

Perth College UHI Board of Management

Governance Manual

Section 2 - Standing Orders

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1. GENERAL

Introduction

These Standing Orders for the Governance of the proceedings of the Board of Management ("the Board") of Perth College ("the College") have been drawn up in accordance with Paragraph 11(1) of Schedule 2 to the ("the Act").

Purpose & Application

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

Interpretation of Standing Orders

Any dispute as to the interpretation of the Standing Orders shall be determined by the Chair of the meeting whose decision shall be final.

Implementation of Standing Orders

It shall be the duty of the Chair and the Clerk to the Board to ensure that the business of the Board is conducted in accordance with these Standing Orders.

Variation, Revocation or Suspension of Standing Orders

Any of these Standing Orders, other than such Standing Orders as the Board may think should not be capable of being suspended, may be varied, revoked or suspended at any meeting of the Board after a motion to that effect has been passed by a majority of two thirds of the members present and voting. However, it shall not be competent to vary, revoke or suspend any Standing Orders or portions thereof which express statutory provisions. A motion to suspend must state the period, for which the suspension is being moved, shall be for a specified item of business only and shall lapse when that item is concluded.

Review of Standing Orders

These Standing Orders shall be kept under review to ensure that they continue to support effectively the workings of the Board. Standing Orders shall be formally reviewed at least once every three years.

2. DUTY AND POWERS

The Duty and Powers of the Board of Management shall be in accordance with section 12 of the Further and Higher Education (Scotland) Act 1992, as amended by the Post-16 Education (Scotland) Act 2013 in so far as it has a duty to manage and conduct the business of the College.

3. STATEMENT OF PRIMARY RESPONSIBILITIES

3.1 The primary responsibilities (this list being neither exhaustive or exclusive) of the Board are -

- a) The Board shall aim to ensure that the College provides a sector leading education and learning environment for its students.
- b) The Board shall approve the mission and strategic vision of the College, including institutional and longer-term strategic, academic and business plans, and key performance indicators. It will ensure that the College's strategic plan is aligned with the strategic plan of the Regional Strategic Body; that the College meets the interests of all stakeholders, including students, local and national communities and funding bodies; and the College meets its legal and ethical obligations to its staff.
- c) The Board shall be responsible for the setting, demonstrating and upholding the good name and the values and ethos of the College.
- d) The Board shall promote further and higher education locally, nationally and internationally and shall promote and support the work of University of the Highlands and Islands and the Regional Strategic Committee

3.2 Accountability and Responsibility of the Board:

- a) The Board is accountable to students and its stakeholders, which includes the public, employers and its local community for the provision of high-quality education that enhances social and economic well-being.
- b) As an assigned college, the Board is accountable to the University of the Highlands and Islands as the Regional Strategic Body.
- c) The Board is collectively responsible and accountable for all Board decisions. As such, it will ensure that its decision-making process is transparent, properly informed, rigorous and timely and in the best interests of the College as a whole, rather than selectively or in the interests of a particular group, section or individual.
- d) The Board shall ensure that the College operates ethically, responsibly and with respect for the environment and for society at large.
- e) The Board is responsible for ensuring so far as is reasonably practicable the safety, health and welfare of all its employees, students and others that may be affected by College activities in respect of United Kingdom Health and Safety law and best safety practice and procedure.
- f) The Board will provide leadership in equality and diversity, ensuring that it fulfils its statutory obligations and duties in respect of equalities legislation.
- g) The Board is responsible for ensuring that appropriate arrangements are in place for the conduct of student elections, and nominations and elections of staff members to the Board.

- h) The Board shall ensure that sound risk management and internal control systems are in place and maintained. These processes must support the identification, reporting, evaluation and management of significant risks on an ongoing basis, and enable the effectiveness of risk management, business continuity planning and internal control systems to be reviewed.
- i) The Board shall ensure that it maintains a balance of appropriate knowledge, skills and experience amongst its membership to enable it to meet its primary responsibilities.
- j) The Board shall ensure that a process is in place for evaluating the Board, the Board Chair and Committee Chairs.
- k) The Board may establish a specialist group where it considers that particular work, such as reviews of policy and procedure, will need to be undertaken outside of the formal schedule of meetings.
- l) Specific and detailed responsibilities of the Board are detailed in Section 3, Scheme of Delegation.

4. CHAIR AND VICE CHAIR

Appointment of Chair and Vice Chair

- 4.1 The Regional Strategic Body shall appoint a Chair under the terms laid out in College Sector Board Appointments: Ministerial Guidance.
- 4.2 The Board shall appoint a Vice Chair from among those members of the Board who have been appointed by the Regional Strategic Body to the Board under the terms laid out in the College Sector Board Appointments: Ministerial Guidance.
- 4.3 The appointment of Vice Chair shall be set down on the Agenda for the meeting at which the appointment is to be considered.
- 4.4 In the event of there being two or more duly nominated and seconded candidates for the post of Vice Chair, the matter will be determined by confidential ballot, which will be supervised by the Clerk to the Board of Management.
- 4.5 The following provisions shall apply to any Vice Chair appointed under Paragraph 4.2:
 - (a) they shall hold office for four years and the appointment may be extended for one further period subject to the limits on membership of the Board and approval by the UHI Court;
 - (b) the Vice Chair may be removed from office by resolution of two-thirds of the members of the Board present and voting and subject to prior notice on the Agenda for the meeting. Such periods of time must be subject to the overriding limits on Board membership as determined by the College Sector Board Appointments: Ministerial Guidance;

- (c) The Vice Chair will normally fulfil the role of Senior Independent Board Member unless otherwise determined by the Board.

Chair to Preside at Meetings

- 4.6 The Chair shall preside at meetings of the Board and the Vice Chair shall preside in the absence of the Chair;
- 4.7 In the absence of both the Chair and the Vice Chair, the Board shall appoint a Chair from among the lay members to preside at any meeting.

Responsibilities and Duties of Chair

4.8 The Chair is responsible for:

- (a) leadership of the Board and ensuring its effectiveness in all aspects of its role;
- (b) setting the Board's agenda and ensuring that adequate time is available for full discussion of all agenda items, particularly strategic issues;
- (c) promoting a culture of openness and debate by encouraging the effective contribution of all Board members and fostering constructive relations between Board members.

4.9 The Chair shall, *inter alia*:-

- (a) preserve order and ensure that every member of the Board shall have a fair hearing;
- (b) decide all matters of order, competency and relevancy;
- (c) decide between two or more members of the Board indicating a wish to speak by calling on the member who has first caught his or her eye;
- (d) see that due and sufficient opportunity is given to members of the Board who wish to speak to express their views on the subject under discussion;
- (e) ensure that the sense of the meeting is properly ascertained with regard to any matter which is properly before the meeting;
- (f) ensure that decisions are clearly documented within the minutes.

Responsibilities of Principal and Chief Executive

4.10 The Principal is the operational interface between the Board and the College and, as a Board member, shares responsibility with the Chair and the Board for enabling good governance through supporting effective communication and interaction between the Board and the College staff and students.

Responsibilities of individual Board members

- 4.11 The Independent members of the College Board of Management are appointed by the Regional Strategic Body. An independent member is responsible for:
- (a) Contributing to the business of Board meetings, following established and agreed procedures;
 - (b) Contributing to one or more of the Board committees by membership or chairing;
 - (c) Engaging effectively at board meetings and working collaboratively with other members;
 - (d) Observing the *Nine Principles of Public Life* (selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service and respect) in all Board business.

Responsibilities of Clerk to the Board

- 4.13 The Clerk to the Board, who will be independent of the College executive, is responsible for providing the Board and Executive team with advice on governance, the role of the Board and Board matters.
- 4.14 The Clerk to the Board shall ensure that the Board receives appropriate, timely and high-quality information in a form that allows it to monitor and scrutinise the College's activities and to challenge performance when required.
- 4.15 The Clerk to the Board shall support the Chair, the Board and the Executive in ensuring compliance with all relevant legislative and governance requirements.
- 4.16 The appointment and removal of the Clerk to the Board shall be a decision of the Board.

5. ORDINARY MEETINGS OF THE BOARD

Calendar of Meetings

- 5.1 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 annually in a calendar of Board and Committee meetings, including a schedule of required business.
- 5.2 The proposed calendar of ordinary meetings of the Board and the Board's Standing Committees shall be submitted for approval by the Board.
- 5.3 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.
- 5.4 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 2 working days' notice.
- 5.5 The Chair of the Board may, in special circumstances (of which the Chair shall be the sole judge) alter the date or time of any ordinary meeting of the Board. At least five working days' notice shall be given of any alteration to the agreed date of an ordinary meeting of the Board from that detailed in the approved calendar of meetings.

Quorum & Voting Rights

- 5.6 At all meetings of the Board one half of the membership entitled to vote shall constitute a quorum, so long as this number includes a majority of Independent Board Members and the Chair of the Board.
- 5.7 If at any time appointed for a meeting or, if before the business of any meeting has been completed, the number of members present is the prescribed quorum, the Chair must adjourn the meeting to such day or time as the members determine and the meeting may be re-convened on less than one week's notice.
- 5.8 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.
- 5.9 No failure or defect in the appointment, election or co-option of any member of the Board and no vacancy in the office of member shall prevent the Board from acting in the execution of its functions, nor shall any act or proceeding of the Board or any Committee appointed by it be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment or co-option of any one or more members of the Board, excepting only in a case where the Board is not quorate.
- 5.10 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.

- 5.11 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 5.12 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 Clerk to the Board shall email all Board Members outlining the decision required, together with relevant briefing information
 - a quorum, as defined in 5.6 of these Standing Orders, must have replied to the email
 - the Clerk to the Board 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.
- 5.13 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.
- 5.14 No-one shall be entitled to enter 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.

Agenda of Business

- 5.15 The Clerk to the Board in consultation with the Chair shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Clerk to the Board 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 Clerk shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 5.16 All matters for consideration by the Board or Committee shall be clearly identified within each agenda item's Cover Sheet as to whether it is for approval, decision, discussion, noting or for information purposes.
- 5.17 The Agenda of Business must be approved by the Chair before being circulated to members of the Board. Once approved by the Chair the Notice calling the meeting and detailing the Agenda, together with all documentation relating thereto, shall be sent by the Clerk to the Board with notification of the date, time and place of the meeting to all Members not less than one week before the date of the meeting. Notices of meetings shall be sent electronically.

Reserved Business

- 5.19 Only in exceptional circumstances should matters other than those listed below be treated as Reserved Business:
- (a) matters relating to a Board member, former Board members, an employee, former employee or applicant for employment in relation to the College;
 - (b) matters relating to a person who is, has been or is likely to be a student of the College;
 - (c) any information the disclosure of which is prohibited by any enactment;
 - (d) items of a confidential commercial nature.
- 5.20 All matters considered under Reserved Business must be treated as confidential and must not be disclosed to third parties unless and until such disclosure is authorised by the Board.
- 5.21 Any instances of unauthorised disclosure of reserved matters should be reported to the Chair via the Clerk to the Board or the Principal.

Adjourned Meetings

- 5.22 Where a meeting is adjourned, temporarily, for a brief period for convenience, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous.
- 5.23 Where a meeting is adjourned to continue on another day, the Clerk to the Board shall endeavour to advise those members of the meeting who were not present when the meeting was adjourned of the date, time and place of the adjourned meeting. At the adjourned meeting only the unfinished business for which the original meeting was called shall be transacted
- 5.24 At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of the Board or Committee, when it shall take precedence over other business except for the confirmation of the Minutes of the previous meeting.

Conduct of Meetings

- 5.25 Meetings shall commence promptly at the times shown on the Agenda. The Chair shall, at the outset of each meeting, agree the estimated finishing time with members as well as any proposed re-ordering of the business of the meeting.
- 5.26 Members should, wherever possible in advance of the meeting, seek any factual information they may need or notify any apparent errors in papers prior to the meeting itself.

- 5.27 When speaking a Member shall be directed to the question and discussion in hand or to a point of order or a point of explanation. Although no fixed time limits are set either to the length of speeches or the number of times a member may speak, members should bear in mind the need for brevity and relevance and gauge the number and duration of their interventions accordingly.
- 5.28 The Chair is responsible for ensuring that all Members have adequate opportunity to be heard, but may draw the attention of any Member to the need for economy in time or indicate to the meeting the view that the discussion should be brought to a close. The Chair may also call to order any Member whom he/she considers has strayed from the matter under consideration.
- 5.29 The Chair shall ensure that the Clerk to the Board has appropriate information to accurately record the decisions made.

Motions and Amendments

- 5.30 The Chair may require any motion, or motion of amendment to be put in writing by or on behalf of the mover, and delivered to the Clerk to the Board immediately on its being seconded.
- 5.31 After a motion or motion of amendment has been made and seconded, it shall not be withdrawn or altered in substance without the leave of the mover or seconder.
- 5.32 All amendments must be relevant to the motion on which they are moved, the Chair to decide as to relevancy.
- 5.33 The Chair shall have power, with the consent of the meeting, to conjoin amendments which are not consistent with each other.
- 5.34 The mover of the motion shall have the right to reply to the debate on his/her motion and any proposed amendments thereof. After the reply is concluded, the debate on that question shall be as closed.
- 5.35 When any amendment is made upon a motion the vote shall be taken between the motion and the amendment, the latter being put from the Chair first. When there is more than one amendment, the amendment last proposed shall be put against that immediately preceding, and then the one which is carried shall be put against the next preceding, and so on until there remains only one amendment. A vote shall then be taken between the amendment and the original motion. After the vote the motion or amendment shall, if demanded by any member, be put as a substantive resolution without further discussion. The foregoing order of voting may, however, be altered by the Chair with the consent of the meeting.
- 5.36 On a motion being made 'that the question now under discussion be put', such motion shall be at once. If the majority of the votes cast are in favour of the motion, the mover of the original motion may be allowed to sum up before a vote is taken on the question under consideration. If the motion for closure is not carried, the debate may be resumed.

Voting

- 5.37 Unless otherwise specified in these Standing Orders or agreed, voting shall be carried out by a show of hands and resolutions shall be carried by a simple majority of those present and voting. In the case of equality of votes at any meeting of the Board, the Chair of such meeting shall have a casting vote in addition to a deliberative vote other than where the subject of the vote relates to an election or appointment to office in which case then, in the event of an equality of votes, the matter shall be put to the vote again and if there remains an equality the matter shall be determined by drawing lots.
- 5.38 In the case of a vote regarding an election or appointment to office, the voting shall proceed by way of a confidential ballot unless the two-thirds of the members present and voting determine otherwise.

Dissents

- 5.39 No dissents against any decision of the Board shall be recorded unless explicitly requested at the meeting at which the question is determined. Only a Board Member who has recorded a vote or an abstention on a matter under discussion shall be entitled to have their dissent recorded.

Minutes

- 5.40 Minutes of meetings shall contain a clear statement of decisions taken.
- 5.41 Draft minutes shall be prepared for the Chair's agreement as soon as reasonably practical after each meeting and shall be labelled "draft".
- 5.42 At each ordinary meeting of the Board, the Minutes of the previous ordinary meeting and, (when practicable) of any intervening special meeting, having been previously circulated, shall be approved for accuracy. No discussion shall be allowed at the meeting on these Minutes, except as to matters arising from the minutes to which they relate.
- 5.43 The Minutes of any special meeting of the Board, if not submitted for approval at the next ordinary meeting of the Board, shall be submitted for approval at the earliest subsequent ordinary meeting thereafter at which it is practicable so to do and shall be disposed of as provided in Standing Orders.
- 5.44 Circumstances may arise which necessitate a Minute of a Board or Committee decision to be approved at the meeting at which the decision is taken; in such circumstances the Minute Secretary shall prepare a draft Minute for immediate consideration and approval by the Board or Committee.
- 5.45 The Clerk to the Board shall be responsible for ensuring that decisions taken by the Board and its Committees are formally notified to the responsible officer (and copied to the Principal) within five working days of the meeting so that he or she can, in turn, arrange for their implementation.

6. RESCINDING OF DECISIONS

- 6.1 A decision of the Board shall continue to be operative and binding until varied or rescinded but no motion to vary or rescind any decision passed within the preceding six months shall be competent except with the consent of two thirds of the Members present and voting.
- 6.2 However, it shall be competent to deal with the subject matter afresh where the Chair of the meeting is satisfied that a material change of circumstances has occurred (which shall be detailed in the Minutes of the meeting) which requires the matter to be considered anew.

7. COMMITTEES

Establishment of Committees

7.1 The Board shall establish Audit, Finance, Chair's, Remuneration and Nominations Committees together with such other standing and ad hoc Committees as it considers necessary and appoint Board members and/or co-opted members and/or others to them taking account of their qualifications, interests and experience.

7.2 The Learner Experience Committee will report to the Board and its membership will include two Board members.

Appointment of Committee Chair

7.3 The Board shall appoint a Chair to each Committee it establishes.

Chair to Preside

7.4 The Chair of a Committee shall preside at meetings of the Committee. If the Chair is not present at the time when the meeting is due to commence, the Vice Chair will preside. In the absence of both the Chair and Vice Chair, members of the Committee present shall elect a Chair of the meeting from among the members present who shall preside over the meeting in the absence of the Chair and Vice Chair.

Members *ex officio*

7.5 The Chair and Principal, in addition to membership of Committees allocated to them as ordinary members of the Board, shall *ex officio* be members of all other Committees of the Board, other than the Audit Committee, (and, in the case of the Principal, the Remuneration & Nominations Committees), but such additional membership shall not confer the right to vote. The Principal may be invited to attend meetings of the Remuneration Committee when matters relating to the salary, terms and conditions of Senior Management Team are being considered.

Minutes of Meetings of Committees

- 7.6 The Minutes of Committees shall be submitted for confirmation as being correct records of the proceedings to the next appropriate meeting of the Committee and shall be submitted to the Board (a) for the information of the Board in respect of matters delegated to the Committee and (b) for the decision of the Board in respect of matters referred.

Terms of Reference and Powers of Committees

- 7.7 The Terms of Reference and Powers of Committees shall be as set out in the appendices to these Standing Orders.

Application of Standing Orders to Committees and Sub-Committees

- 7.8 The Board's Standing Orders shall apply with any appropriate amendments to meetings of Committees and sub-Committees of the Board as they apply to meetings of the Board.

8. APPOINTMENT AND REAPPOINTMENT OF BOARD MEMBERS

Initial appointment of members

- 8.1 The Nominations Committee shall take guidance from the Board of Management where vacancies exist and liaise with the UHI Nominations Committee for Incorporated College Boards. It will approve the recruitment and selection methods and schedule and ensure compliance with the terms laid out in College Sector Board Appointments: Ministerial Guidance.
- 8.2 The shortlisting and interview process for independent members will be chaired by the Chair of the Board of Management, whilst a nominee of the Regional Strategic Body will chair panel meetings for the appointment of the Chair of the Perth College Board of Management.
- 8.3 Any recommendation of appointment by the Nominations Committee to the Board of Management will be subject to obtaining satisfactory references. Each recommendation shall be ratified by the full Board prior to the person taking their place on the Board of Management.
- 8.4 Appointments to the Board shall be for a period of four years in accordance with legislation, except for the Principal who remains a member as long as he/she is Principal and the Student Member whose term of office expires on 31st July following his/her appointment.

Election of Staff Members:

8.5 Two members of staff will be appointed as Board members; one Teaching and one Support. Staff Elections are held for vacancies as they arise, and are conducted as follows:

- All appropriate staff are informed of a vacancy and are invited to consider suitable nominations.
- All nominations must be received on the appropriate form and duly seconded.
- Where more than a single nomination is received, an election will be held, giving appropriate time for the relevant staff to register their vote.
- The count will be undertaken in the presence of an independent scrutineer.

Nomination of Student Members:

8.6 Two student members will be appointed to the Board following the election of a HISA Perth President and Vice Presidents elected by the student membership following the agreed procedures set out in the HISA Perth Constitution.

Nomination of Trade Union Members:

8.7 Two trade union members will be appointed to the Board following election by the appropriate trade union membership in accordance with the Procedure for the Election and Appointment of the Trade Union Nominees to College Boards in Scotland set out by the Good Governance Steering Group for Scotland's Colleges

Reappointment of Members

8.8 Three months prior to the end of a member's term of office, the Clerk to the Board shall write and remind them of their end-date, and invite them to indicate their willingness to be considered for re-appointment (subject to the limits on membership of the Board).

8.9 When indicating a willingness to be considered for reappointment, the member shall complete a self-appraisal proforma which includes:

- A clear statement of willingness to be reappointed;
- Details of posts held;
- Attendance record at Board/Committee meetings;
- Any other relevant information;

- An indication to undertake surgeries or other duties as required;
- An indication to be available for consultation and advice and take an active interest in the College;
- A willingness to remain in sympathy with and generally support the strategy and policies of the Board;
- An indication of their willingness to be considered as a Committee Chair or Vice Chair if the opportunity arises.

8.10 The self-appraisal forms will be provided as supporting evidence to enable the Board to consider an extension and if approved, put forward a request for the proposed extension to the Regional Strategic Body.

8.11 The members shall withdraw from the meeting during the discussion of their re-election.

8.12 In the case of the Chair being considered for re-election to the Board, the Vice Chair or a nominated Convenor shall take the chair and the Chair will withdraw from the meeting.

8.13 Requests for an extension of appointment of the Chair will be put forward to the Regional Strategic Body for its consideration and approval.

Termination of Membership

8.14 Anyone who has, within 5 years of the date on which the appointment would take effect, been sentenced to imprisonment for a period of not less than 3 months, whether suspended or not, without the option of a fine; is an undischarged bankrupt; or has been removed from office under section 24 of the Act (see Section 8 Mismanagement by Board) is prevented from being appointed to or continuing as a member of the Board of Management.

8.15 If it comes to the attention of the Chair or another Board member that a member may be suspected of any of the above categories, the Chair may invite the member to attend a meeting of the Nominations Committee where he/she will be given an opportunity to explain his/her position.

8.16 The Nominations Committee, having listened to the explanation, shall prepare a report and recommendation for consideration by the Board of Management. The decision of the Board of Management will be conveyed to the member by the Clerk to the Board of Management.

8.17 The member in question shall have fourteen days in which to appeal against the Board's decision.

8.18 The appeal will be considered by the Chair; Convener of Audit, Principal, as the chief executive officer, and an independent observer. Should any of these noted be the member under consideration, their place on the appeals panel shall be taken by the Vice Chair.

8.19 The decision of the Appeals Panel will be final.

9. DISCLOSURE OF INTERESTS

- 9.1 Members of the Board shall at all times be mindful of the need to observe the highest standards of probity, integrity and accountability in discharging their roles as members of the Board and in doing so shall be bound by whatever statutory rules, national guidelines, the College Development Network's Guide for College Board Members and the Perth College Code of Conduct for Board Members which are in force at the time.
- 9.2 Without prejudice to the foregoing generality however the following shall apply:
- (a) All members of the Board and Senior Managers of the College are required to complete and sign a Declaration of Interest form on an annual basis. Such interests shall also include those of close family members.
 - (b) All members of the Board and Senior Managers of the College are required to declare to the Clerk to the Board in writing any additional interests that arise throughout the year at the earliest available opportunity.
- 9.3 Any member who has a clear and substantial interest in a matter under discussion shall declare that interest, whether or not that interest is already declared in the Register of Interests. Such declaration should make clear the nature of the interest and whether it involves a matter of direct or indirect financial interest to the member. Where such an interest constitutes a direct or indirect interest, the member involved will not be permitted to vote on the matter under consideration and will normally be required to withdraw from the meeting while the matter is being considered and determined.
- 9.4 Where a member has an interest which is not financial but which is relevant to the activities of the College, that interest should also be declared. Where the interest is substantial the member involved shall withdraw from the meeting whilst the matter is being considered and determined.
- 9.5 In all circumstances members should ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken by the Board or Committee. If so, the interest is sufficient for the member to declare that interest.
- 9.6 Where no relevant interests are declared at a meeting, this shall be noted and a nil declaration statement minuted.

10. RISK MANAGEMENT

The Board of Management:

- has responsibility for overseeing Risk Management within the College;
- will set the tone and influence the culture of Risk Management within the College;
- approve major decisions affecting the College's risk profile or exposure;
- monitor the management of significant risks to reduce the likelihood of unwelcome surprises or impact;
- satisfy itself that the less significant risks are being actively managed, with appropriate controls in place and working effectively;
- annually review the College's approach to risk management and approve changes or improvements to key elements of its processes and procedures.

11. APPENDIX – STANDING COMMITTEES & TERMS OF REFERENCE

Standing Committee Summaries

Audit Committee

The College's Financial Memorandum with its Regional Strategic Body requires an Audit Committee. The Audit Committee ensures effective internal control systems are in place; ensures compliance with corporate governance requirements; reports to the Board on internal financial control prior to signing the financial statement and oversees risk. The Committee is also responsible for appointing the internal auditors and monitoring both internal and external auditors.

Finance and Resources Committee

The Finance and General Purposes Committee is responsible for monitoring the College's financial position and financial control systems. It approves all key financial decisions, approves the annual budget, considers the annual accounts and recommends for approval, oversees the system of financial control and delegated authority. It also considers any other matters relevant to the financial duties of the Board including human resource. It safeguards the College's estate, monitors the overall development of estates strategy and recommends on major capital projects to the Board.

Learner Experience Committee

The Learner Experience Committee maintains an overview of academic quality assurance and outcomes by reviewing reports from relevant internal and external sources including feedback and evaluation from student and stakeholder surveys.

Chairs Committee

The Chairs' Committee exercises the functions of the Board in any cases of urgency and provides an overview of Board operation.

Remuneration Committee

The Remuneration Committee is responsible for consideration of the Principal, Senior Management Team and Clerk to the Board's pay and conditions.

Nominations Committee

The Nominations committee makes recommendations on the Board's composition and the procedures for appointment of Board members. Chairs Committee would normally fulfil the role of Nominations Committee.

General

Where any Committee has a right to exercise a function of the Board, and proceeds to do so, this requires to be reported to the Board at the earliest opportunity by the Clerk to the Board.

AUDIT COMMITTEE

Membership

No fewer than 3 members of the Board of Management.

One place reserved by invitation for a Student Member of the Board, as nominated by HISA Perth.

One place reserved by invitation for a Staff Member of the Board, to be determined by Staff Members of the Board

- Board members not eligible for appointment are the Chair of the Board, the Principal, the Chair of the Finance & Resources Committee, the Staff Board Member nominated to Finance & Resources Committee, and the Student Board Member nominated by HISA Perth to Finance & Resources Committee.
- No member of the Finance & Resources Committee shall also be a member of the Audit Committee.
- The Chair of the Board, the Principal and the Chair of the Finance & Resources Committee shall be invited to attend meetings.
- The Committee may sit privately without any non-members present for all or part of a meeting if they so decide.
- The College Executive will attend meetings at the invitation of the Committee Chair and provide information for Agenda items

In attendance

Depute Principal (Academic)

Depute Principal (Operations)

Other appropriate staff members of the College by invitation

Representatives of Internal and External Auditors of the College by invitation

Quorum

The Quorum shall be 3 members.

Frequency of Meetings

The Committee shall meet no less than three times per year.

Objectives

The Audit Committee's main responsibilities include advising the Board on whether:

- There are systems in place to ensure that the College's activities are managed in accordance with legislation and regulations governing the sector.
- A system of governance, internal control and risk management has been established and is being maintained, which provides reasonable assurance of effective and efficient operations and produces reliable financial information.
- There are systems in place to ensure the Committee engages with financial reporting issues

Terms of Reference

Internal Control

1. Reviewing and advising the Board of Management of the internal and the external auditor's assessment of the effectiveness of the college's financial and other internal control systems, including controls specifically to prevent or detect fraud or other irregularities as well as those for securing economy, efficiency and effectiveness; and
2. Reviewing and advising the Board of Management on its compliance with corporate governance requirements and good practice guidance including a strategic overview of risk management.
3. Strategic oversight of Health and Safety, Freedom of Information and Data Protection on behalf of the Board.

Internal Audit

1. Advising the Board of Management on the selection, appointment or reappointment and remuneration, or removal of the internal audit provider.
2. Advising the Board of Management on the terms of reference for the internal audit service.
3. Reviewing the scope, efficiency and effectiveness of the work of internal audit, considering the adequacy of the resourcing of internal audit and advising the Board of Management on these matters.
4. Advising the Board of Management of the Audit Committee's approval of the basis for and the results of the internal audit needs assessment and the strategic and operational planning processes.
5. Approving the criteria for grading recommendations in assignment reports as proposed by the internal auditors.
6. Reviewing the internal auditor's monitoring of management action on the implementation of agreed recommendations reported in internal audit assignment reports and internal audit annual reports.
7. Considering salient issues arising from internal audit assignment reports, progress reports, annual reports and management's response thereto and informing the Board of Management thereof.
8. Informing the Board of Management of the Audit Committee's approval of the internal auditor's annual report.
9. Ensuring establishment of appropriate performance measures and indicators to monitor the effectiveness of the internal audit service.
10. Securing and monitoring appropriate liaison and co-ordination between internal and external audit.

11. Ensuring good communication between the Committee and the internal auditors.
12. Responding appropriately to notification of fraud or other improprieties received from the internal auditors or other persons.
13. Reviewing the Risk Management Register.

External Audit

The appointment of external auditors to the College is directed by Audit Scotland.

1. Considering the college's annual financial statements and the external auditor's report prior to submission to the Board of Management by the Finance Committee. Care should be taken, however, to avoid undertaking work that properly belongs to the Finance and General Purposes Committee. If within its terms of reference, the Committee should consider the external audit opinion, the Statement of Members' Responsibilities and any relevant issue raised in the external auditor's management letter.
2. Reviewing the external auditor's annual Management Letter and monitoring management action on the implementation of the agreed recommendations contained therein.
3. Advising the Board of Management of salient issues arising from the external auditor's management letter and any other external audit reports, and of management's response thereto.
4. Reviewing the statement of corporate governance.
5. Establishing appropriate performance measures and indicators to monitor the effectiveness of the external audit provision.
6. Reviewing the external audit strategy and plan.
7. Holding discussions with external auditors and ensuring their attendance at Audit Committee and Board of Management meetings as required.
8. Considering the objectives and scope of any non-statutory audit work undertaken or to be undertaken, by the external auditor's firm and advising the Board of Management of any potential conflict of interest.
9. Securing appropriate liaison and co-ordination between external and internal audit.

Value for Money

1. Establishing and overseeing a review process for evaluating the effectiveness of the college's arrangements for securing the economical, efficient and effective management of the college's resources and the promotion of best practice and protocols, and reporting to the Board of Management thereon.

2. Advising the Board of Management on potential topics for inclusion in a programme of value for money reviews and providing a view on the party most appropriate to undertake individual assignments considering the required expertise and experience.
3. Advising the Board of Management of action that it may wish to consider in the light of national value for money studies in the further education sector.

Advice to the Board of Management

1. Reviewing the college's compliance with the Code of Audit Practice and advising the Board of Management on this.
2. Producing an annual report for the Board of Management.
3. Advising the Board of Management of significant, relevant reports from the Scottish Funding Council and National Audit Office and successor bodies and, where appropriate, management's response thereto.
4. Reviewing reported cases of impropriety to establish whether they have been appropriately handled.
5. Review annually the Terms of Reference for the Committee and its composition and make any necessary recommendations for change to Chairs' Committee.

Reviewed: June 2025

CHAIRS' COMMITTEE

Membership

The Chair of the Board of Management

The Chair of each of the Standing Committees of the Board

The Vice Chair and Senior Independent Member of the Board of Management (if not already members ex officio)

In Attendance

Principal & Chief Executive

If a Standing Committee Chair is not able to attend a meeting of the Chairs' Committee, the Standing Committee Vice Chair or a Standing Committee member are to be invited to deputise for the Committee Chair.

Quorum

The Quorum shall be 3 members.

Frequency of Meetings

The Committee shall meet not less than 4 times per year.

Terms of Reference

The Chairs' Committee shall:

1. exercise the functions of the Board in any cases of urgency of which the Chair of the Board with the Vice Chair or the Chair of a Standing Committee shall be the judge and where it is not practicable to convene a meeting of the full Board. The Chair of the Board shall seek to consult with no less than 2 other members of the Chairs' Committee on any matters requiring Chairs' action.
2. At the specific request of the Board consider matters of special interest which are not within the remit of another Standing Committee.
3. To receive and consider for approval recommendations from the Remuneration Committee on the remuneration package of the College Principal and such other senior staff whose remuneration and other terms and conditions are individually agreed with the Board
4. Maintain an overview of the work of the Board and Committees, planning and co-ordinating activity as required to ensure the primary responsibilities and functions of the Board are discharged through the Board of Management and established Standing Committee structure.
5. To consider strategic matters and future issues including horizon scanning external developments in order to advise the Board on future proofing the strategic plan
6. To review annually the membership and terms of reference of the Board's Standing Committees and the overall effectiveness of the Board's Committee Structure and to recommend to the Board any amendments or additions considered appropriate.

Where this Committee exercises a function of the Board as defined in the Standing Orders, this should be reported to the Board at the earliest available opportunity, save in relation to 3 above which shall be reported in terms only of whether the recommendation has been approved, rejected or returned for amendment given the confidential nature.

Reviewed April 2025

FINANCE AND RESOURCES COMMITTEE

Membership

Chair (ex officio).

Vice Chair (ex officio).

Principal (ex officio).

No fewer than 2 other Independent Members of the Board of Management.

One place reserved by invitation for a Student Member of the Board, as nominated by HISA Perth.

One place reserved by invitation for a Staff Member of the Board, to be determined by Staff Members of the Board

In attendance

Depute Principal

Vice Principal (External)

Vice Principal (Operations)

Head of Human Resources and Organisational Development

Head of Estates

Quorum

The quorum shall be 4 members of which at least 2 to be independent Board of Management members.

Frequency of Meetings

The Committee shall meet no less than four times per year.

Terms of Reference

- 1 Consideration of the annual estimate of revenue income and expenditure.
- 2 Consideration of the annual estimate of capital income and expenditure.
- 3 Responsibility to ensure that appropriate control systems are in place:
 - a to administer and control all revenue and capital grants received from the Scottish Government and all other sources.
 - b to administer and control the payment of all monies due and the collection of all income due.
 - c to ensure the efficient management of the College Catering Service and Food Court and Halls of Residence.
 - d to administer and control matters relating to the repair, maintenance and upkeep of land, buildings etc.
- 4 Liaison with the Audit Committee in reporting to the Board on the state of the College's finances.
- 5 Consideration and approval of the College's Financial Regulations and Procedures, ensuring their implementation, monitoring and review in relation to all matters financial, including approving organisations in which funds may be invested and setting investment limits.

- 6 Generally the formulation of advice to the Board on financial matters and the supervision of the financial affairs of the Board.
- 7 Strategic oversight of procurement, contract management and ICT service level agreement on behalf of the Board.
- 8 Consideration of tenders received for any works the cost of which are in excess of £50,000.
- 9 The acquisition and/or disposal of heritable property whether by purchase/sale or lease.
- 10 Consideration of any proposals to obtain plant equipment furnishings or fittings the cost of which is expected to be more than £50,000.
- 11 Consideration and assessment of priorities for capital grant for new building work or the major modification of existing buildings. Recommendations to the Board on issues relating to College estates and resources
- 12 The oversight of the Board's statutory functions and responsibilities as an employer of the staff of the College.
- 13 Consideration of all matters relating to:
 - a the establishment and staffing structure of the College;
 - b the salaries, wages and conditions of service of all staff except the Principal, Executive and Managers as individual contracts with the Board.
- 14 Responsibilities for early retirement/early severance policy.
- 15 Oversight of the disciplinary and grievance policies and procedures of the College.
- 16 Consideration of matters relating to staff relations including union recognition and local bargaining agreements.
- 17 Review annually the Terms of Reference for the Committee and its composition and make any necessary recommendations for change to Chairs' Committee.

Reviewed: June 2025

LEARNER EXPERIENCE COMMITTEE

Membership

No fewer than 3 Independent Member of the Board of Management

Principal & Chief Executive

2 Academic Staff Members (the Teaching Staff Member of the Board of Management plus one other nominated teaching staff representative)

2 Student Board Members (to be nominated by HISA Perth)

1 Trade Union Member of the Board of Management

Depute Principal (Academic)

Chair of Scholarship and Research Committee

Director of Student Experience

Director of Learning, Teaching & Quality Enhancement

2 Directors of Curriculum

In attendance

Other appropriate staff members of the College by invitation

Quorum

The quorum shall be 7 including the Chair or Vice Chair, and must include one Independent Member of the Board of Management

Frequency of Meetings

At least 3 times per academic session, and as required.

Terms of Reference

1. To maintain an overview of academic quality assurance and outcomes by reviewing reports from the Quality Assessment Committee and other relevant internal and external sources including feedback and evaluation from student and stakeholder surveys.
2. To consider the implications of reports and updates from other relevant College and UHI Committees and, where appropriate, act to ensure the relevance and currency of the academic offer.
3. To review and approve College's policies and strategies that relate directly to the student experience.
4. To receive regular reports from Management and HISA Perth on progress with student engagement in the operation of the College.
5. To regularly monitor the national economic situation, and in particular regional market trends, and ensure that the Perth curriculum is sufficiently adaptable to seize new market opportunities as they arise"

6. Review annually the Terms of Reference for the Committee and its composition and make any necessary recommendations for change to Chairs' Committee.

Reviewed July 2025

REMUNERATION COMMITTEE

Membership

The Chair of the Board of Management
The Vice Chair of the Board of Management
The Chair of each of the Standing Committees of the Board (excepting Audit Committee)
Any other Board Member as nominated by the Chair of the Board of Management

The Chair of the Board of Management shall not chair the Remuneration Committee.

In Attendance

Director of HR & Organisational Development (as required)

Quorum

The Quorum shall be 50% of the total current membership of the Committee

Frequency of Meetings

The Committee shall meet no less than once per year.

Terms of Reference

To consider and make recommendations to the Chair's Committee on the remuneration package of the College Principal and such other senior staff whose remuneration and other terms and conditions are individually agreed with the Board, taking into account:

1. that College senior management should be fairly rewarded for their individual performance and contribution to the college's overall performance.
2. where, in terms of senior management remuneration, the College stands in relation to other comparably sized institutions in the sector;
3. the Scottish Government's guidance for remuneration in the public sector;
4. the relationship between the remuneration of the senior management and that of other employees of the college and the Scottish Government's public sector pay guidance;
5. the benefits granted to senior management;
6. the adequacy of pension arrangements and also the cost implication of pension arrangements, including the pension effect of remuneration proposals.

Authority

The Remuneration Committee is accountable to the Board of Management and is authorised on its behalf to:

1. Set and agree key objectives for the Principal annually. These objectives will take into account the priorities of the Strategic Plan and any important emerging priorities. Objective setting will be carried out by the Chair on behalf of the Committee, and should seek the views of students and staff in setting the performance measures;
2. Conduct an Annual Review and Appraisal no later than 30 September and base the appraisal on the progress achieved against targets and the agreed key objectives identified in the Strategic Plan. This will be carried out by the Chair of the Board of Management on behalf of the Committee and the outcome will be reported to the Remuneration Committee;
3. Satisfy itself that the Principal's remuneration is fair and consider any grounds for review. This may involve evidence gathered and submitted by staff and students, or other evidence such as benchmarks of remuneration packages at other colleges;
4. Consider whether any remuneration received by the Principal from third party sources which relate either directly or indirectly to any College activities and which must be declared to the Remuneration Committee, has any bearing on the level of the Principal's salary.
5. Keep under review specific details of the contract of employment between the Board of Management of Perth College and the Principal;
6. The Principal should attend the Remuneration Committee for the consideration of salaries that are based on the Principal's recommendation;
7. Consider and approve any responsibility payments or nonconsolidated payments recommended by the Principal for senior management;
8. Consider and agree severance arrangements in respect of senior management post holders and ensure such arrangements are in accordance with SFC Guidance;

Reviewed April 2025

