

GOVERNANCE MANUAL

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1. Constitution and Proceedings

UHI North, West and Hebrides, formerly known as UHI North Highland and North Highland College UHI is a further education incorporation created under the provisions of the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”), and the Further and Higher Education (Scotland) Act 2005 (“the 2005 Act”), both as amended by the Post-16 Education (Scotland) Act 2013 (‘the Acts’). Its structure of governance is laid down in the instrument and articles of government, which may only be amended by application to the First Minister of Scotland.

The legal status of the Board is defined in Schedule 2 of the 1992 Act. Specifically, the Board shall not

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- (a) Be regarded as the servants or agents of the Crown
 - (b) Have any status, immunity or privilege of the Crown
- and their property shall not be regarded as property of, or held on behalf, of the Crown.

The College is an exempt charity by virtue of the Charities Act 1993. In the event of any conflict between the Constitution and Proceedings and Statutory Regulations, the Provisions of Statute will prevail

The Board of Management of UHI North, West and Hebrides is an “assigned incorporated college board”. By order under Section 7C(1) of the 2005 Act, North Highland College Board of Management is assigned to the University of the Highlands and Islands (UHI). By letter dated 4th July, 2023, the Scottish Ministers gave consent under Section 3(4) of the Further and Highland Education (Scotland) Act 1992 to North Highland College changing its name to the Board of Management of UHI North, West and Hebrides effective from 1st August 2023. The College’s trading name is UHI North, West and Hebrides.

2. Board Membership

Membership of the College Board of Management is in accordance with statute, most specifically Schedule 2 to the 1992 Act, and Ministerial Guidance issued thereunder, most specifically the Ministerial Guidance for Assigned Incorporated College Boards under paragraph 3C(1) of Schedule 2 to the 1992 Act, and paragraph 3(6) of Schedule 2B to the 2005 Act. (this guidance is currently subject to review)

3. Scheme of Delegation

Scheme of Delegation of the Board of Management of North Highland College UHI

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. All delegations must however be exercised in accordance with law and having regard to any lawful direction and/or guidance subsequently issued by the Scottish Parliament, the Scottish Funding Council (SFC) and/or other ‘regulatory’ bodies.

The Code of Good Governance for Scotland’s Colleges 2016 (“the Code”) establishes standards of good governance for all college Boards and provides the essential foundations for compliance within the legislative framework set out by the further and higher education acts. It is a condition of funding that the Board acts in compliance with the Code. 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 Governance Professional.

The Board’s 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.

The Board’s Scheme is set out in five main sections:-

1. matters reserved to the Board
2. delegations to Committees of the Board of Management;
3. delegations to the Chair of the Board of Management;
4. delegations to the Principal
5. delegations to the Clerk of the Board (Board Secretary & Governance Professional)

Compliance

Where the Board has delegated responsibility, it reserves the power to deal with the responsibility delegated, or to withdraw or amend the delegation granted. Exercise by a delegate of a delegated responsibility is as if it had been done by the Board of Management itself. There is nothing to prevent the Board from dealing with a delegated matter itself or from withdrawing or amending the delegation.

Review

The Board will review its governance documentation and this Scheme of Delegation periodically (at least every three years). Between reviews, arrangements will be made for the publication of

amendments to the Scheme arising from decisions by the Board or made necessary by changes in legislation or in the Code of Governance.

1 Authority Reserved to the Board

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

- 1.1 determining the objectives of the Board
- 1.2 final approval of the College's Strategic Plan and Regional Outcome Agreement
- 1.3 approval of the year-end annual report and accounts
- 1.4 approval of the annual budget
- 1.5 final consideration of the Annual External and Internal Audit Reports
- 1.6 Appointment of the Board's internal auditors
- 1.7 approval of the strategic risk register, the overall management of risk and opportunity and setting the risk appetite of the Board
- 1.8 acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
- 1.9 The conduct of an annual review of compliance with the Scottish Colleges' Code of Good Governance
- 1.10 approval of a process for setting and agreeing personal performance measures for the Principal & Chief Executive (para D.10 of the Code of Governance);
- 1.11 approval of a formal procedure for setting and agreeing the remuneration of the Principal (para C.20 of the Code of Governance) (and other Staff not covered by collective bargaining arrangements) by a designated committee of non-executive Members;
- 1.12 appointment of Board members, in accordance with the 1992 Act and the College Sector Board Appointments: 2014 Guidance (note: update of Guidance is pending)
- 1.13 appointment and removal of the Principal
- 1.14 appointment and removal of the Governance Professional (in accordance with paragraph D.14 of the Code)
- 1.15 approval of terms and conditions of appointment of Board members
- 1.16 approval of the Students' Association constitution and the election regulations for student officers
- 1.17 delegation of functions of the Board including remits of Committees and this Scheme of Delegation
- 1.18 the making, amendment and revocation of this Scheme of Delegation Standing Orders of the Board, and Financial Regulations

1.19 The approval of policies, and the approval of significant changes to a policy after initial approval by the Board

2 Delegation to Committees

2.1 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.

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

2.3 Each Committee and Sub Committee shall have a clearly defined remit which shall clearly 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.

2.4 The Board may delegate functions to a specific Committee, and this shall be clearly detailed within the minutes of the appropriate meeting.

2.5 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.

2.6 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.

2.7 The review of any policies within the remit of the Committee subject to any significant changes to a policy being referred to the Board for a final decision.

3 Delegation to Chair of the Board

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:

3.1 exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:

3.1.1 an extraordinary Board meeting is called in the case of material decisions;

3.1.2 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.

3.2 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.

3.3 represent the Board within the College and externally.

3.4 issue communications on behalf of the Board in whatever form is appropriate, both within and outwith the College.

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

- 3.6 monitor, review and record the Governance Professional's performance at least annually against performance measures based on the job description for the post of Governance Professional.
- 3.7 ensure each Board member participates in an annual development meeting in conformity with the Code of Good Governance, facilitated either by the Chair or Vice Chair
- 3.8 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Governance Professional.
- 3.9 initiate action further to a decision of the Board to appoint a new Principal or Governance Professional.

4 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 Governance Professional.

The Principal has delegated authority to:

General Management

- 4.1 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.
- 4.2 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.
- 4.3 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.
- 4.4 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.
- 4.5 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.
- 4.6 give a direction in special circumstances that any member of staff shall not exercise a delegated function.
- 4.7 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.
- 4.8 authorise the issue of press releases for publication and broadcasting on behalf of the College.

- 4.9 authorise the publication of any document on behalf of the College.
- 4.10 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.
- 4.11 raise funds for and supply them to any of the activities which the Board has power to undertake.
- 4.12 provide courses as required by outside agencies and negotiate appropriate charges for these.
- 4.13 determine the dates of the College holidays and other details of the College's academic calendar.
- 4.14 appoint a senior member of staff to deputise for the Principal during periods of planned absence.

Staff Management

- 4.15 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.
- 4.16 consult and negotiate with representatives of recognised trade unions on behalf of the Board.
- 4.17 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.
- 4.18 supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.
- 4.19 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.
- 4.20 grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.
- 4.21 represent the Board in negotiating and implementing conditions of service in relation to relevant College staff, including participation in national collective bargaining.
- 4.22 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.
- 4.23 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.
- 4.24 establish any other procedures required for the orderly management of College staff.

Student Management

- 4.25 arrange for the provision of appropriate curriculum and support services for students and clients.
- 4.26 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.
- 4.27 administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.
- 4.28 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.
- 4.29 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.
- 4.30 take appropriate disciplinary action, including exclusion, against students in accordance with any policies of the Board.
- 4.31 provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

Property Management

- 4.32 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.
- 4.33 apply to the appropriate authority for any necessary statutory consents.
- 4.34 grant any way leave or servitude over property of the College on such terms as may be appropriate.
- 4.35 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.

Financial Management

- 4.36 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.
- 4.37 act at all times in compliance with the Financial Memorandum, conditions of grant, Scottish Public Finance Manual, and follow the College's Financial Regulations taking particular account of the delegated financial limits.
- 4.38 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.

- 4.39 terminate contracts, when it is in the best interests of the College to do so.
- 4.40 check the financial standing of potential contractors.
- 4.41 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.
- 4.42 administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.
- 4.43 take out any necessary insurances to protect the interests of the College.
- 4.44 settle any claims whether or not such claims are insured or whether or not a court action has been raised.
- 4.45 spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.
- 4.46 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.
- 4.47 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.
- 4.48 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.

5 Absence of the Principal

- 5.1 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.
- 5.2 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.

6 Delegation to the Governance Professional

The Governance Professional has delegated authority to:

- 6.1 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.
- 6.2 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.

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

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

6.5 in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (ie the Scottish Funding Council or the regional strategic body).

7 Absence of the Governance Professional

7.1 In the absence of the Governance Professional, 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.

8 Previous Schemes

8.1 This Scheme of Delegation replaces any previous versions as may have been approved by the Board.

Approved by the Board of Management of UHI North, West and Hebrides on 1 August, 2023

4. Standing Orders

Standing Orders of the Board of Management of UHI North, West and Hebrides

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

The Standing Orders were adopted by the Board on Wednesday 21st June 2017 and come into effect on Wednesday 21st June 2017. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

1 Meetings of the Board and Committees

- 1.1 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.
- 1.2 The Governance Professional shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3 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.
- 1.4 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.

2 Quorum and Voting Rights

- 2.1 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.
- 2.2 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.
- 2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.
- 2.4 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.

- 2.5 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 2.6 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 Governance Professional shall email all Board members outlining the decision required, together with relevant briefing information.
 - A quorum, as defined in 2.1 of these Standing Orders, must have replied to the email.
 - The Governance Professional shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe.
 - Any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.
- 2.7 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.
- 2.8 No-one shall be entitled to tender his or her 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 his or her dissent recorded.
- 2.9 No proposal nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which 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.

3 Attendance at Board and Sub Committee Meetings

- 3.1 The Governance Professional 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.
- 3.2 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.

- 3.3 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Governance Professional shall be present at the meeting unless requested by the Chair to leave. Where the Governance Professional is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

4 Agenda

- 4.1 The Governance Professional in consultation with the Chair and Principal shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Governance Professional no later than 10 working days in advance of the meeting (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 Governance Professional shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 4.2 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.
- 4.3 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
 - 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).
- 4.4 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.
- 4.5 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.

5 Board and Committee Papers

- 5.1 Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Governance Professional.
- 5.2 The Governance Professional shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, Governance Professional shall advise members of this and advise of the reason for the delay and when papers might be expected.

6 Minutes of Board and Committee Meetings

- 6.1 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.
- 6.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled 'draft'.
- 6.3 Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled 'unapproved circulated'.
- 6.4 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 which shall be labelled 'final version'.
- 6.5 The Governance Professional shall be responsible for ensuring that a final version of the minutes is securely retained.
- 6.6 The Governance Professional shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.
- 6.7 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.
- 6.8 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 meetings shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.
- 6.9 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, unapproved circulated or final version.

7 Establishment of Committees and Sub-Committees

- 7.1 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, references in these Standing Orders include Sub-Committees.
- 7.2 A Committee shall consist of at least three Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.
- 7.3 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

8 Appointment of Vice Chair

- 8.1 Two Vice Chairs and a Senior Independent Member shall be appointed by the Board from amongst its members.
- 8.2 In the absence of the Chair, the longest serving Vice Chair shall have the authority the Chair would have under these Standing Orders.

9 Suspension of Standing Orders

- 9.1 These Standing Orders may be suspended when at least two-thirds of the members present entitled to vote agree to such a motion.

Approved by the Board of Management of UHI North, West and Hebrides on 1st August 2023

5. **Code of Good Governance** - The Code of Good Governance for Scotland's Colleges [Code of Good Governance for Scotlands Colleges - September 2022.pdf](#) codifies the principles of good governance for learners and learning that already exist in UHI North, West and Hebrides. The Code promotes accountability and continuous improvement in how colleges and regional strategic bodies are governed. UHI North, West and Hebrides endeavours to comply in all respects with this Code
6. **Code of Conduct for Members of College Board of Management** – [Model Code of Conduct for Members of Devolved Public Bodies \(standardscommissionscotland.org.uk\)](#) Adopted by the Board of Management on 1st August 2023

7. COMMITTEE TERMS OF REFERENCE – Approved by the Board on 13th September 2023

The Audit and Risk Management Committee

General

The Audit Committee shall exercise an appropriate degree of independence and operate within the framework of duties listed below. It shall have sufficient authority and resources to fulfil responsibilities in respect of corporate governance compliance and legislative requirements and will report to the Board of Management (the Board) on:

- the effectiveness of financial and non-financial internal control systems and provide an annual written report to the Board prior to the signing of the financial statements;
- proper financial management, safeguarding the assets of the College, its subsidiaries and public funds;
- the economy, efficiency and effectiveness of the College and its activities;
- corporate governance and conduct of the College and its operations.
- The College wide Risk Register, with all amendments or recommendations for risk grading being brought forward for approval by the Audit and Risk Management Committee.

The terms of reference and membership of the Committee shall be disclosed in the Board's annual report and accounts.

Constitution and Membership

The Committee and its Chair will be appointed by the Board of Management and will consist of members with no executive responsibility for the management of the College. The Chair of the Board, Staff representatives or other appointed representatives will not be members of the Audit Committee. No connected party such as an employee or partner of the College's solicitors, bankers, auditors, insurers or other professional advisers shall be a member. There shall be not less than three members. A quorum shall be no less than half the voting members. At least one member shall have a background in finance, accounting or auditing but membership need not be drawn exclusively from people with such a background.

The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. The Principal as Accountable Officer shall be authorised to attend meetings in an advisory capacity only. It is normally the responsibility of the Director of Finance and Audit to supply the Committee with appropriate documentation. Other members of the Executive Group will be expected to attend meetings on request.

Authority

The Committee is authorised by the Board to investigate any activity within its list of Duties as outlined below. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

Proceedings

The Committee shall normally meet four times per year, but must meet at least three times a year. The timing and content of the meetings shall follow, as far as possible, the planning and reporting

cycles of internal and external audit. The internal auditor shall normally be invited to attend Audit Committee meetings, together with other staff as appropriate. The external auditor must attend any meetings where relevant matters are being considered. The Committee shall, whenever it is satisfied it is appropriate, go into a confidential session and exclude any, or all, of the executive team or observers.

Duties

The duties of the Committee shall be to:

- review the processes for auditing the effectiveness of all internal control and financial systems;
- advise the Board on the criteria for the selection and appointment of the internal auditor;
- review the scope and effectiveness of internal audit work including planning and operation of the work and the internal audit annual report;
- ensure the College has systems and procedures to promote economy, efficiency and effectiveness and that activities are managed in accordance with legislation and regulations - this may require identifying specific value for money studies;
- consider the College and its subsidiaries' annual financial statements after review by the Finance & General Purposes Committee and prior to submission to the Board, focussing in particular on any changes in accounting policy, major judgmental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Accounts Direction;
- review the external auditor's Management Letter and management's response having direct access to the external auditor;
- review relevant reports from the SFC, Audit Scotland and other organisations;
- monitor the performance and effectiveness of external and internal audit;
- carry out an audit needs assessment for the College and draw up a risk register and, from that, determine the audit programme;
- ensure a system of risk management has been established and is being maintained.
- Monitor the arrangements by which staff can raise concerns about possible improprieties in matters of financial reporting or other matters, in confidence (Public Interest Disclosures Act 1998 - Whistleblowing), ensuring that proportionate and independent investigation of such matters can take place and the appropriate follow-up action taken.
- monitor the implementation of the College's ICT Security Policy;
- provide such advice to the Board as the Committee considers appropriate.

For additional guidance, see Annex B of the SFC 'Code of Audit Practice', the FRC Combined Code on Corporate Governance and the ASC Guide for College Board Members. The Audit Committee shall ensure that all significant losses have been properly investigated.

Remuneration Committee Terms of Reference

General

The Remuneration Committee is responsible for: considering, approving and reporting to the Board on decisions regarding the remuneration, terms, and conditions, and where appropriate, severance payments of the College Principal & Chief Executive, Members of the College Executive Leadership Team and the Board Secretary & Governance Professional and in so doing ensuring the efficient and effective use of public funds.

The Committee is also responsible for undertaking salary reviews of any other employees who are not part of the collective bargaining process.

The Committee will follow the Board's approved process for setting and agreeing personal performance measures for the Principal & Chief Executive (para D9 of the Code of Governance [Code of Good Governance for Scotlands Colleges - September 2022 \(003\).pdf](#)) and the Board's approved formal procedure for setting and agreeing the remuneration of the Principal (para C20 of the Code of Governance). Remuneration Committee

Constitution & Membership

As required by the Code of Governance, the Committee must comprise non-executive Members. The Membership will be selected by the Board and will include the Chair of the Human Resources Committee.

The Board will appoint a Chair from amongst the Membership of the Committee. The Chair of the Board of Management may be a member of the Committee but may not chair the Committee.

The Principal is excluded from Membership of the Committee but may attend meetings or parts of meetings at the request of the Committee.

An independent observer may be asked to attend meetings of the Committee.

At the invitation of the Chair, Members of the College's academic and support Staff or external advisers may attend Committee meetings 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.

Authority, Accountability & Reporting

The Committee operates under the authority of, and reports to, the Board.

The Committee and the Board Secretary and Governance Professional are authorised to obtain independent professional advice if considered necessary.

All Members of the Remuneration Committee (and the Board Secretary and Governance Professional) are required to complete the CDN online training (C19 of the Code refers).

The Committee will circulate minutes, or, as appropriate for reasons of Data Protection etc., excerpts of its minutes to the Board and, as appropriate to the RSB.

Quorum

The quorum shall be not less than three.

Frequency Of Meetings

The Committee will meet as required and normally, at least once a year.

Duties

In compliance with legislation, the Code of Governance, any advice provided by Ministers, the SFC, RSB and all other provisions set out in this Scheme, the Committee's duties are to make decisions on the Remuneration of the Principal and of staff not covered by Collective Bargaining and to

- a) prepare, keep under review and recommend any necessary changes to the Board's formal procedure for setting the remuneration of the Principal (and other posts which are not subject to collective bargaining such as the Executive Leadership Team for approval by the Board of Management;
- b) Using the approved process, undertake an annual review of the Principal's remuneration and the remuneration for other posts which are not subject to collective bargaining;
- c) prepare, keep under review and recommend any necessary changes to the process for setting and agreeing personal performance measures for the Principal & Chief Executive for approval by the Board;
- d) using the approved process, support, scrutinise and enhance the development and implementation of the annual appraisal of the Principal & Chief Executive by the Chair of the Board and consider and observe the Principal & Chief Executive's continuing professional development (para D9 of the Code refers);
- e) propose high level strategic Key Performance Indicator's and targets for the Principal & Chief Executive for approval by the Board and seek the views of students and Staff in proposing these (para D9 of the Code refers);
- f) undertake robust scrutiny of any proposed severance scheme and settlement agreements before recommending approval to the Board and to the RSB/SFC. (para 13 SFC Guidance on Severance [Guidance on seeking approval for severance schemes and settlement agreements \(ioe.ac.uk\)](https://www.ioe.ac.uk/guidance-on-seeking-approval-for-severance-schemes-and-settlement-agreements));
- g) in compliance with legislation and such other guidance as may apply support, scrutinise and endorse any proposals for severance payments for Senior Executive Staff and any other exceptional settlements, which will require to be formally approved by the Board of Management and the RSB;
- h) ensure Student and Staff Members on the Board are informed of any salary and/or Terms and Condition proposals and obtain their feedback on these to inform discussions (C20 of the Code refers);
- i) consider and respond to any appeals made by members of the Executive Leadership Team in respect of decisions on salary, pay and conditions; and
- k) undertake other relevant duties determined by the Board

Terms of Reference of Finance and General Purposes Committee

1. General

The Finance and General Purposes Committee shall exercise an appropriate degree of independence and have sufficient authority and resources to form an opinion and to report on the arrangements of the College with regard to the matters defined in its list of duties in Section 5 below.

2. Constitution and Membership

The Committee and its Chair will be appointed by the Board of Management (the Board). There shall be not less than three members. A quorum shall be no less than half the voting members. It would be advantageous for one member at least to have an appropriate background within the context of the Committee's duties but membership shall not be drawn exclusively from people with such a background. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

3. Authority

The Committee is authorised by the Board to undertake any activity within its list of duties as outlined in Section 5 below, taking account of the Financial Memorandum between the SFC and the College and the College's own Financial Regulations. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee in pursuit of its duties.

The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

4. Proceedings

The Committee shall normally meet four times per year. The Vice Principal Operations, and the Director of Finance and Audit shall normally attend Committee meetings, together with other staff invited to attend.

5. Accountability

The Committee is accountable to the Board of Management. Members are required to consider the physical estate strategy requirements and annual maintenance programmes for the College, with joint responsibility for current and future teaching space with the Learning, Teaching and Research Committee. Members are also required to ensure that income and expenditure represent the effective and efficient use of College resources.

The Finance and General Purposes Committee has overall responsibility (within the Financial Memorandum between the College and the University of the Highlands and Islands for the direction and oversight of the College's financial affairs. The Committee also has responsibility for the College's existing buildings, facilities and Estate, including, but not limited to, adopting all reasonably practicable measures to ensure compliance with statutory and regulatory requirements.

The Committee shall carry out the following duties on behalf of the Board of Management:

1. Make recommendations to the Board in relation to the College Estate, Facilities and Financial matters;
2. Make recommendations to the Board on the allocation of the Estates capital formula funding on an annual basis and agree the projects to be prioritised;
3. Approve capital projects up to a value of £*** and co-ordinate the Estates Strategy

**see 13 below?

4. Consider the Health and Safety Policy and Fire Safety Policy annual review prior to recommendation to the Board of Management;
5. Monitor and review all College Health and Safety and Fire Safety statistics on an annual basis, and review the Health and Safety and Fire Safety policies and make recommendations on the policy to the Board;
6. Monitor progress against Equalities schemes and Action Plans ensuring these are integrated into College policy, processes and procedures.
7. Make recommendation on the annual budget to the Board of Management and monitor actual performance against budget and KPIs;
8. Consider the annual accounts and make recommendation of these for approval;
9. Advise the Board of Management with regard to College compliance with all statutory requirements relating to the college accounts and application of appropriate best practice in accounting procedures;
10. Oversee systems of financial control and delegated authority and review the Financial Regulations on a regular basis;
11. Liaise with the external auditor to ensure the college accounts show a true and fair view and exhibit regularity of spend;
12. Advise the Board of Management that the allocation of resources is in accordance with college priorities as defined in the strategic plan;
13. Make recommendations to the Board on capital expenditure, investments and borrowing where expenditure exceeds the level at 3 above;
14. Set the levels of course fees, as appropriate;
15. Approve amendments to the Fee Waiver Policy;
16. Consider/approve any College developments and initiatives not covered by the above and, in addition, not covered by the remit of the Human Resources or Learning, Teaching and Research Committees;
17. Review the status of the risk cluster assigned to the Finance and General Purposes Committee from the college risk register and make recommendations for associated amendments to the Audit and Risk Management Committee

6. Reporting Procedures

The Finance and General Purposes Committee reserves the right to refer any item within its scheme of delegation to the Board of Management, if considered necessary.

The Committee shall circulate a report of its meetings to the Board of Management.

Human Resources Committee Terms of Reference

Composition

The Human Resources Committee shall consist of at least three Members appointed by the Board of Management and will include the Principal. The Board Chair may be a member of this Committee. The Chair of the Committee shall be appointed by the Board of Management. A quorum for this Committee will be no less than half the voting members.

Frequency of Meetings

The Committee shall normally meet at least four times a year. A member of the Executive Leadership Team will normally attend Human Resources Committee meetings together with the Human Resources Manager.

Established by Board of Management

Purpose

To approve the direction and have oversight of all personnel matters relating to the function of the Board of Management as employer of the College's staff along with the development and monitoring of all HR strategies and work streams.

The Human Resource Committee will:

- a. Monitor HR policies and practices within the College, including those relating to recruitment and selection, terms and conditions of employment, Discipline and Grievance and training and development.
- b. Monitor the College's compliance with statutory requirements relating to UK employment legislation;
- c. Monitor the College's compliance with best personnel and HR practise in line with ACAS guidelines;
- d. Keep a strategic overview of key performance indicators in relation to staffing and personnel matters;
- e. Ensure the College provides appropriate Staff training and development.
- f. Ensure the College operates an effective staff review procedure
- g. Review reports of JNC and JCG meetings
- h. Review the status of the risk cluster assigned to the Human Resources Committee from the college risk register and make recommendations for associated amendments to the Audit and Risk Management Committee

Accountabilities:

The Human Resources Committee is accountable to the Board of Management.

Responsibilities:

Members are responsible to the Board of Management. Members are required to consider the wider interests of staff whilst exercising their responsibilities in the interests of the College as a whole.

Nominations Committee Terms of Reference

Nominations Committee Terms of Reference

The RSB is responsible for the appointment of the Chair of the Board of Management and of 7 to 12 Non-Executive Members of the Board. However, it is usual practice for the RSB to delegate to the Board all or part of the process for appointment of the Non-Executive Members subject that the RSB retains responsibility for the process and for making the appointments (per the UHI Court). The RSB will determine the membership of the Nominations Panel in consultation with the Board (per the Committee).

In running a recruitment campaign on behalf of the RSB all meetings and interviews may be conducted remotely.

Constitution & Membership

The Nomination Committee shall consist of at least four non-executive members elected by the Board. For the purposes of these terms of reference, the Chair of the Board of Management is regarded as a non-executive member of the Board.

The Committee Chair will be elected by the Board.

If appointed, a Vice Chair of the Board may deputise for the Chair of the Board as a member of the Committee.

The Principal & Chief Executive is excluded from Membership of the Committee (and the RSB Nominations Panel) and must not be involved in any aspect of the recruitment process but may be invited to provide information for use by the Committee.

Authority, Accountability & Responsibility

The Committee operates under the authority of, and reports to, the Board.

The Nominations Panel operates under the authority of the RSB and reports to the RSB and the Board.

The Committee and Board Secretary / Governance Professional are authorised by the Board of Management to obtain independent professional advice if considered necessary.

The Committee will circulate minutes, or, as appropriate for reasons of Data Protection etc., excerpts of its minutes to the Board and, as appropriate to the RSB.

Quorum

Three voting Members including the Chair of the Board or Vice-Chair if appointed.

Frequency Of Meetings

The Committee will meet as and when required.

Duties

In compliance with the Code, the College Sector Board Appointments: 2014 Ministerial Guidance, the requirements of the Public Sector Equality Duty, any other guidance provided by the Scottish Ministers, the 'Good Governance Standard for Public Services' and any additional guidance from the RSB, the Committee will:-

- a) keep under review a skills matrix of current Board Members to determine the skills and experience required of prospective Members taking into account (within a succession-planning process) the challenges and opportunities facing the College in the future and the impact of these on the skills and expertise of the Board in the future;
- b) keep under review timing of any recruitment campaign for new Board Members;
- c) set out a timetable for any recruitment and selection process and agree this with the RSB;
- d) in consultation with the RSB, agree Job Descriptions and a Person Specification for new Members in relation to equality of representation as well as any particular skills that may be required;
- e) agree the various forms of advertising to be used;
- f) agree key information to be included in the advertising and recruitment material;
- g) determine the means by which Staff and Student Members will be involved in the process;
- h) at the appropriate stage, a Nominations Panel will be established by the RSB the purpose of which will be to conduct shortlisting and interviews, and nominate (per the Board Secretary and Governance Professional) such individuals as it considers right and proper to become Members of the Board of Management all in accordance with Section 5 of the Ministerial guidance 2014;
- i) the Nominations Panel will consist of not less than four Members appointed by the RSB – comprising a member or members representing UHI Court, at least two members from the UHI NWH Board who will be nominated by the Board's Nominations Committee, an independent Member, and one student member and one staff member who will be identified by the Board's Nominations Committee;
- j) following selection, nomination and appointment by the RSB/UHI Court, the Nominations Committee (per the Board Secretary and Governance Professional) will advise the successful and unsuccessful candidates, and request the approval of the Board to the appointments;
- k) ensure that PVG and other checks are carried out in respect of successful candidates;
- l) establish a plan for the induction, training and development of Board Members; and
- m) comply with the advice of the RSB (and in the relevant legislation and any guidance) on matters concerning the extension of a Board Members' Term of Office, the removal of a Board Member from the Board, and the resignation of a Board Member.

Learning, Teaching and Research Committee Terms of Reference

Composition

The Board of Management will appoint the Committee and its Chairperson. There must be at least three members, to include the Principal. The Board Chair may be a member of this Committee. Normally one staff and one student member of the Board should be members of the committee. A quorum for this committee is no less than one half of voting members.

Frequency of Meetings

The Committee shall meet at least four times a year. The Vice Principal – Curriculum and Teaching and the Director of the Environmental Research Institute will normally attend the Learning, Teaching & Research Committee meetings.

Established by

Board of Management

Remit

The Learning, Teaching and Research Committee shall:

- a) Assist with setting the College's academic and research strategies and monitor their performance against targets
- b) Monitor the Curriculum to ensure that UHI North, West and Hebrides meets the needs of students, stakeholders and the local community
- c) Receive regular reports from HISA and monitor the UHI North, West and Hebrides response to student concerns
- d) Recognise trends in education and research, identify and recognise best practice and effective approaches to research, learning, teaching and support to students, and recommend specific initiatives in the UHI North, West and Hebrides
- e) Monitor the College's arrangements for enhancing learning and teaching and the overall quality of the student experience.
- f) Monitor research activities to ensure they are consistent with College and University aims and objectives and are compliant with current UHI policies

- g) Make approval recommendations for learning, teaching and research policies to the Board of Management
- h) Review on an annual basis student recruitment, retention, achievement, satisfaction and positive destinations, and any actions identified
- i) Receive and consider information on research activity in UHI North, West and Hebrides including funding, curriculum support, student journey, professional development and stakeholder engagement
- j) Monitor the progress annually of the Student Partnership Agreement
- k) Review the results of the external quality arrangements and verification visits carried out throughout the year
- l) Review and monitor the status of the risk cluster assigned to the Learning, Teaching and Research committee from the college risk register and make recommendations for associated amendments to the Audit and Risk Management committee.

Accountabilities

The Learning, Teaching & Research Committee is accountable to the Board of Management