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

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

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 determine[13] 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.

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.

[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.

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 Sector[14]. 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

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

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 determine[15] 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.

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.

[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.

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
https://learnonline.cdn.ac.uk/

Link to College Development Network Governance Hub
https://professionallearning.collegedevelopmentnetwork.ac.uk/

SFC Financial Memorandum with the College Sector
https://www.sfc.ac.uk/wp-content/uploads/uploadedFiles/Financial_Memorandum_with_the_College_Sector_-_1_December_2014.pdf

Ayrshire College Website
https://www1.ayrshire.ac.uk/about-us/governance-and-reporting/
Governance & reporting
Ayrshire College Strategic Ambition
College Policies & Procedures
Board of Management Information
https://www1.ayrshire.ac.uk/about-us/information-on-the-board-of-management/
Meet the Board
https://www1.ayrshire.ac.uk/about-us/meet-the-board-members
Board of Management Documents
https://www1.ayrshire.ac.uk/about-us/board-of-management-documents/
Board Responsibilities and Standing Orders
Ayrshire College Board of Management Code of Conduct
Meeting Documentation

Scottish Public Finance Manual
https://www.gov.scot/publications/scottish-public-finance-manual/foreward-and-scope-of-the-spfm/background-and-applicability/

Code of Good Governance for Scotland's Colleges
https://www.cdn.ac.uk/wp-content/uploads/2024/11/Code-of-Good-Governance-for-Scotlands-Colleges-May-2024-Revision.pdf

College Development Network
https://www.cdn.ac.uk/ https://www.cdn.ac.uk/governance/

College Sector Board Appointments: 2014 Ministerial Guidance
https://www.gov.scot/publications/college-board-appointments-guidance/

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

Section 9: Standing Orders – College Board Evaluation

9.1 Purpose

To ensure effective governance and compliance with the *Code of Good Practice for Scotland's Colleges* and Scottish Funding Council (SFC) requirements, the Board undertakes annual evaluations of its performance, leadership, and governance structures. As the most senior entity within the organisation, a board must appraise itself – a self-aware and self-critical board is crucial to good governance. It also sends out a powerful message to its organisation about the importance of continuous professional development and improvement.

9.2 Dimensions

As a minimum, each board should establish an annual self-evaluation process which includes the following steps:

a) A shared understanding of what 'good' governance looks like, taking into account the basic duties of a board and the requirements of the Code of Good Governance

b) A review of performance over the last 12 months against that 'good' governance description when all board members are able to express their views

c) An assessment of any changes (external or internal to the board) likely to impact on the board over the next 12 months

d) A board discussion of, and agreement on, the board's strengths over the previous 12 months and its intended areas for development during the coming year with an agreed Board Development Plan identifying areas of training or development for the board as a whole

e) The resulting Board Development Plan is monitored by the board throughout the year and progress against it is assessed as part of the following year's performance review

f) The annual Statement of Compliance with Good Governance includes a short description of the board's most recent self-evaluation including main areas for intended self-development

Effective board evaluations assess:

- **Leadership and Strategy**: Clarity of vision and strategic oversight.
- **Quality of Student Experience**: Engagement and outcomes.
- **Accountability and Risk Management**: Compliance and transparency.
- **Board Culture and Relationships**: Collegiality, challenge, and support.
- **Diversity and Inclusion**: Representation and equity.

9.3 Evaluation Tools and Frameworks

Boards may choose a mix of approaches to evaluate their own performance.

- Basic Evaluation Frameworks – can be used as the basis of a general self-evaluation.
- The Basic Duties of the Board listed in the Guide for Board Members in the College Sector (2015)
- On Board – A Guide for Board Members of Public Bodies in Scotland (2015)
- Good Governance Standard for Public Services (2004)
- International Framework for Good Governance in the Public Sector (2014)
- Guidance on Board Effectiveness, Financial Reporting Council (2011)
- The Role of Boards Appendix 3, Audit Scotland (2010)
- Independently facilitated evaluation frameworks (auditors, governance professionals).

Additional Evaluation Frameworks can be used to evaluate aspects of performance, or to focus on continuous improvement:

- Code of Good Governance for the College Sector
- Nine Principles of Public Life in Scotland
- Students' Association Self-Evaluation Framework (focuses on executive level relationships but some content useful for boards evaluating duties vis-à-vis student associations) http://www.saframework.co.uk/
- Audit Committee Self-Assessment within the Scottish Government's Audit Committee Handbook.

It is good practice to use a mix of **Evaluation Techniques** over a period of three to five years including:

- Board members complete pro-formas, with or without identifying themselves, followed by group discussion of the aggregated results
- Independently facilitated group workshop with or without pre-completed pro-formas
- Independently facilitated evaluation involving one-to-one interviews between an independent advisor and board members, resulting in an independent report to the board
- 360-degree feedback by inviting any/all to comment on the performance of the board – senior staff, students' association, college unions, other key stakeholders.

9.4 Ayrshire College Evaluation methods

9.4a. Individual Board Member Reviews

Board Members are offered informal reviews throughout Induction, plus complete an annual self-evaluation and one-to-one with the Chair. Individual development plans are agreed, with a focus on Strategic knowledge and succession planning. Committee Chairs are assessed during annual one-to-one reviews.

9.4b. Annual Evaluation of the Board Chair

Section D.24 of the Code mandates evaluation of the Board Chair and Committee Chairs, and annual completion is required for SFC grant funding. The Senior Independent Member leads the evaluation of the Board Chair. The annual self-evaluation questionnaire results also assist with the annual Evaluation of the Effectiveness of the Board Chair Report.

9.4c. Board Effectiveness Reviews

On an annual basis, the Board is required to undertake a self-evaluation of effectiveness and develop an annual Board Development Plan; both of which support the Board to evidence compliance with the Code of Good Governance for Scotland's Colleges, the Board of Management Standing Orders and the Code of Conduct. The questionnaire comprises an evaluation of the activities of the Board of Management by each Board member individually, structured around the Code. Board members are asked to express a level of agreement with a series of statements representing good governance practice, indicating the degree to which they agree with the statements on a scale of 1 to 6, (low = disagree, high = agree), with ample opportunity to add their own comments at each section. This then informs the self-evaluation report, indicating areas of strength and future development for the Board.

The Code of Good Governance provides direction on the key principles of governance, under the headings of:

A. Leadership and Strategy
B. Quality of the Student Experience
C. Accountability
D. Effectiveness
E. Relationships and Collaboration

The statements of good governance practice which comprise this evaluation are grouped under these headings and associated sub-headings, and reflect the direction and guidance within the Code. This ensures that the evaluation report is closely aligned with the Code, and that development/improvement actions are specific to the requirements of the Code.

An Externally Facilitated Review is also required at least every 3 to 5 years.

Components of an Externally Facilitated Review typically include:

- Initial planning meeting with Chair, Principal, and Governance Professional.

- Desk review of governance documentation (agendas, minutes, strategic plans).
- Board questionnaire aligned with the Code.
- 1:1 interviews with key roles (Chair, Vice Chair, SIM, Audit Chair, staff/student members).
- Observation of board meetings.
- Board workshop to validate findings.
- Draft report and feedback cycle before finalisation

9.4d. Committee Self-Evaluation

Committees review governance processes annually and report findings to the Board based on the Principles of:

- **Compliance:** Align with governance codes and SFC requirements.
- **Transparency:** Documented reports and agreed action plans.
- **Continuous Improvement:** Findings inform development & strategic objectives.

A **Committee Self Evaluation template** supports the Standing Committees to evaluate their performance and effectiveness in line with Terms of Reference and best practice governance standards.

In addition, the **Audit and Risk Committee** reviews governance processes and undertakes its own annual detailed self-evaluation as part of its reporting to the Board. Internal audit reports and benchmarking data also feed into the overall assessment of governance effectiveness. The **Audit and Risk Committee** Annual Report is a requirement of both the Scottish Funding Council (SFC) Financial Memorandum and the Scottish Public Finance Manual. The Annual Report is based upon the guidance laid out in the Scottish Governments 'Audit and Assurance Committee Handbook,' which states that the Annual Report should summarise the committee's work for the year past, and present its opinion about:

- the effectiveness of governance, risk management and control.
- the comprehensiveness of assurances in meeting the Accountable Officer's and Board's needs.
- the reliability and integrity of these assurances.
- whether the assurance available is sufficient to support the Accountable Officer and Board in their decision taking and their accountability obligations.
- the implications of these assurances for the overall management of risk.
- any issues the committee considers pertinent to the Governance Statement and any long-term issues the committee thinks the Accounting Officer and/or Board should give attention to.
- financial reporting for the year.
- the quality of both Internal and External Audit and their approach to their responsibilities.
- the Committee's view of its own effectiveness, including advice on ways in which it considers it needs to be strengthened or developed.

Committee Self Evaluation Template

1. Committee Effectiveness

- How effectively has the Committee fulfilled its remit and responsibilities?
- Are decisions and recommendations timely, evidence-based, and aligned with strategic goals?
- Are outcomes and impacts of Committee work clearly documented and communicated?

2. Governance and Compliance

- Is the Committee operating in accordance with its Terms of Reference?
- Are legal, regulatory and funding body requirements being met?
- Are risk management processes robust and regularly reviewed?

3. Membership and Skills

- Does the Committee have the right mix of skills, experience, and diversity?
- Are members actively engaged and contributing effectively?
- Is there a succession plan for key roles such as the Chair?

4. Meeting Processes

- Are meetings well-structured, with clear agendas and timely distribution of papers?
- Is the frequency of meetings appropriate to the workload?
- Are minutes accurate and actions followed up effectively?

5. Strategic Alignment

- How well does the Committee's work align with the College's strategic objectives?
- Are key strategies (e.g., People, Infrastructure) effectively supported and monitored?

6. Areas for Improvement

- What are the Committee's key strengths?
- What areas require development or change?
- Are there opportunities for training or external benchmarking?

7. Action Plan

- Based on the evaluation, what actions will be taken to improve Committee performance?
- Who is responsible for each action and what are the timelines?
- How will progress be monitored and reported?

9.4e. Board Evaluation Outcomes

Self-Evaluation and Action Plan

- An annual **Self-Evaluation and Action Plan** is prepared and submitted to the Board for approval

Board Effectiveness Report

- The Board reviews and approves a formal **Board Effectiveness Report** alongside the **Board Development Plan** for the following year.
- The Board Effectiveness Report demonstrates the commitment shown by Board members to being engaged in overseeing and governing the college by way of a high level of attendance at Board Committee and Board meetings.
- Attendance and committee membership are assessed annually, considering skills matrices and DiSC profiles

Board Development Plan

The Board Development Plan provides evidence of compliance with the Code of Good Governance for Scotland's Colleges and is therefore aligned to the principles of the Code.

The plan supports the delivery of the Strategic Ambition Objectives and provides evidence of the Board's role in contributing to the strategic direction of the College. Development recommendations indicate actions planned and impacts expected. Priority levels are given to items to assist with implementation. The plan takes into account member feedback from the Board annual self-evaluation questionnaire, feedback from Board annual review discussions, feedback from Board development sessions and strategy workshops, and points raised through the Board Committees and Chairs. The Plan is presented as a one-year plan with formal annual reporting to the Board of Management. Quarterly updates to document progress updates and status changes are uploaded to the Board Knowledge Bank Teams page for Board members' information by the Board Governance Adviser

The combination of these inputs results in a comprehensive evaluation of the Board's performance and governance arrangements, with specific improvement actions documented and monitored throughout the year