

Board of Management

Meeting	Chairs Committee
Date and time	Thursday 8 th June 2017 at 11.00 a.m.
Location	Board Room, 1 Inverness Campus

College Secretary
1 June 2017

AGENDA

Welcome and Apologies

Declarations of Interest

1. **MINUTES**
 - a) **MEETING OF THE COMMITTEE HELD ON 23 February 2017**
 - b) **MEETING OF THE COMMITTEE HELD ON 30 March 2017**
2. **SUCCESSION PLANNING – CONSIDER POSTIONS OF SIM, CHAIRS AND VICE CHAIRS**
Committee membership attached
3. **CODE OF GOOD GOVERNANCE CHECKLIST – OUTSTANDING ITEMS**
Report by Secretary to the Board
4. **PUBLICATION OF AGENDAS, PAPERS AND MINUTES**
Glasgow Kelvin College example
<http://www.glasgowkelvin.ac.uk/board-management/board-meetings/>
5. **BUDDY/MENTORING OF NEW BOARD MEMBERS**
Report by Secretary to the Board
6. **DATE OF NEXT MEETING**
Thursday 13 July 2017- 8.30 a.m.

MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room, 1, Inverness Campus on Tuesday 31 January 2017

PRESENT: Hazel Allen (by teleconference), Louise James, Neil Stewart, John Wilson
CHAIR: Neil Stewart
APOLOGIES: Brian Henderson
ATTENDING: Board Secretary

1. MINUTES OF MEETING OF THE COMMITTEE HELD ON 31 January 2017

The Minutes of the Meeting held on 31 January 2017 were agreed as a correct record, **APPROVED** and signed.

2. SENIOR INDEPENDENT MEMBER

John Wilson had attended a networking event for Senior Independent Members in December 2016. He advised that the discussion had identified four main areas for debate:

- A common understanding of the role/remit of a Senior Independent Member (SIM)
- The attributes required when considering appointment of a SIM including
 - The degree of 'independence' required
 - The extent to which the role can be held in conjunction with other posts
 - The personal characteristics required
- The role of the SIM in Chair Appraisal
- The relationship between the SIM and other key personnel both inside the college and externally (SFC/government/regional strategic body)

A role description had been proposed and the attributes required of an individual had been suggested.

The networking event had concluded that it was for each Board to decide whether the SIM also held other senior roles. The Committee discussed this in some detail and noted that at present, John Wilson as SIM also held other roles, namely Vice Chair, Chair of HR and Chair of PR&R.

The Committee **AGREED** to keep the current arrangements in place until the outcome of a further SIM networking event (scheduled for May/June 2017) was known. By this time the current Board recruitment would be concluded and a review of Committee membership and Chair appointments would also be required.

3. BOARD MEMBER EVALUATION – UPDATE

The Chair confirmed that the evaluation of Brian Henderson was complete and Brian had provided feedback on the Chair evaluation carried out by the Board at its meeting in December.

The Chair **AGREED** to liaise with Helen Miller and Hazel Allen in the first instance and set dates for their evaluations with evaluation dates for Mick Longton, Lindsey Mitchell and Steve Walsh to be arranged thereafter.

4. ASSURANCE FRAMEWORK

The Audit Committee, at its meeting in November 2016 had considered the need for the Board to have an overview of the whole assurance framework and an understanding of how audits and quality assurance meshed together.

It was **AGREED** to await the outcome of the external effectiveness review, consider any recommendations from the review and then shape a piece of work which would inform the Board accordingly.

5. RISK APPETITE

Under the terms of the Code of Good Governance for Scotland's Colleges there was a requirement for the Board of a college to "set the risk appetite of the body and ensure there is an appropriate balance between risk and opportunity..."

Following discussion, the Committee **AGREED** that a two-step process was required, namely

1. A briefing to Board Members at a Board Meeting to ensure their understanding of risk appetite and
2. A formal session where the Board undertake an exercise to set the risk appetite of the College.

The Chair of the Audit Committee was asked to identify any individuals who might be able to undertake the briefing.

6. BOARD RECRUITMENT

The Chair provided an update on the board recruitment campaign which was underway. Ten applications had been received and 8 candidates had been invited to attend for interviews on 7th and 9th March. The calibre of the candidates on paper was extremely high and very encouraging.

The Board currently had three vacancies and if it was considered that more than three candidates were suitable for appointment, co-option would be considered. This would support Board succession planning.

7. DATE OF NEXT MEETING
Thursday 30 MARCH 2017 - 8.30 a.m.

Signed by the Chair: _____

Date: _____

**MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room,
1, Inverness Campus on Thursday 30 March 2017**

PRESENT: Neil Stewart, John Wilson
CHAIR: Neil Stewart
APOLOGIES: Hazel Allen, Brian Henderson, Louise James
ATTENDING: Principal
Board Secretary

As the meeting was not quorate no decisions could be taken.

1. MINUTES

The minutes of the meeting held on 23 February 2017 will be submitted to the next meeting for approval

2. COMMITTEE MEMBERSHIP

The members present considered the new member skills and experience and allocated the new members to the standing committees. The proposed committee membership would be circulated to the Chairs of the Committees for their consideration.

3. PRINCIPAL UPDATE

The Principal provided some further background information and context to the proposal which had been considered at the Board Meeting on 28th March, that HISA and ICSA should formally enter into negotiations and consider a full merger between the two organisations before the start of the 2017-18 academic year.

4. DATE OF NEXT MEETING

Thursday 18 May 2017 - 8.30 a.m.

Signed by the Chair: _____

Date: _____

BOARD OF MANAGEMENT COMMITTEE MEMBERSHIP

Membership from Terms of Reference	
<p>Audit At least 5 plus open invitation to Chair and Principal <i>Lead Officer –Director of Corporate Services</i></p>	<p>Hazel Allen (Chair) Lindsey Mitchell Jaci Douglas Steve Walsh Sarah Burton Fiona Neilson Innis Montgomery Neil Stewart (by open invitation) Principal (by open invitation) (7)</p>
<p>Finance & General Purposes At least 5 plus Chair and Principal ex officio <i>Lead Officer – Director of Corporate Services</i></p>	<p>Brian Henderson (Chair) Gavin Ross Mick Longton Andy Gray Carron McDiarmid Support Staff Member (Helen Miller) Tom Speirs Neil Stewart (ex officio) Principal (ex officio) (7)</p>
<p>Human Resources At least 5 plus Chair and Principal ex officio <i>Lead Officer – Director of Organisation, Development and Performance</i></p>	<p>John Wilson (Chair) Mick Longton Lindsey Mitchell Steve Walsh Innis Montgomery Andy Gray Carron McDiarmid Neil Stewart (ex officio) Principal (ex officio) (7)</p>
<p>Learning and Teaching At least 5 plus Chair and Principal ex officio <i>Lead Officer –Depute Principal</i></p>	<p>VACANCY (Chair) Jaci Douglas Gavin Ross Sarah Burton Fiona Neilson Ollie Bray Tom Speirs Support Staff Member – Helen Miller Teaching Staff Member - Kate White Student Member – VP Education – Ryan McAdam Student Member – VP Equality - Gabriel Starr Neil Stewart (ex officio) Principal (ex officio) (11)</p>

<p>Chairs /Performance Review and Remuneration/Search & Nomination Chair, Vice Chair and Committee Chairs (Principal excluded from PR&R)</p> <p><i>Lead Officer – College Secretary</i></p>	<p>Neil Stewart (Chair of Board, Chairs & S&N) John Wilson (Vice Chair, HR, PR&R) Brian Henderson (F&GP) Hazel Allen (Audit) VACANCY (L&T)</p>
<p>New Campus Project Board 8– Chair, Principal, 5 members to include 1 from Audit and 1 from F&GP + COOS to UHI</p> <p><i>Lead Officer – New Campus Project Director</i></p>	<p>Neil Stewart (Chair) VACANCY –Audit Member John Wilson Principal Fiona Larg (UHI) Brian Henderson Student Member Vacancy</p>

April 2017

NOTE OF CONCLUSIONS OF NETWORKING EVENT FOR SENIOR INDEPENDENT MEMBERS

7TH DECEMBER 2016

The discussion identified four main areas for debate:

- a) A common understanding of the role/remit of a Senior Independent Member (SIM)
- b) The attributes required when considering appointment of a SIM including
 - The degree of 'independence' required
 - The extent to which the role can be held in conjunction with other posts
 - The personal characteristics required
- c) The role of the SIM in Chair Appraisal
- d) The relationship between the SIM and other key personnel both inside the college and externally (SFC/government/regional strategic body)



@ColDevNet

www.facebook.com/collegedevelopmentnetwork

www.collegedevelopmentnetwork.ac.uk

Role/Remit of the SIM

The role of the SIM is described in general terms in the sector's Code of Good Governance -

“A14. The board must appoint one of the non-executive members to be the senior independent member to provide a sounding board for the chair and to serve as an intermediary for the principal, other board members and the board secretary when necessary (see Annex 1 for the definition of ‘non-executive’). The senior independent member should also be available where contact through the normal channels of chair, principal or secretary has failed to resolve an issue or for which such contact is inappropriate. Further information on the role of the senior independent member can be found in The Guide for Board Members in the College Sector. “

“D24. The board must agree a process for evaluating the effectiveness of the board chair and the committee chairs. The evaluation of the board chair should normally be led by the vice-chair/senior independent member. “

Until now, few colleges have had cause to make use of their SIMs, except with regard to the Chair appraisal process. In some instances the post has been explicitly linked with that of the Vice Chair while in others a conscious decision has been taken to differentiate the post from that of the Vice Chair/ Chair of Audit etc in order to protect its independence from the Chair.

Roles currently being undertaken by SIMs vary but include

- Organiser of the Chair's appraisal including coordinating board member views, providing feedback to the Chair (orally and/or in writing). Some SIM's are doing this in conjunction with the Vice Chair, others are doing it themselves and others hold both roles in any case
- Addressing any issues with the Chair that are raised with the SIM by board members, the Principal or senior staff
- Drawing matters to the attention of the Board if they are not mentioned by the Chair
- Acting as a link to the rest of the Board for the Board Secretary if he/she is concerned about a Chair's decision on the information provided to the Board
- Sounding board/confidante for the Chair, individual board members, Principal and in some cases SMT
- Hears appeals over the removal of a board member
- Ex officio Vice Chair or Remuneration Chair.

It was agreed that it would be helpful to have a common understanding of the role of the SIM in order to inform their appointment process, ensure that postholders understand what is expected of them and that other board members and the board secretary know what they can expect from the postholder.

The following SIM role description was proposed –

The Senior Independent Member is appointed by the Board as a whole to provide advice and guidance to the Board Chair, as required and on its members' behalf, in order to support good standards of corporate governance and the maintenance of collective responsibility. Situations in which that advice and guidance may be required include

- a) Leading the annual appraisal of the Board Chair, alone or in conjunction with the Vice Chair, including ensuring
 - i. All board members have an opportunity to express their views on the Chair's performance over the last year and areas for development over the coming 12 months
 - ii. The Chair is given the opportunity to understand and discuss the collective views with the SIM
 - iii. An annual development plan is agreed with the Chair and the SIM ensures the board is informed of its content
 - iv. If required, the SIM facilitates the provision of information from the appraisal process to the Chair's appointing body (Scottish Government or the Regional Strategic Body)
- b) Intervening with the Chair, on behalf of the Board, if board members, the board secretary or senior staff are concerned that the Chair's actions are undermining good standards of corporate governance and the maintenance of collective responsibility, including if the Chair
 - i. Is unable to fulfil the responsibilities set out in the letter of appointment
 - ii. Fails to make pertinent information available to the Board as a whole
 - iii. Undermines the collective responsibility of the Board as a whole
 - iv. Acts in a manner which brings the Board into disrepute, including failing to address personal conflicts of interest
 - v. Is unable to work with the Principal to ensure that the staff of the organisation provide the Board with the service required, including adequate sources of information and assurance and delivery of performance
- c) Acting as a sounding board for the Chair in pursuit of good standards of corporate governance and collective responsibility.

Should a SIM ever have serious concerns about the propriety, regularity or governance of the college, and these cannot be resolved satisfactorily with the Chair, they should inform the Scottish Funding Council or, in the case of an assigned college, the relevant Regional Strategic Body.

Attributes of a SIM

It was agreed that when appointing a SIM, Boards should give careful consideration to the personal attributes required of that postholder. The following attributes were suggested –

- Seen as having personal integrity and being independent of the Chair and Principal
- Experienced in and knowledgeable of the requirements of good governance and collective responsibility
- Respected by all board members and able to engage constructively with all concerned
- Ability to consider matters calmly and constructively, striking an appropriate balance between support and challenge

It was agreed that it should be for each Board to decide whether the SIM also holds other senior roles e.g. Vice Chair, Chair of Audit but, in doing so, Boards must satisfy themselves that any additional roles will not undermine the individual's ability to fulfil the role of SIM – the role of SIM is set out in the Code of Good Governance and is therefore a condition of grant.

When appointing the SIM, Boards may wish to give consideration to how long the appointment should last.

Role of SIM in Chair Appraisal

It was noted that the Code of Good Governance states

“The evaluation of the board chair should normally be led by the vice-chair/senior independent member.”

It is therefore for each Board to decide the respective roles of the SIM and Vice Chair in the Chair Appraisal process. It was clear however that most SIMs have led or been involved in appraisal of their Chair to date. The processes adopted varied at the margins but there were a number of common features –

1) How are board member’s views canvassed?

- Most use a written form that lists criteria and board members are asked to assess performance against them.
- A range of forms are used, involving different criteria, different scoring and different requirements for comments and evidence.
- Some board’s invite the Principal to take part in the process, others don’t

2) Who collates the information?

- Forms are sent to either the board secretary who collates them for the SIM/Vice Chair, or directly to the SIM/Vice Chair who aggregates them personally
- Some boards ask members to add their name to the form which is seen only by the board secretary/SIM/ Vice Chair, others complete the forms anonymously

3) How is the feedback offered to the Chair?

- Mostly in written summary form plus a 1:1 meeting with the SIM and/or Vice Chair, which also agrees future development plans for the Chair

4) How are the results reported back to the Board?

- Most colleges provide a confidential written report to board members and report back on it (in some colleges the Chair withdraws for this discussion, in others he/she is present)
- A few colleges provide only verbal feedback to the Board which the Chair may or may not attend

5) Any links with the Chair appraisal process undertaken by Scottish Government (SG) or the Regional Strategic Body (RSB)?

- The position is still unclear. Some appraisal processes take account of the record of the Chair’s appraisal with SG/RSB, others don’t. In no cases have SG/RSB asked for feedback from the board appraisal process.

The meeting agreed that further work is needed to help SIMs ensure they are reflecting best practice in the Chair appraisal process.

Jan Polley
5th January 2017

Board of Management

Subject/Title:	Code of Good Governance Checklist		
Meeting and date:	Chairs Committee – 8 June 2017		
Author:	Fiona Ambrose, Secretary to the Board		
Link to Strategic Plan:			
Cost implications:	No		
Risk assessment:	Yes If yes, please specify: Financial: Operational: Organisational: required for the proper Governance of the College		
Status – Confidential/Non confidential	Non Confidential		
Freedom of Information Can this paper be included in “open” business	Open		
If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)		Its disclosure would constitute a breach of confidence actionable in court (S36)	
Its disclosure would constitute a breach of the Data Protection Act (S38)		Other (please give further details)	
For how long must the paper be withheld? (express either as the time which needs to pass or a condition which needs to be met.)			

Recommendation(s)

It is recommended that the Committee consider the outstanding actions which require to be progressed to ensure that the College is fully compliant with the Code of Good Governance for Scotland’s Colleges

Purpose of report

To highlight to the Committee a number of actions which have to be completed to ensure that the College is complying with the Code of Good Governance for Scotland’s Colleges.

Background

Each board must state its adoption of the Code in the corporate governance statement contained in its annual financial statement.

The Code requires Boards to Comply or Explain. The revised Code requires college boards, where for whatever reason a board's practice is not consistent with any particular principle of the Code, to make this known to the SFC or for assigned colleges, the Regional Strategic Body. This should be done immediately they become aware of an inconsistency and, without exception, in advance of publishing the information. Also, an explanation for that inconsistency must be clearly stated in the college's corporate governance statement. Boards will be expected to offer a clear rationale for exceptions in the context of their college's operational model and to identify mitigations.

The Code states that:

- The Code is based on key principles and has been written in a way that is mandatory and anticipates compliance. All colleges that receive funding from the Scottish Funding Council (SFC) or from a regional strategic body must comply with the Code as a term and condition of grant. Exceptions should be rare and must be explained publicly.

Checklist

UHI have developed a checklist which essentially highlights every paragraph within the Code of Good Governance for Scotland's Colleges. The text in red are the areas where Inverness College UHI still needs to take action to ensure full compliance.

Some areas have already been highlighted as requiring action within the Externally Facilitated review of Board Effectiveness, there are some areas where actions require to be completed and there are a couple of areas where informal arrangements are in place but a more formal process is required.

All actions require to be completed by the end of the current academic year – 31 July 2017 so that the statement of corporate governance within the 2016-17 financial statement confirms full compliance.

Compliance with the Code of Good Governance for Scotland's Colleges

Background

1. On the 9 December 2014, the SFC issued guidance on [Good Practice in College Governance](#) to Principals and directors of Scotland's colleges and/or universities. The guidance set out the Council's determination of the principles of good governance which will apply to colleges in Scotland, in accordance with the Council's statutory duty under the Post-16 Education (Scotland) Act 2013.
2. The guidance outlined the requirement for colleges to comply with the Code of Good Governance for Scotland's Colleges. The guidance stated that 'Colleges are expected to comply with the principles of the Code from 1 August 2014 and the first year of compliance with the Code should be reported in the Corporate Governance statement included in the 2014-15 annual financial statements of the college. Also, the Chair, on behalf of the Board, is encouraged to report personally as to how the principles have been applied by the Board'.
3. The Code requires colleges, where for whatever reason their practice is not consistent with any particular principle of the Code, to make this known to the SFC or for assigned colleges, the Regional Strategic Body immediately. In the event of the latter, the Regional Strategic Body should provide the SFC with details of the inconsistency. An explanation for the inconsistency must be clearly stated in the college's corporate governance statement.
4. The SFC issued updated [Guidance](#) to Principals, Directors and Board Secretaries of Scotland's colleges on Good Practice in College Governance on the 23 September 2016. It detailed the requirements for colleges to comply with the revised Code of Good Governance for Scotland's Colleges. The Guidance stated that:
 - When the first version of the Code of Good Governance for Scotland's Colleges ("the Code") was published in November 2014, we undertook a review of the Code and confirmed that in SFC's view, the Code met the principles of good practice. Colleges were expected to comply with the Code retrospectively from 1 August 2014.
 - The Good Governance Steering Group recently undertook a review of the Code. As part of this exercise, a consultation took place to seek views from key stakeholders on the revisions proposed by the steering group. This review has now concluded and the updated Code ("the revised Code") was sent to Chairs and Principals on 7 September 2016.
 - Having reviewed the revised Code, SFC confirms that it still meets the principles of good practice. Colleges are expected to comply with the principles of the updated Code from 1 August 2016 and the first year of compliance with the updated Code should therefore be reported in the Corporate Governance statement included in the 2016-17 annual financial statements of the college.
 - Each board must state its adoption of the Code in the corporate governance statement contained in its annual financial statement.
 - The Code requires Boards to Comply or Explain. The revised Code requires college boards, where for whatever reason a board's practice is not consistent with any particular principle of the Code, to make this known to the SFC or for assigned colleges, the Regional Strategic Body. This should be done immediately they become aware of an inconsistency and, without exception, in advance of publishing the information. Also, an explanation for that inconsistency must be clearly stated in the college's corporate governance statement. Boards will be expected to offer a clear rationale for exceptions in the context of their college's operational model and to identify mitigations.
5. The Code states that:
 - The Code is based on key principles and has been written in a way that is mandatory and anticipates compliance. All colleges that receive funding from the Scottish Funding Council (SFC) or from a regional strategic body must comply with the Code as a term and condition of grant. Exceptions should be rare and must be explained publicly.
 - Boards must not only follow the letter but also the spirit of the Code to ensure good governance. Boards must think deeply, thoroughly and on a continuing basis about their

overall tasks and the implications of these for the roles of their individual members. Key to this is the leadership of the chair, the support given to and by the principal, and the frankness and openness of mind with which issues are discussed and tackled by all board members.

REVIEW OF COMPLIANCE WITH THE CODE OF GOOD OF GOVERNANCE FOR SCOTLAND'S COLLEGES

Code Principal	Evidence	Conclusion	Assurance	Action required
Section A: Leadership and Strategy				
Conduct in Public Life				
A1	Every college and regional strategic body must be governed by an effective board that is collectively responsible for setting, demonstrating and upholding the values and ethos of the organisation.			
A2	Every board member must ensure that they are familiar with and their actions comply with the provisions of their board's Code of Conduct.			
A3	<p>The Nine Principles of Public Life in Scotland, which incorporate the seven Nolan principles, must be the basis for board decisions and behaviour. These key principles, which apply individually and collectively are:</p> <ul style="list-style-type: none"> • Duty/Public Service • Selflessness • Integrity • Objectivity • Accountability and Stewardship • Openness • Honesty • Leadership • Respect 			
Vision and Strategy				
A4	The board is responsible for determining their institution's vision, strategic direction, educational character, values and ethos. Regional strategic bodies must also determine the regional strategy for colleges assigned to them. The board of an assigned college must have regard to the strategy determined by the regional strategic body. Board members have a collective leadership role in fostering an environment that enables the body to fulfil its mission and meet Scottish Government priorities, for the benefit of students and the community it serves.			
A5	The board must develop and articulate a clear vision for the region or college. This should be a formally agreed statement of its aims and desired outcomes which should be used as the basis for its overall strategy and planning processes.			
A6	The board provides overall strategic leadership of the region or college. The board is responsible for formulating and agreeing strategy by identifying strategic priorities and			

Code Principal	Evidence	Conclusion	Assurance	Action required
	providing direction within a structured planning framework.			
A7	The board must ensure that a comprehensive performance measurement system is in place which identifies key performance indicators. It must ensure that it scrutinises performance measures and reports these on their website in a manner that is both timely and accessible to stakeholders. This will allow the board to determine whether or not the vision and mission of the region or the college are being fulfilled and that the interests of stakeholders are being met.			
A8	The board (except in the case of assigned college boards) is responsible for overseeing the negotiation of its outcome agreement with SFC, to meet the needs of the college or region and make best use of available funding, consistent with national strategy. The board must ensure effective engagement with all relevant stakeholders in the development of its outcome agreement and monitor performance in achieving the agreed outcomes.			
A9	The roles and responsibilities of the boards of assigned colleges should be undertaken in the context of the roles and responsibilities of their regional strategic body. Assigned college boards must contribute constructively to the development of the outcome agreement led in its region by the regional strategic body and support the regional strategic body to monitor performance in achieving the agreed outcomes.			
Corporate Social Responsibility				
A10	The board must demonstrate high levels of corporate social responsibility by ensuring it behaves ethically and contributes to economic development while seeking to improve the quality of life of the local community, society at large and its workforce.			
A11	The board must exercise its functions with a view to improving economic, cultural and social wellbeing in the locality of the college or region. It must have regard to social and economic needs and social inclusion.			
A12	The board must provide leadership in equality and diversity.			
A13	The board must seek to reflect in its membership, the make-up of the community through offering maximum opportunity of membership to a range of potential members and removing potential barriers to membership, in partnership with its regional strategic body, as appropriate.			
A14	The board must appoint one of the non-executive members to be the senior independent member to provide a sounding board for the chair and to serve as an intermediary for the principal, other board members and the board secretary when necessary (see Annex 1 for the definition of 'non-executive'). The senior independent member should also be available where contact through the normal channels of chair, principal or secretary has failed to resolve an issue or for which such contact is inappropriate. Further information on			

Code Principal	Evidence	Conclusion	Assurance	Action required
	the role of the senior independent member can be found in The Guide for Board Members in the College Sector			
Section B: Quality of the Student Experience				
Student Engagement				
B1	The board must have close regard to the voice of its students and the quality of the student experience should be central to all board decisions.			
B2	The board must lead by example in relation to openness, by ensuring that there is meaningful on-going engagement and dialogue with students, the students' association and as appropriate staff and trade unions in relation to the quality of the student experience. Consultation is essential where significant changes are being proposed.			
B3	The board must consider the outcome of student surveys and other student engagements, and monitor action plans that could impact on the quality of the student experience.			
B4	The college board must have regard to the Framework for the Development of Strong and Effective College Students' Associations in Scotland . It must put in place robust partnership procedures (e.g. partnership agreement) to work together to achieve change and which are supported by regular and open communications.			
B5	The college board must encourage a strong and autonomous students' association and ensure that the students' association is adequately resourced.			
B6	The college board must ensure that the students' association operates in a fair and democratic manner and fulfils its responsibilities.			
B7	The college board must review the written constitution of its students' association at least every five years.			
Relevant and High Quality Learning				
B8	The board must seek to secure coherent provision for students, having regard to other provision in the region or college's locality. The board must be aware of external local, national and international bodies and their impact on the quality of the student experience, including community planning partners, employers, skills development and enterprise agencies and employer bodies. The board must seek to foster good relationships and ensure that the body works in partnership with external bodies to enhance the student experience, including employability and the relevance of learning to industry needs.			
Quality Monitoring and Oversight				
B9	The board must ensure appropriate mechanisms are in place for the effective oversight of the quality and inclusivity of the learning experience in the college or region. The board must			

Code Principal	Evidence	Conclusion	Assurance	Action required
	ensure that the college works in partnership with sector quality agencies and other appropriate bodies to support and promote quality enhancement and high quality services for students.			
Section C: Accountability				
Accountability and Delegation				
C1	The board is primarily accountable to its main funder, either SFC or its regional strategic body. Through the chain of funding, the body is ultimately responsible to the Scottish Ministers who are accountable to the Scottish Parliament.			
C2	The board must ensure delivery of its outcome agreement or in the case of an assigned college, its agreed contribution to the region's outcome agreement.			
C3	The board must ensure it fulfils its statutory duties and other obligations on it, and that the terms and conditions of its grant are being met.			
C4	Scottish Ministers have powers to remove by order any or all board members of an incorporated college (except the principal) or a regional board for serious or repeated breaches of a term and condition of grant.			
C5	The board also has a wider accountability to a range of stakeholders including students (both current and prospective), its staff, the wider public, employers and the community it serves, for the provision high quality education that improves people's life chances and social and economic well-being.			
C6	Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members. Board members should declare any conflicts of interest in the business of the meeting prior to the commencement of each meeting of the board and its committees and withdraw from meetings as appropriate.			
C7	The board must ensure that its decision-making processes are transparent, properly informed, rigorous and timely, and that appropriate and effective systems of financial and operational control, quality, management of staff, risk assessment and management are established, monitored, continuously improved and appropriately impact assessed. This includes: a) the prompt production, dissemination and online publication of board/committee agendas, minutes and papers to the public b) every board meeting and every committee meeting having a well-structured agenda circulated timeously in advance c) the retention of all key documentation which help justify the decisions made by the board and its committees.			
C8	The board may delegate responsibilities to committees for			

Code Principal	Evidence	Conclusion	Assurance	Action required
	the effective conduct of board business. As a minimum the committees required are Audit, Remuneration, Finance and Nominations/Appointments. Delegation of responsibilities from and matters reserved to the board and its committees must be set out in a scheme of delegation including the functions delegated by the board to the chair, committees, the principal and the board secretary (and any other members of staff). Incorporated college boards and regional boards have no powers to delegate functions to an individual board member (except the chair who has no authority to act outwith their delegated powers).			
C9	The board must ensure every board committee has a specified member of the management team to provide objective, specialist advice to support it to discharge its remit, including by explaining in an accessible way the matters under discussion and the possible implications of different options.			
C10	The board must consider and have in place procedures to ensure effective working relationships and constructive dialogue amongst the board as a whole and ensure there are effective reporting and two way communications between committees and the board. The board must ensure that discussions and decisions of every committee are accurately recorded and reported to the board, no later than the next meeting of the board.			
Risk Management				
C11	The board of a college or a regional body is responsible for the overall management of risk and opportunity. It must set the risk appetite of the body and ensure there is an appropriate balance between risk and opportunity and that this is communicated via the principal to the body's management team.	Identified as an action within the externally facilitated Board effectiveness review		1.1.
C12	The board must ensure that sound risk management and internal control systems are in place and maintained. It must ensure there is a formal on-going process for identifying, reporting, evaluating and managing the body's significant risks and review the effectiveness of risk management, business continuity planning and internal control systems.			
Audit Committee				
C13	The Audit Committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the body's governance, risk management and internal control framework.			
C14	The scope of the Audit Committee's work must be defined in its terms of reference and encompass all of the assurance needs of the board and the principal. The Audit Committee must have particular engagement with internal and external audit, and must work with management and auditors to resolve any issues in relation to financial reporting.			

Code Principal		Evidence	Conclusion	Assurance	Action required
C15	The Audit Committee must promptly pursue recommendations arising from audit reports and must monitor their implementation.				
C16	The membership of the Audit Committee cannot include the board chair or the principal. The role of the college executive is to attend meetings at the invitation of the committee chair and to provide information for particular agenda items.				
C17	The Audit Committee terms of reference must provide for the committee to sit privately without any non-members present for all or part of a meeting if they so decide. The Audit Committee members should meet with the internal and external auditors without the executive team present at least annually.		Identified as an action within the externally facilitated Board effectiveness review		
C18	At least one member of the Audit Committee should have recent relevant financial or audit experience.				
Remuneration Committee					
C19	It essential that members of the Remuneration Committee understand their role and responsibilities. Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.		The Remuneration module is within the Governance Hub on the CDN website. Two members of the PR&R Committee have completed parts of the module		
C20	The board must have a formal procedure in place for setting the remuneration of the principal by a designated committee of non-executive members. The board may wish to supplement this by taking evidence from a range of sources. In particular, staff and students should have a role in gathering and submitting evidence in relation to the college principal to the relevant committee.		Please see the procedure outlined in Paper 2c – Glasgow Kelvin College which could be adapted for use by IC		
C21	The board chair cannot be the chair of the Remuneration Committee (but they can be a member of it).				
Financial and Institutional Sustainability					
C22	The board is responsible for ensuring the financial and institutional sustainability of the body. The board must ensure compliance with its Financial Memorandum (either with SFC or the regional strategic body, depending on which is funding it), including in relation to incorporated colleges and regional boards, relevant aspects of the Scottish Public Finance Manual.				
C23	The board must ensure that: <ul style="list-style-type: none"> • funds are used as economically, efficiently and effectively as possible • effective monitoring arrangements are in place • college staff report relevant financial matters to it. 				
C24	For colleges that are charitable organisations, board members are also charity trustees. The board of a college				

Code Principal	Evidence	Conclusion	Assurance	Action required
	that is a charity must ensure its members are aware of their responsibilities under charity legislation and for complying with relevant provisions as set out by the Office of the Scottish Charity Regulator. See OSCR Guidance and Good Practice for Charity Trustees .			
Staff Governance				
C25	The college board as the employer, is responsible for promoting positive employee relations and for ensuring effective partnership between recognised trade unions and management.			
C26	The board must have a system of corporate accountability in place for the fair and effective management of all staff, to ensure all legal obligations are met and all policies and agreements are implemented and identify areas that require improvement and to develop action plans to address them.			
C27	The board must comply with the nationally agreed college sector Staff Governance Standard.	I think this was circulated previously to Board members but it would be prudent to include it as an item on a future Board agenda as we have so many new members on the Board		
C28	The college board must comply with collective agreements placed on it through national collective bargaining for colleges.			
Section D: Effectiveness				
The Board Chair				
D1	<p>The chair is responsible for leadership of the board and ensuring its effectiveness in all aspects of its role. The chair is responsible for setting the board's agenda and ensuring that adequate time is available for discussion of all agenda items, particularly strategic issues. The chair must promote a culture of openness and debate by:</p> <ul style="list-style-type: none"> • encouraging the effective contribution of all board members • fostering constructive challenge and support to the principal, executive team and fellow board members • effective team-working • positive relations between board members. <p>The chair must engage with the principal and the board secretary in a manner which is both constructive and effective.</p>			
D2	The board and its committees must have the appropriate balance of skills, experience, independence and knowledge of the body to enable them to discharge their respective duties and responsibilities effectively.			
Board Members				

Code Principal	Evidence	Conclusion	Assurance	Action required
D3	Each board member is collectively responsible and accountable for all board decisions. Board members must make decisions in the best interests of the college and/or region as a whole rather than selectively or in the interests of a particular group.			
D4	Staff and student board members are full board members and bring essential and unique, skills, knowledge and experience to the board. Staff and student board members must not be excluded from board business unless there is a clear conflict of interest, in common with all board members.			
D5	Where the college is a charity, all board members, as charity trustees, including staff and student board members, have legal duties and responsibilities under the Charities Act 2005. This includes registering any personal interests that could be seen as conflicting with the interests of the body. The 'objective test' for judging if there is a conflict of interest 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 decision making in your role as a member of a public body".			
Principal and Chief Executive				
D6	The college board must appoint the principal as chief executive of the college, securing approval for the appointment and terms and conditions of the appointment from the regional strategic body if necessary.			
D7	The college board must ensure there is an open and transparent recruitment process for the appointment. Students and staff must have an opportunity to contribute to the recruitment process.			1.1.
D8	The college board must delegate to the principal, as chief executive, authority for the academic, corporate, financial, estate and human resource management of the college, and must ensure the establishment of such management functions are undertaken by and under the authority of the principal.			
D9	The college board must ensure a clear process is in place to set and agree personal performance measures for the principal. This process should seek the views of students and staff. The chair, on behalf of the board, should monitor, review and record the principal's performance, at least annually, against the agreed performance measures.	Please see the procedure outlined in Paper 2c – Glasgow Kelvin College which could be adapted for IC use		
D10	The principal, as a board member, shares responsibility for good governance with the chair and all other members of the board, supported by the board secretary. The principal also enables good governance through supporting effective communication and interaction between the body and the rest of the college including staff and students.			
D11	The board provides strategic direction for the region and/or college, and the chair provides leadership to the board. The			

Code Principal	Evidence	Conclusion	Assurance	Action required
	principal provides leadership to the staff of the body.			
D12	The board must provide a constructive challenge to the principal and executive team and hold them to account.			
Board Secretary				
D13	The board as a whole must appoint a board secretary who is responsible to it and reports directly to the chair in their board secretary capacity. The board secretary may be a member of the senior management team in their board secretary capacity, but they cannot hold any other senior management team position at the same time. The appointment and removal of the board secretary is a decision of the board as a whole.			
D14	<p>All board members must have access to the board secretary who has an important governance role in advising the board, the committees and individual board members and supporting good governance. The distinctive board secretary role includes:</p> <ul style="list-style-type: none"> • facilitating good governance and advising board members on: <ul style="list-style-type: none"> - the proper exercise of their powers, including in relation to relevant legislation - the board's compliance with its Financial Memorandum, the Good Governance Code, its Standing Orders and Scheme of Delegation - their behaviour and conduct in relation to the board's Code of Conduct. • providing clear advice to the chair and the board/committees on any concerns the board secretary may have that board members have not been given: <ul style="list-style-type: none"> - sufficient information - information in an appropriate form - sufficient time to monitor, scrutinise or make informed and rigorous decisions in an open and transparent way. • attending and providing support to every board meeting and every meeting of every board committee. Where the board secretary is unable to attend, while the board secretary retains overall responsibility, proper arrangements must be made to cover the role with a person who is fully able to discharge the role effectively. • having an unambiguous right to speak at board and committee meetings to convey any concerns they may have about governance. This extends to someone substituting for the board secretary. • reporting any unresolved concerns about the governance of the body to the relevant funding body (i.e. SFC or the regional strategic body). 			
D15	The board must ensure the board secretary:			

Code Principal	Evidence	Conclusion	Assurance	Action required
	<ul style="list-style-type: none"> has suitable skills, knowledge and behaviours to carry out their role effectively receives appropriate induction, and if new to the role, is mentored by a more experienced board secretary for at least their first year has adequate time and resources available to undertake their role effectively. 			
D16	The board must ensure arrangements are in place to deal with a board secretary's potential or real conflicts of interest.			
Board Member Appointment, Induction and Training				
D17	For boards with responsibility for board appointments, the board must ensure a formal and open procedure is in place for recruiting and selecting new non-executive board members. Boards must have regard to all relevant Ministerial Guidance on board appointments.			
D18	The board is responsible for ensuring appropriate arrangements are in place for the conduct of student elections and nominations, and elections of staff members to the board.			
D19	The chair must ensure that new board members receive a formal induction on joining the board, tailored in accordance with their individual and collective needs. The board secretary should support the chair in the provision of relevant induction for new board members.			
D20	The board must ensure all board members undertake appropriate training and development in respect of their governance role. The board secretary should support the chair in the provision of relevant training and development opportunities for board members, which should be tailored to meet board members skills and needs. The board secretary must keep records of the development activity of board members, including the chair.			
D21	The board must ensure that new committee members receive a committee induction and have their specific training needs assessed and met.			
Board Evaluation				
D22	Extension of the term of office of board appointments requires evidence and the board must ensure appropriate mechanisms are in place to support this.	This ties in with evaluation and development needs		
D23	The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years. The board must send its self-evaluation (including an externally facilitated evaluation) and board development plan (including progress on previous year's plan) to its funding body and publish them online.	Please see the process which West Highland College used for their Board evaluation exercise Paper 3d.		

Code Principal		Evidence	Conclusion	Assurance	Action required
D24	The board must agree a process for evaluating the effectiveness of the board chair and the committee chairs. The evaluation of the board chair should normally be led by the vice-chair/senior independent member.				
D25	The board must ensure all board members are subject to appraisal of their performance, conducted at least annually, normally by the chair of the board.		This ties in with the need to identify development needs and for members to undertake training.		
D26	The performance of regional college chairs will also be evaluated by the Scottish Government, as regional college chairs are appointed by the Scottish Ministers and are personally accountable to them.				
D28	The performance of assigned, incorporated college chairs will also be evaluated by the regional strategic body, as they are appointed by the regional strategic body and are personally accountable to them.				
Section E: Relationships and Collaboration					
Partnership Working					
E1	The board must work in partnership to secure the coherent provision of high quality fundable further and higher education in their localities.				
E2	The board must ensure effective consultation, local and regional planning and must follow the principles of effective collaborative working: mutual respect, trust and working towards commonly agreed outcomes.				
E3	The board must ensure effective partnership working with local and national bodies including businesses, public and third sector organisations to develop commonly agreed priorities following the principles of effective collaborative working.				
E4	The board must encourage and support effective partnership working and collaboration within and across regions to address local needs and meet national priorities and specialisms.				

GLASGOW KELVIN COLLEGE

BOARD OF MANAGEMENT - MEETING OF 13 MARCH 2017

PROCEDURE FOR ESTABLISHING AND REVIEWING THE PRINCIPAL'S OBJECTIVES,
PERFORMANCE AND SALARY

REPORT BY VICE PRINCIPAL FINANCE AND CORPORATE SERVICES AND
CLERK TO THE BOARD

1. Introduction

The purpose of this paper is for information purposes only.

2. Conflict of Interest

This report contains conflict of Interest in respect of A Sherry, Principal. A Sherry was not present when this item was considered and approved by the Remuneration Committee.

3. Procedure For Establishing And Reviewing The Principal's Objectives, Performance And Salary

Members should refer to the attached paper – Appendix 1, which was approved by the Remuneration Committee on 23 February 2017.

4. Resource Implications

There are no resource implications arising as a result of documenting this process.

5. Equalities

No adverse impacts on individuals with protected characteristics have been identified as a consequence of this report.

6. Risk

By documenting and following approved procedures, the Board are complying with a recommendation made by Henderson Loggie during their review of governance procedures. It also ensures the College is complying with the Code of Good Governance. This item is now listed on the governance action plan as complete.

7. Recommendations

It is recommended that:

- i) members note the approved procedure for establishing and reviewing the principal's objectives, performance and salary as detailed within this report and its appendices.

8. Further Information

Further information can be obtained from James Gow, Vice Principal – Finance and Corporate Services at jgow@glasgowkelvin.ac.uk, Douglas Wilson, Clerk to the Board of Management at douglaswilson@glasgowkelvin.ac.uk or Lisa Clark, Director of Corporate Services at lisaclark@glasgowkelvin.ac.uk

GLASGOW KELVIN COLLEGE

REMUNERATION COMMITTEE – MEETING OF 23 FEBRUARY 2017

**PROCEDURE FOR ESTABLISHING AND REVIEWING THE PRINCIPAL'S OBJECTIVES,
PERFORMANCE AND SALARY**

**REPORT BY VICE PRINCIPAL FINANCE AND CORPORATE SERVICES AND
CLERK TO THE BOARD**

1. Introduction

The purpose of this document is to formally document the procedure and process for setting the Principal's objectives each year, reviewing performance against these and implementing a process for establishing the salary or pay rise that should be applied to the post.

This document has been developed to ensure that the College is fully compliant with the requirements of the Code of Good Governance issued by College's Scotland in August 2016.

2. Setting of Targets

The Principal is required to submit a Strategic Plan to the full Board of Management on an annual basis. This document will be considered by the full Board of Management at its meeting in June each year. Once approved, this will then form the basis for setting the Principal's targets for the coming financial year.

The specific targets for the Principal will be established by the Chair of the Board/Vice Chair and the Senior Independent Member. These will be discussed in a meeting with the Principal which will be observed and supported by the Clerk to the Board of Management. This will normally take place after the final Board meeting which considers the Strategic Plan but before the end of August. The objectives will be set at that meeting and reported to the Board of Management at its first meeting of the new academic year. This will allow all members with an opportunity to provide input or comment on the objectives set.

The Principal's objectives will then be made publicly available.

3. Review of Performance

The Principal will prepare a report providing a 6 month review of progress against the Strategic Plan to the full Board of Management in February or March each year. This will be presented to the full Board of Management and will include a review of performance against targets, a report on progress towards the key targets set in the Regional Outcome Agreement (ROA) and a review of financial performance.

The Chair/Vice Chair, Senior Independent Member and Principal will then meet (again observed by the Clerk to the Board of Management) to specifically discuss progress against the Principal's targets. A brief report on this will be prepared for the next meeting of the Executive Committee. The Executive Committee will only report to the Board formally in the event that they decide that there are matters raised which are

material to the performance of the College beyond what has already been reported by the Principal in the mid-year review.

A final appraisal, using the template provided as Appendix 1, of progress against the objectives for the year will form part of the meeting which establishes targets for the following year. Again, this will be reported to the next meeting of the Executive Committee who will decide if further reporting to the Board of Management is warranted.

Finally, the Principal will provide an overarching report on the College performance against the Strategic Plan in October each year.

4. Annual Timeline for Setting and Review of Principal's Targets

1	June	Submission of the Strategic Plan to the Board of Management
2	June/July	Meeting between Principal, Chair/Vice Chair and Senior Independent Member to agree targets for following year. This will be observed by the Clerk. Those targets will be reported to the next Board of Management meeting.
3	March	Principal to provide 6 month performance report against the Strategic Plan to the Board of Management
4	March	Meeting between Principal, Chair/Vice Chair and Senior Independent Member to review Principal's performance at 6 month stage.
5	March/April	Senior Independent Member to report to Executive Committee on review of the Principal's performance against targets at 6 month stage. Committee to decide if further reporting to the Board of Management is necessary.
6	June/July	As per item 2, this meeting will also include a discussion of performance against objectives for the previous year.
7	October	Principal to present an overarching report on performance against the Strategic Plan for the previous year to the Board of Management.

5. Setting of Principal's Remuneration

The Remuneration Committee is responsible for setting the Remuneration of the Principal. The Terms of Reference for the Remuneration Committee are attached as Appendix 2.

The Principal's pay is not covered by the National Bargaining Framework and therefore has to be set by the Board of Management.

The Remuneration Committee are required to take into account the views of students and staff. The procedure outlined takes account of the views of all Board members including the staff and student members.

Firstly, the Remuneration Committee will consider whether a pay award for the post is warranted. The Remuneration Committee will take into account the performance of the College, the performance of the Principal and the views of learners and staff (as represented at the Board of Management), in reaching a conclusion on this matter. The following documentation will be made available to the Remuneration Committee to reach a conclusion on this matter:

All documentation outlined in section 4 of this procedure.

- A report endorsed by the Learning and Teaching Committee summarising the students' views of the learner experience and student survey results.
- A report endorsed by the HR Committee summarising the outcomes of staff surveys.
- The annual audit report incorporating the annual internal and external audit reports.
- The colleges' self-evaluation report.
- Other relevant external reviews of the work of the College to include the most recent reports on the quality of learning and teaching from Education Scotland and SQA.

Following a review of the evidence listed above, along with any other evidence which members of the Remuneration Committee wish to be considered, the Remuneration Committee will decide whether they wish a pay rise to be applied to the post. If the decision is that a pay award should be made, then the following documentation will be considered in making an appropriate inflationary increase:

- Public Pay Policy
- Sector reports on Principal pay levels if available
- Nationally agreed pay awards approved with recognised trades unions for other groups of staff

The full Board of Management will be advised accordingly.

Pay awards for the Principal will apply from April each year in line with current arrangements in place for other staff groups. The above process will normally be completed by August for the previous April settlement date. It will be reported to the full Board of Management. The Principal's salary will also be publicly reported in the College Annual Report.

The Remuneration Committee may also wish to consider, from time to time, whether the Principal's salary is appropriate. This is important and will help ensure that the College is able to attract appropriately skilled and qualified candidates when filling the post.

This will be done by:

- Reviewing the pay rates for similar posts elsewhere in the sector;
- Comparisons with other Public Service Chief Executive Posts; and
- Evaluation of the role using the Job Evaluation Framework.

This process will normally be led by the Remuneration Committee and conducted by an externally appointed and fully independent consultant.

6. Resource Implications

There are no resource implications arising as a result of documenting this amendment.

7. Equalities

No adverse impacts on individuals with protected characteristics have been identified as a consequence of this report.

8. Risk

By documenting and following approved procedures, the Remuneration Committee are attending to a recommendation made by Henderson Loggie during their review of governance procedures. This item is on the governance action plan for completion.

9. Recommendations

It is recommended that:

- i) the Remuneration Committee approve the procedure for establishing and reviewing the principal's objectives, performance and salary as detailed within this report and its appendices.

10. Further Information

Further information can be obtained from James Gow, Vice Principal – Finance and Corporate Services at jgow@glasgowkelvin.ac.uk, Douglas Wilson, Clerk to the Board of Management at douglaswilson@glasgowkelvin.ac.uk or Lisa Clark, Director of Corporate Services at lisaclark@glasgowkelvin.ac.uk



Self-Reflection Review and Future Objectives

Name:.....**Job Title:**

Self-Reflection Review and Future Objectives

Name:

Job Title:

Department/Division/School/Centre/etc. *(as appropriate)* :

Reviewer:

Reviewer's Job Title:

Review Date:

Review Period:

SELF REFLECTION

Please highlight six key achievements from the 2014/15 academic year which helped deliver Glasgow Kelvin College successes, challenges and future ambitions.

1 (Insert Key Achievement)

Insert text here

2 (Insert Key Achievement)

Insert text here

3 (Insert Key Achievement)

Insert text here

4 (Insert Key Achievement)

Insert text here

5 (Insert Key Achievement)

Insert text here

6 (Insert Key Achievement)

Insert text here

SMART OBJECTIVES FOR THE FORTHCOMING REVIEW PERIOD

Please use the spaces provided below to record your agreed personal objectives for the forthcoming review period, ensuring that they are **SMART*** and that they relate to the achievement of the College's Strategic Plan.

***SMART = Specific, Measurable, Achievable, Relevant, Time-bound**

Objective	Measurement How will you know when the objective has been achieved?	Timescale for completion
1 (Insert Objective Here)	<ul style="list-style-type: none">• (Insert Text Here)• (Insert Text Here)	Date/Ongoing

2 (Insert Objective Here)	<ul style="list-style-type: none">• (Insert Text Here)• (Insert Text Here)	Date/Ongoing
3 (Insert Objective Here)	<ul style="list-style-type: none">• (Insert Text Here)• (Insert Text Here).	Date/Ongoing
4 (Insert Objective Here)	<ul style="list-style-type: none">• (Insert Text Here)• (Insert Text Here)	Date/Ongoing

5 (Insert Objective Here)	<ul style="list-style-type: none">• (Insert Text Here)• (Insert Text Here)	Date/Ongoing
6 (Insert Objective Here)	<ul style="list-style-type: none">• (Insert Text Here)• (Insert Text Here)	Date/Ongoing

SUMMARY

Summary of Discussions

Please include any comments that you wish to make on your performance in relation to elements of your post profile/job description not covered elsewhere, and/or note any changes for the forthcoming period.

Comments

Appraisee's comments

Reviewer's comments

Comments

Signatures

Please sign below to indicate that you have completed the review and agree with the information noted on this form.

Appraisee's signature: _____

Date: _____

Reviewer's signature: _____

Date: _____

Next Line signature: _____

Date: _____

GLASGOW KELVIN COLLEGE

BOARD OF MANAGEMENT

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Membership

- 1.1 Chair of the Board of Management
- 1.2 Vice Chair of the Board of Management (Chair).
- 1.3 Chair of the Learning and Teaching Committee.
- 1.4 Chair of the Financial Control Committee.
- 1.5 Chair of the Audit Committee.
- 1.6 Chair of the Human Resources Committee.
- 1.7 One member, appointed by the Executive Committee and subject to endorsement by the Board of Management, selected from among the members of the Board who are not employees or current students of the College.
- 1.8 There shall be no co-option to the Committee.
- 1.9 The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.
- 1.10 The Clerk/Secretary to the Board shall act as Clerk/Secretary to the Remuneration Committee.

2. Chair of the Committee

The Vice Chair of the Board of Management will act as Chair. The Chair of this Committee should not be the Chair of the Board of Management.

3. Quorum

The quorum shall be a minimum of three members.

4. Voting Rights

Voting rights rest only with Committee members who are full members of the Board of Management.

The Chair of the Committee possesses both a deliberative and a casting vote.

5. Meetings

The Committee will meet on an 'as and when required' basis, but at least once per academic year.

6. Remit

- 6.1** To be responsible for reviewing and determining salary, terms and conditions of appointment and, where appropriate, determining a scheme of severance for all staff including the Principal and Chief Executive.
- 6.2** To review the annual appraisal of the Principal and Chief Executive by the Chair of the Board and review the Principal and Chief Executive's continuing professional development.
- 6.3** To determine remuneration and conditions of the Principal and Chief Executive.
- 6.4** To determine, after consultation with the Principal and in the light of other external advice, the remuneration and conditions of the other members of the Strategic Management Team.

7. Risk Management

To notify the Board of Management any specific areas of risk identified by the Committee for its own area.

8. Reporting

The Chair of the Committee shall report on Committee business to the Board of Management with such recommendations, as Committee may deem appropriate.

The agendas, associated papers and minutes for this Committee will be made available in accordance with the Board of Management's Standing Orders and Freedom of Information Publication Scheme.

Reviewed by the Remuneration Committee:	19 Aug 15
Date of Next Review:	Aug 17
Approved by the Board of Management:	26 Oct 2015

WEST HIGHLAND COLLEGE UHI

SELF-EVALUATION REVIEW 2017

ROLE OF THE BOARD

	<u>Question</u>	<u>Response</u>
1.	Am I confident that the board has the right information to assess the organisation's and the management's performance?	
	<u>Question</u>	<u>Response</u>
2.	Am I sure that the board has effectively assessed the risks facing the organisation and has plans in place to manage those risks?	

	<u>Question</u>	<u>Response</u>
3.	Am I confident that the board has the right skills, knowledge and expertise?	
	<u>Question</u>	<u>Response</u>
4.	Does the financial and performance information I receive as a board member tell me how the organisation is performing?	

	<u>Question</u>	<u>Response</u>
5.	Is the relationship between the chair and chief executive effective, balanced and appropriate?	
	<u>Question</u>	<u>Response</u>
6.	Do the chair and the chief executive understand and respect their respective roles?	

	<u>Question</u>	<u>Response</u>
7.	Does the board know when to stay out of the day-to-day running of the organization?	
	<u>Question</u>	<u>Response</u>
8.	What more could the board do to be open and transparent?	

	<u>Question</u>	<u>Response</u>
9.	Are we learning and sharing enough from other boards?	
	<u>Question</u>	<u>Response</u>
10.	How could we improve and develop our system of induction, training and assessment of board members?	

	<u>Question</u>	<u>Response</u>
11.	Do I think our committee structure enhances our scrutiny work or does it slow us down or draw us into too much detail?	
	<u>Question</u>	<u>Response</u>
12.	Am I confident that the board makes the best decisions?	

Name.....

Date

Please return by **9 March 2017**

BOARD OF MANAGEMENT

Subject/Title:	"Buddy" arrangements		
Meeting and date:	Chairs Committee – 8 June 2017		
Author:	Fiona Ambrose, Secretary to the Board		
Link to Strategic Plan:			
Cost implications:	No		
Risk assessment:	Yes If yes, please specify: Financial: Operational: Organisational: required for the proper Governance of the College		
Status – Confidential/Non confidential	Non Confidential		
Freedom of Information Can this paper be included in "open" business	Open		
If a paper should not be included within "open" business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)		Its disclosure would constitute a breach of confidence actionable in court (S36)	
Its disclosure would constitute a breach of the Data Protection Act (S38)		Other (please give further details)	
For how long must the paper be withheld? (express either as the time which needs to pass or a condition which needs to be met.)			

Recommendation

The Committee is asked to consider if it wishes to put in place buddy arrangements for the new board members

Purpose of report

The purpose of a buddy arrangement is:

1. Mutual support.
2. A point of contact. If Board members are unable to attend a meeting or event, it is his/her responsibility to obtain a briefing about what s/he has missed – from either the buddy, College Secretary or Chair.

3. For new Board members, support/ mentoring as they grow and develop into the role.

Sarah Burton	
Andy Gray	
Carron McDiarmid	
Innis Montgomery	
Fiona Neilson	
Olly Bray	
Tom Speirs	

Board members should contact each other to create an arrangement that works best for them – some ideas are:

- Monthly phone/ email contact
- Quarterly catch up (perhaps over coffee)
- First point of contact, other than the Chair, if you have been unable to attend a meeting or event