



Ayrshire College Board of Management

Responsibilities and Standing Orders

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| Contents | Page |
|---|-------------|
| Section 1 Primary Responsibilities of the Board of Management | 3 |
| Section 2 Board of Management Standing Orders | 6 |
| Section 3 Standing Orders: Board and Committee Terms of Reference | 21 |
| Section 4 Standing orders: Scheme of Delegation | 40 |
| Section 5 Standing Orders: Board of Management Code of Conduct | 50 |
| Section 6 Standing Orders: Board of Management Register of Interests | 68 |
| Section 7 Standing Orders: Staff Board Member Election Rules | 73 |
| Section 8 Standing Orders: Board Members' Terms and Conditions and Letter of Appointment | 79 |
| Links to Documents referenced in Terms & Conditions and Letter of Appointment | 99 |

Section 1: Primary Responsibilities of the Board of Management

1.1 Mission and Strategic Vision of the College

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

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

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

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

www.oscr.org.uk/charities/managing-your-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 14 December 2017. 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 time 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
- 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 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 Secretary 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 15 or more than 18 persons, being made up of a Chair appointed by Scottish Ministers, the Principal (ex-officio), elected members and up to 12 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 Secretary to the Board of Management who will be responsible for the administration of the Board.

Arrangements for any elections to the Board shall be delegated to the Secretary to the Board of Management (see section 7 below).

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

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

Upon the vacancy, or expected vacancy amongst the Board Members (not staff or student representatives) it is for the Board to select and appoint a person to fill the vacancy. A Search and Nomination Committee shall determine procedures for filling a vacancy. The Search and Nomination Committee will include an appropriate external member, 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 appointed to replace a Board Member who has resigned or been removed from office shall serve until the expiry of the term of office of the person who they were appointed to replace.

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

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

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

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

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

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

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 Secretary when necessary. The Senior Independent Member should also be available where contact through the normal channels of Chair, Principal or Board Secretary has failed to resolve an issue or for where such contact is inappropriate.

The period of appointment of the 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 Secretary to the Board of Management, resign their office.

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

At the first meeting following the expiry of their term of office, or following their resignation, the Board shall, appoint a new Vice Chair 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 Secretary.

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 Secretary 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 Committee, which they may only attend by invitation) but may not vote unless they are members of the Committee.

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

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

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

- Learning and Teaching Committee;
- Business, Resources and Infrastructure Committee;
- Audit and Risk Committee;
- Performance Review and Remuneration Committee; and
- Search and Nomination Committee.

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

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

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 Secretary 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 Secretary 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 Secretary shall have oversight of all Board and Committee meetings in order 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 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.

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

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

The Board Secretary 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 Secretary to the Board of Management. 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 Secretary and shall not be made available to anyone other than members of the Board and the Board Secretary. 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 Secretary to the Board of Management. The Scheme of Delegation shall be reviewed and updated from time to time as agreed by the Board.

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

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

If the Board has reasonable grounds to suspect that powers granted under the Scheme of Delegation have been misused or exceeded by any party the Board may take whatever steps it considers reasonable and appropriate to investigate the matter, and to act upon any findings so made. In any such circumstance, the Board will seek legal advice before proceeding, and may 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 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 18 persons.

The Board shall comprise:

- The Chair, appointed by Scottish Ministers;
- The Principal 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;
- 2 persons being appointed by being nominated by the Students’ Association of the College from among students of the College (this includes students on a sabbatical year).

- Up to 12 other people, not being members of staff or full-time students, who have experience in different industry sectors, commercial or employment matters, or the practice of a profession, or who represent the Third Sector, 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”).

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.

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 Secretary 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 Secretary was excluded from the meeting.

Meetings

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

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

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

Where, in the opinion of the Chair, an exceptional and urgent matter of business requires to be considered by the Board at shorter notice than that provided for

above, the Chair may instruct the Board Secretary to call a meeting of the Board of Management at a time, date and place determined by the Chair.

Duties

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

The Board of Management must ensure compliance with Statutory Provision and their ordinances, schedules and provisions; together with all advice, guidance and direction provided, from time to time, by the Scottish Government, SFC 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:

- To approve Strategies presented by the relevant Committees;
- To approve the planning cycle proposed by the Executive Management Team for the preparation of the Outcome Agreement, the College Strategic Plan, and to approve the Plan itself before publication;
- To approve the annual accounts, following consideration by the Business, Resources and Infrastructure Committee and Audit Committee;
- To approve the College budget proposals, following consideration by the Business, Resources and Infrastructure Committee;
- To approve the appointment of the Principal and Chief Executive;
- To approve any financial packages in excess of statutory provisions, for severance payments, following consideration by the Performance Review and Remuneration Committee;
- To receive and consider at each meeting the Board of Management extract from the rolling Ayrshire College Corporate Risk Register, and to advise the Audit and Risk Committee Accordingly;
- To receive, consider and approve the Ayrshire College Corporate Risk Register following consideration and comment by the Audit and Risk Committee;
- To receive, consider and approve recommendations from the Search and Nomination Committee on the membership of new and reappointed

Board Members, prior to submission to the Scottish Ministers for approval;¹

- To ensure that appropriate and adequate induction procedures are in place for all new Board Members
- 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 Secretary. 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 Secretary to the Board of Management.

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.

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

Remit

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

Committee Membership

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

Committee membership will be reviewed annually by the Board.

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 co-opted individuals will be determined by the Committee.

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

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

Meetings

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

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

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

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

The Committee will normally meet with the external and internal auditors annually without any non-members (with the exception of the secretary) being present.

Duties

- To agree Strategies within the Committee's overall remit subject to Board of Management Approval.
- Reviewing and advising the Board of Management on the effectiveness of the College's financial and other internal Control Systems.
- Reviewing and advising the Board of Management on corporate governance requirements.
- Reviewing and advising the Board of Management on the effectiveness of the College risk management procedures, the presentation of the Ayrshire College Corporate Risk Register and the maintenance of an appropriate balance between risk and opportunity.
- At each meeting receive and consider the rolling Ayrshire College Corporate Risk Register, including the extracts applicable to the standing committees and the Board, and comment accordingly to the Board of Management.
- Appointing the College's Internal Auditors on a contractual basis and agreeing on the terms of reference for an audit service.
- Reviewing the scope and effectiveness of the work of the internal and external auditor using appropriate performance indicators.
- Considering issues raised in audit reports, annual management letter and reporting to the Board of Management on action required.
- Considering the College's annual financial statements and external auditor's report prior to submission to the Board of Management by the

Business, Resources and Infrastructure Committee. Recommending to the Board the adoption of the audited Annual Accounts.

- Agreeing an internal and external audit plan.
- Advising the Board of Management on internal and external value for money reviews which secure the effective use of College resources.
- Preparing an Annual Report to the Board of Management on the work of the Audit Committee which will then be submitted to the Scottish Funding Council.
- Reviewing reported cases of impropriety to establish whether they have been appropriately handled.
- Agreeing the fees of Internal and External Auditors.
- The consideration and approval of the Ayrshire College Business Continuity Plan at the second quarterly meeting of each session.

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 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 Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the appropriate executive Leadership 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 Secretary to the Board of Management.

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.

3.3 Business, Resources and Infrastructure Committee: Terms of Reference

Introduction

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

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

Remit

The Committee will be responsible for:

- overseeing all matters related to the existing College Estate including land, buildings, moveable assets and equipment and/or regulations and also ensure that any guidance published by the Scottish Funding Council is observed.
- overseeing all matters related to the strategic and operational planning relating to the College's continuing organisational development, its human resource strategies and will consider and monitor the College wide strategies for the continuing development of an inclusive culture where the College mission, aims and values underpin everyday work and learning.
- overseeing all matters related to strategic and operational financial planning of the College, how this reflects upon the strategic resource management of the College, and provide assurance to the Board on the ongoing financial management and performance of the College.

Committee Membership

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

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

Quorum

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

Attendance

The Committee may co-opt 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.

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

Meetings

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

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

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

Duties

- Provide guidance and direction to College Management as appropriate.
- To agree Strategies within the Committee's overall remit subject to Board of Management Approval.
- To ensure that the mission, aims and values of the College promote a positive and inclusive culture for staff and learners and to monitor staff feedback to ensure open and transparent communication.
- To ensure that the College supports strong and effective leadership, personal and professional development and the empowerment of teams.
- To monitor the reports with regard to systems and processes to ensure that the College is managing and developing the organisation professionally and appropriately, with a focus on legislative requirements.
- To ensure that the College maintains its Organisational Development and Human Resources Strategy including arrangements for staff/management development and Continuous Professional Development to ensure alignment with organisational priorities and stakeholder needs.
- To ensure that the College reviews key performance indicators in relation to Human Resources and Organisational Wellbeing to ensure they reflect key elements of policy and strategy for staff and stakeholders and to monitor outcomes on a variance reporting basis for the purposes of continuous improvement.
- To ensure that the College embeds the principles of Equality & Diversity.

- To ensure that the College embeds the principles of Health, safety and wellbeing.
- To ensure that the College is managing and developing effective, open and transparent internal communications and dialogue with staff.
- To regularly review all property assets.
- To discuss and make recommendations to the Board on the annual capital expenditure programme and proposed estates projects, and to consider the strategic robustness and financial viability of the proposals.
- To oversee the major estates projects to ensure that projects are developed within the parameters specified by the Board of Management.
- To 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.
- Ensure compliance with the Scottish Funding Council's Financial Memorandum with regard to the College's estate and all strategic financial decisions and actions
- Ensure the principles of sustainability in managing the College's estate.
- To receive and consider the Committee's extract from the current version of the Corporate Risk Register and to advise the Audit and Risk Committee accordingly
- Consider and make recommendations to the Board on the annual financial budget for the College.
- Monitor the receipt of funds in the form of financial allocations, together with supplementary income, ensuring all funds are applied for the purposes specified in the allocation.
- Monitor in-year expenditure against budget and advise the Board including any requirement for remedial action.
- Consider financial benchmarking and performance information on a variance reporting basis
- Agree the College's borrowing requirement and approve all borrowing/loan agreements, granting security and/or giving guarantees as appropriate within the regulations as set out in the Financial Memorandum with the Scottish Funding Council.
- Oversee and approve all requests for project funding prepared for submission to the Ayrshire College Foundation.

- Oversee the agreement and implementation of the Financial Regulations of the College and systems of delegated authority to ensure a robust financial control environment is in place.
- Consider the Statutory Annual Accounts of the College and report on them to the Board.

Authority

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

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the 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 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 Committee by the Board Secretary. 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 Secretary to the Board of Management.

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.

3.4 Learning and Teaching Committee Terms of Reference

Introduction

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

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

Remit

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

Committee Membership

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

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.

Quorum

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

Attendance

The Committee may co-opt 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.

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

Meetings

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

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

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

Duties

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

- To receive and consider the Committee's extract from the current version of the Corporate Risk Register and to advise the Audit and Risk Committee accordingly
- To receive and consider reports on industry programmes
- To celebrate success with staff and students.

Authority

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

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the 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 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 Committee by the Board Secretary. 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 Secretary to the Board of Management.

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

Remit

The Committee will be responsible for overseeing all matters related to Performance Review and Remuneration of those members of staff whose remuneration consideration lies outwith 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. For all other staff whom the Committee has responsibility for considering performance and remuneration, reporting and recommendations will be the responsibility of the Principal.

In relation to the progression on their incremental scale of those staff for whom this Committee has responsibility and oversight, this is a contractual matter. An individual's incremental progression will be brought to this Committee for consideration by exception only, in the event of any recommendation not to progress that individual on their scale. In order to ensure the proper fulfilment of oversight responsibilities, an annual monitoring report on the incremental progression of staff for whom this Committee has responsibility and oversight will be brought to the Committee, normally in the fourth quarter.

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.

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

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

Duties

- To discuss the Performance of those members of staff who are not included within the scope of the NRPA in line with the College's Performance Review frameworks.
- To agree remuneration for those members of staff who are not included within the scope of the NRPA.
- To receive an annual monitoring report on the contractual incremental progression of staff for whom this Committee has remunerative responsibility and oversight.
- 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.
- To consider applications from individuals who were outwith 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.

- To take account of any advice given by the Scottish Funding Council in terms of remuneration.
- To take account of any guidance issued by the Treasury or other relevant Government bodies on public sector salaries.
- To consider benchmarking information across the Sector and job evaluation processes as appropriate in determining remuneration strategies for staff outwith the scope of the NRPA.
- To report to the Board of Management on remuneration policies for staff outwith 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 will decide on the business of the meeting which may be fully published on the College website. Normally it would be expected that papers and minutes that lie outwith the exclusions listed in paragraph 2.8 of these Standing Orders will be published.

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the 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 Secretary to the Board of Management.

The Chair of the Committee shall report on the work 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.

3.6 Search and Nomination Committee Terms of Reference

Introduction

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

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

Remit

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

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

Committee Membership

The Committee shall be chaired by the Chair of the Board, and membership will include all Chairs and Vice Chairs of the Board of Committees. When considering new appointments to the Board, the Committee will also include an external member who will be a full member of the Committee. The appointment of the external will be approved by the Board.² The Principal may not be a member of this Committee.

Quorum

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

Attendance

The Committee may co-opt additional 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 required in accordance with the remit.

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

² The 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

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

Duties

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

Authority

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

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the 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 will decide on the business of the meeting which may be fully published on the College website. Normally it would be expected that papers and minutes that lie outwith the exclusions listed in paragraph 2.8 of these Standing Orders will be published.

Minutes will be kept of the proceedings of the Committee by the Board Secretary. These will be circulated, in draft form normally within ten working days to the 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 Secretary to the Board of Management.

The Chair of the Committee shall report on the work 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.

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 Depute Chair of the Board/Senior Independent Director, 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.

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 Business, Resources and Infrastructure 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 of Board

The Board should delegate authority to the 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 Secretary to the Board. 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 Senior Management team and other staff) and the Secretary to the Board.

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 Secretary 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 Secretary are absent.

Scheme of Delegation of the Board of Management of Ayrshire College (“the Board”) – Approved by the Board on 14 December 2017

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 Secretary.

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 and Regional Outcome Agreement
- 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 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 Secretary (in accordance with paragraph D.13 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.

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.
- 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.
- 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.

4.9 Delegation to 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. exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that;
 - II. an extraordinary Board meeting is called in the case of material decisions;
 - III. a proposal is circulated and a decision is approved by email (in accordance with the Standing Orders) and is thereafter homologated 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 outwith 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 Secretary'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 Secretary.
- 4.9.9 initiate action further to a decision of the Board to appoint a new Principal or Board Secretary.

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 Secretary. 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.
- II. facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan and Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board.
- III. 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 Regional Outcome Agreement prior to final approval by the Board.

- IV. 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.
- V. 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.
- VI. give a direction in special circumstances that any member of staff shall not exercise a delegated function.
- VII. 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.
- VIII. authorise the issue of press releases for publication and broadcasting on behalf of the College.
- IX. authorise the publication of any document on behalf of the College.
- X. 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.
- XI. raise funds for and supply them to any of the activities which the Board has power to undertake.
- XII. provide courses as required by outside agencies and negotiate appropriate charges for these.
- XIII. determine the dates of the College holidays and other details of the College's academic calendar.
- XIV. appoint a senior member of staff to deputise for the Principal during periods of planned absence.

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 the relevant EU Procurement threshold or Board approved budgetary limits and all in accordance with the College's financial regulations.
- 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.

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 Secretary

The Board Secretary has delegated authority to:

- I. administer, circulate, retain and publish as appropriate the records of all Board and Committee business.

- 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 Secretary

In the absence of the Board Secretary, the Board shall 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.

4.10.9 Previous Schemes

This Scheme of Delegation replaces any versions previously approved by the Board.

Section 5: Standing Orders – Board of Management Code of Conduct

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

CONTENTS

Section 1: Introduction to the Code of Conduct

Appointments to the Boards of Public Bodies
Guidance on the Code of Conduct
Enforcement

Section 2: Key Principles of the Code of Conduct

Section 3: General Conduct

Conduct at Meetings
Relationship with Board Members and Employees of Public Bodies
Remuneration, Allowances and Expenses
Gifts and Hospitality
Confidentiality Requirements
Use of Public Body Facilities
Appointment to Partner Organisations

Section 4: Registration of Interests

Category One: Remuneration
Category Two: Related Undertakings
Category Three: Contracts
Category Four: Houses, Land and Buildings
Category Five: Interest in Shares and Securities
Category Six: Gifts and Hospitality
Category Seven: Non-Financial Interests

Section 5: Declaration of Interests

General
Interests which Require Declaration
Your Financial Interests
Your Non-Financial Interests
The Financial Interests of Other Persons
The Non-Financial Interests of Other Persons
Making a Declaration
Frequent Declaration of Interests
Dispensations

Section 6: Lobbying and Access to Members of Public Bodies

Introduction

Rules and Guidance

Annexes

Annex A: Sanctions Available to the Standards Commission for Breach of Code

Annex B: Definitions

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

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

Appointments to the Boards of Public Bodies

- 1.5 Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government’s equality outcome on public appointments is to ensure that all appointments are more diverse than at present. In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a board’s appointments process should encourage

as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the public body on which you serve and of wider diversity and equality issues.

- 1.6 You should also familiarise yourself with how the public body's policy operates in relation to succession planning, which should ensure the public body have a strategy to make sure they have the staff in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

Guidance on the Code of Conduct

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

Enforcement

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

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

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

Duty

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

Selflessness

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

Integrity

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

Objectivity

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

Accountability and Stewardship

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

Openness

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

Honesty

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

Leadership

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

Respect

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

2.2 You should apply the principles of this Code to your dealings with fellow members of the public body, its employees and other stakeholders. Similarly,

you should also observe the principles of this Code in dealings with the public when performing duties as a member of the public body.

SECTION 3: GENERAL CONDUCT

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

Conduct at Meetings

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

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

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

Remuneration, Allowances and Expenses

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

Gifts and Hospitality

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

- (a) isolated gifts of a trivial character, the value of which must not exceed £50;
 - (b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or
 - (c) gifts received on behalf of the public body.
- 3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your body may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your public body then, as a general rule, you should ensure that your body pays for the cost of the visit.
- 3.9 You must not accept repeated hospitality or repeated gifts from the same source.
- 3.10 Members of devolved public bodies should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality Requirements

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

Use of Public Body Facilities

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

Appointment to Partner Organisations

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

SECTION 4: REGISTRATION OF INTERESTS

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

Category One: Remuneration

- 4.3 You have a Registerable Interest where you receive remuneration by virtue of being:
- employed;
 - self-employed;
 - the holder of an office;
 - a director of an undertaking;
 - a partner in a firm; or
 - undertaking a trade, profession or vocation or any other work.

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

- 4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.
- 4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, "Related Undertakings".
- 4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.
- 4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.
- 4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.
- 4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.
- 4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.
- 4.11 Registration of a pension is not required as this falls outside the scope of the category.

Category Two: Related Undertakings

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

Category Three: Contracts

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

Category Four: Houses, Land and Buildings

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

Category Five: Interest in Shares and Securities

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

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

Category Six: Gifts and Hospitality

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

Category Seven: Non–Financial Interests

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

SECTION 5: DECLARATION OF INTERESTS

General

- 5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of the public body. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.
- 5.2 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the public body and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.
- 5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the **objective test** (“the objective test”) which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of a public body.
- 5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the board chair.

- 5.5 As a member of a public body you might serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between your public body and another body. Keep particularly in mind the advice in paragraph 3.15 of this Model Code about your legal responsibilities to any limited company of which you are a director.

Interests which Require Declaration

- 5.6 Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.
- 5.7 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of a public body. In the context of any particular matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of a public body as opposed to the interest of an ordinary member of the public.

Your Financial Interests

- 5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code). If, under category one (or category seven in respect of non-financial interests) of section 4 of this Code, you have registered an interest
- (a) as the Principal of the College;
 - (b) as a member of the teaching staff of the College having been elected from their number to the Board;
 - (c) as a member of the non-teaching staff of the College having been elected from their number to the Board;

(d) as a student of the College having been nominated by the Students' Association of the College to the Board; or

(e) in relation to any particular experience or position which was relevant to / a reason for your appointment to the public body (for example, as director of an education authority)

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

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

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

Your Non-Financial Interests

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

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

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

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

The Financial Interests of Other Persons

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

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

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

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

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

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

The Non-Financial Interests of Other Persons

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

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

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

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

Making a Declaration

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

- 5.14 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words “I

declare an interest". The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Frequent Declarations of Interest

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

Dispensations

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

SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

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

Rules and Guidance

- 6.3 You must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Code or any other relevant rule of the public body or any statutory provision.
- 6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the public body.
- 6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the public body.
- 6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.
- 6.7 You should not accept any paid work:-
- (a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
 - (b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the public body and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.
- 6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the public body.

ANNEX A

SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

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

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

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

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

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

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

ANNEX B

DEFINITIONS

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

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

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

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

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

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

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

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

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

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

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

“**Undertaking**” means:

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

Declaration

I confirm that I am familiar with, and that my actions comply with, the provisions of the Ayrshire College Board of Management Code of Conduct.

Name

Signature

Date

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 Secretary to the Board of Management, who is the responsible person for the Register of Interests at the College.

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

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

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

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

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

Ayrshire College Board of Management

Register of Interests

Name

Date Submitted

Date of joining the Board

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

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

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

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 Secretary to the Board. Where the Secretary to the Board is unavailable, the Board must appoint another staff member to act as Returning Officer).
 - (b) The Returning Officer shall communicate to staff any vacancies that arise and request nominations for membership from the Academic or Support Staff as relevant.
 - (c) Such nominations must be received by the Returning Officer by the date specified in the communication, being not less than seven days from the date of the communication.

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

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

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

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

8 The following rules shall apply in the event of a vacancy arising in respect of the appointment for a staff member:

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

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

Sample Advertisement

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

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

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

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

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

Information about the role and on the role of a Board member is available from the Board Secretary

Nomination forms can be found

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

Brendan Ferguson
Secy to the Board of Management
Tel Ext. 01292 293543
Tel Int. 7643
Email: brendan.ferguson@ayrshire.ac.uk

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

Sample Nomination Form

We, the undersigned, wish to nominate:

Name:

Department:

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

PROPOSER

Name:

Signed:

Department:

Date:

SECONDER

Name:

Signed:

Department:

Date:

Notes

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

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

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

Name:

Signed:

Department:

Date:

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

TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

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

[Optional paragraph for college to add welcome].

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

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

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

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

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Secretary to the Board 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 Secretary etc.

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

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair



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

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Teaching Staff Board Members

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

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

insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.

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

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.

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

NON-TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

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

[Optional paragraph for college to add welcome].

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

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

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

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

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Secretary to the Board 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 Secretary, etc. as appropriate]**.

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

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

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

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

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

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

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

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

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

Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

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

STUDENT (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

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

[optional paragraph for college to add welcome].

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

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

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

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

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Secretary to the Board 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 Secretary, etc. as appropriate].

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

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair



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

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Student Board Members

- 1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.
- 2) You are individually accountable to the Board for your actions and decisions of office.
- 3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.
- 4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act ("the 1992 Act) and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").
- 5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector⁸. Any individual objectives applying to your office will be agreed with you.

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

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

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.

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

NON-EXECUTIVE (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

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

[Optional paragraph for college to add a welcome].

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

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

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

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

I should be grateful if you would confirm your acceptance of this offer of appointment to the Board on the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Secretary to the Board 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 Secretary, etc. as appropriate].

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

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

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

Signature:

.....

Date:

.....

Full name (in block capitals):

.....

[name of college] Board of Management

Terms and Conditions of Office for Non-Executive Board Members

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

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

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

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

Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

- 15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.
- 16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.
- 17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.
- 18) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.
- 19) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.
- 20) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.
- 21) At the end of your current period of office, the Board may extend your appointment for a single period of up to four years. Any such extension will in part be conditional on evidence of satisfactory performance and will require the approval of the Chair of the Board and Scottish Ministers.

Links to Referenced Documents

Guide for Board Members in the College Sector

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

SFC Financial Memorandum with the College Sector

<http://www.sfc.ac.uk/guidance/Governance/InstitutionalFinanceGovernance.aspx>

Regional Outcome Agreement

(insert link to college ROA)

Scottish Public Finance Manual

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

Code of Good Governance for Scotland's Colleges

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

College Sector Board Appointments: 2014 Ministerial Guidance

<http://www.gov.scot/Resource/0045/00458051.pdf>

Ayrshire College Board of Management Code of Conduct

(See Section 5 of the Board Responsibilities and Standing Orders)

Link to College Development Network Governance Hub

www.cdn.ac.uk/projects/governance-leadership-and-management/governance/