BOARD OF GOVERNORS OF FIFE COLLEGE

CONSTITUTION AND STANDING ORDERS
### BOARD OF GOVERNORS OF FIFE COLLEGE

**Constitution and Standing Orders**

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BOARD OF GOVERNORS OF FIFE COLLEGE

Constitution and Standing Orders

1 Executive Summary

Whereas the Further and Higher Education (Scotland) Act 1992, as amended by the Further and Higher Education (Scotland) Act 2005 and the Post-16 Education (Scotland) Act 2013, provided for a body corporate for each College of Further Education in Scotland and whereas the designation of the body corporate for this college under the Act is “the Board of Management of Fife College”, the designation adopted for that body corporate has been “the Board of Governors of Fife College”. It is acknowledged and confirmed that wherever and whenever the term “Board of Governors has been used or is used, it is a reference to the body corporate for Fife College.

The Constitution and Standing Orders sets out the Board’s policy and practice on those issues which it has powers to determine.

2 Commencement

The Constitution and Standing Orders shall apply and have effect from and after 18 March 2015.

3 Interpretation

In this document, unless the context otherwise requires, the following expressions have the following meanings:


“Board” means the Board of Governors of Fife College.

“College” means Fife College and its subsidiary companies.

“Secretary” means the Secretary to the Board of Governors.

4 Conflict Between the Provisions of the Standing Orders and Legislation

In circumstances when there is a conflict over the provisions of these Standing Orders and those of relevant legislation, the provisions of the legislation shall prevail.

5 Membership and Composition of the Board

5.1 Total Membership

In accordance with the provisions of Schedule 2 paragraph 2 of the 1992 Act as amended by the 2005 Act and the 2013 Act, the Board shall have normally have a total membership of 18 persons.

5.2 Composition of the Board

The Board shall be comprised of:
5.2.1 a chair appointed by Scottish Ministers ("the Chair");

5.2.2 the Principal of the College ("the Principal");

5.2.3 two elected staff members (one teaching and one non-teaching) ("the staff members");

5.2.4 two nominated student members ("the student members");

5.2.6 Normally twelve (but no fewer than nine) non executive board members appointed by the Board ("non-executive members").

5.3 Elections

Any election, to be held in pursuance of paragraphs 5.2.3 and 5.2.4 of these Standing Orders, shall be conducted in accordance with rules made by the Board after consultation with such persons as appear to the Board to be representative of each category of persons entitled to elect a representative under paragraphs 5.2.3 and 5.2.4. Any rules made in accordance with the provisions of this paragraph may be substituted or varied by further such rules.

5.4 Appointment of Non-Executive Members

The appointment of any non-executive member shall, led by the Chair’s Committee, follow an open competition recruitment process, having regard to Ministerial Guidance on College Sector Board Appointments and/or any other relevant guidance that may from time-to-time be issued. All such appointments shall be subject to the approval of the Chair and the Scottish Ministers, and shall be subject to a satisfactory Enhanced Disclosure from Disclosure Scotland.

5.4.1 Election of Depute Chair

The Board shall elect one of the non-executive members to be Depute Chair of the Board. The Depute Chair cannot be a member of the Scottish Parliament, a member of the House of Lords, a member of the House of Commons, a member of the European Parliament, the Principal of the College or a staff member.

The Depute Chair will act on behalf of the Chair if the Chair is indisposed for any reason. The Depute Chair may also be delegated by the Chair to represent the Board of Governors, or take decisions on behalf of the Board of Governors, if the Chair is unable to do so for any reason.

The Depute Chair shall normally act as the “senior independent director”, who shall provide a sounding board for the Chair and serve as an intermediary for the other Board members and the Secretary when necessary. The Depute Chair (acting as “senior independent director”) shall also be available where contact through the normal channels of Chair, Principal or other Board members has failed to resolve an issue or for which such contact is inappropriate.
6 Term of Appointment

6.1 The Chair

The Chair will hold and vacate office on such terms and conditions as the Scottish Ministers may determine.

6.2 The Principal

The Principal of the College shall remain a member of the Board for the entire term of appointment as Principal.

6.3 Staff Members

The staff members shall hold office for such period (not exceeding four years) as specified in each individual member’s terms of appointment or until such time as they are no longer employees of the College, whichever is sooner. The appointment may be extended for a single further period not exceeding four years, if re-elected to do so by the relevant body of staff.

6.4 The Student Members

The student members shall hold office until 31 August following their appointment or until such time as they are no longer holding their student elected roles, whichever is sooner. The appointment may be extended as provided for in the Students' Association Constitution.

6.5 Non-Executive Members

Non-executive members shall hold office for such period (not exceeding four years) as specified in each individual member’s terms of appointment. The period of appointment may be extended for a single further period not exceeding four years, if approved by the Chair and the Scottish Ministers, and having regard to Ministerial Guidance on College Sector Board Appointments and/or any such relevant guidance that may from time-to-time be issued.

6.6 Depute Chair

The Depute Chair shall be elected as such for a period to be determined by the Board or until such time as (s)he is no longer a member of the Board, whichever is sooner.

7 Resignation

A member of the Board, other than the Principal of the College, may resign from office at any time by giving notice in writing to:

7.1 in the case of the Chair, the Scottish Ministers;

7.2 in the case of any other member, the Board of Governors, normally via the Secretary.
8 Specific Provisions Relating to Qualifications and Tenure of Office

Notwithstanding the provisions of paragraphs 6.1 to 6.6 inclusive of these Standing Orders, if at any time the Board is satisfied that any of their members:

(a) has within five years of the date on which appointment would take effect, been sentenced (following conviction for an offence in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic) to imprisonment for a period of not less than three months, whether suspended or not, without the option of a fine;

(b) is an undischarged bankrupt;

(c) has been removed from office under section 24 of the 1992 Act or section 23Q of the 2005 Act;

(d) having been appointed in pursuance of paragraph 3(3) of Schedule 2 of the 1992 Act, becomes a full-time student of the college or a member of the staff of the college;

(e) is otherwise unable or unfit to discharge the member’s functions, eg
   - where their Enhanced Disclosure from Disclosure Scotland is incompatible with them becoming or continuing as a Board member;
   - a breach of confidentiality connected with information received in the performance of their duties as a Board member;
   - not registering and / or declaring a relevant interest;
   - not attending Board or Committee meetings for a consecutive six month period and where permission for that absence has not been sought;
   - becoming full time member of staff or student where membership is that of a non-executive;

the Board shall, through the Chair’s Committee with reference to the de-selection policy, and by notice given in writing to that person, remove him/her from office; and the office shall become vacant. Where the matter should be dealt with by the Standards Commission as detailed in the Code of Conduct for Members of the Board of Governors of Fife College, the powers of the Standards Commission shall prevail. In the case of the Chair, removal from office shall be the responsibility of Scottish Ministers.

For the purposes of paragraph 8(b) above, “undischarged bankrupt” means a person—

(a) whose estate has been sequestrated and who has not been discharged (or against whom a bankruptcy order has been made and is still in force);

(b) who has granted a trust deed for, or made a composition or arrangement with, creditors (and has not been discharged in respect of it);

(c) who is the subject of a bankruptcy restrictions order, or an interim bankruptcy restrictions order, made under the Bankruptcy (Scotland) Act 1985 or the Insolvency Act 1986;

(d) who is the subject of a bankruptcy restrictions undertaking entered into under either of those Acts;

(e) who has been adjudged bankrupt (and has not been discharged); or

(f) who is subject to any other kind of order, arrangement or undertaking analogous to those described in paragraphs (a) to (d), anywhere in the world.
Establishment of Committees and Appointment of Committee Members

9.1 The Board may establish committees for any purpose and such committee may appoint sub-committees. The Board may also from time to time establish short-life working groups for a specific purpose and with a given timeframe.

9.2 Committees shall be comprised of at least three members of the Board and have a detailed remit.

9.3 Committees shall report to the Board through the notes or draft minutes of the meeting for the meeting cycle immediately preceding that Board meeting. The Board shall be entitled to seek clarification of matters in the minutes.

9.4 Committees have the authority vested in them through the detailed remit. A committee cannot override the delegations that are detailed in the Scheme of Delegation of this Constitution and Standing Orders.

9.5 The Board may, with the exception of Statutory Committees, discontinue Committees at its discretion.

9.6 Standing Orders of the Board shall also be the Standing Orders of committees.

9.7 Any reference in the Standing Orders to a committee of the Board shall include a reference to any sub-committee or short life working group appointed by such committee.

9.8 The Chair of the Board shall be a member ex officio of all committees. Ex officio being taken to mean that the chair has the right to attend meetings of any committee by virtue of holding the office of Chair of the Board.

9.9 The Board shall appoint a Chair for each of its committees following a recommendation from the Chair’s Committee. It is expected that a Chair of a Committee will normally be appointed for a period of up to two years, renewable for a further period of up to two years, in line with the relevant term of appointment.

9.10 The Principal of the College shall be entitled to attend and speak at any meeting of a committee but shall be entitled to vote at such meetings only if a member of the committee. The Principal shall not be a member of the Audit and Risk Committee or of the Chair’s Committee.

9.11 The Board shall appoint all committee members following recommendation from the Chair’s Committee.

9.12 Committees may invite specialist advisers or co-opt members as required to meetings but such persons shall not be entitled to vote at a meeting of that committee.

10 Statutory Committees

10.1 Nomination/Remuneration Committee (Chair’s Committee)

The Chair’s Committee shall normally be chaired by the Chair of the Board, except where remuneration is being discussed, when the Depute Chair of the Board will chair the meeting or will chair the meeting whilst those items on the agenda are being discussed.
10.2 Finance Committee (Finance, Commercial, Planning and Estates Committee)

The Principal shall be a member of this Committee, with remaining membership comprised of non-executive, staff and student members. At least one member of this Committee should have a background in finance, accounting or audit.

10.3 Audit Committee (Audit and Risk Committee)

At least one member of the Audit and Risk Committee shall have recent relevant financial or audit experience. Audit and Risk Committee membership should be entirely comprised of non-executive members. The Principal and Chair of the Board must not be Audit and Risk Committee members. The Chair of the Finance, Commercial, Planning and Estates Committee is invited to be in attendance at meetings. Finance, Commercial, Planning and Estates Committee members must not be members of the Audit and Risk Committee.

11 Frequency of Meetings

11.1 Board

11.1.1 Scheduled Meetings

The Board shall meet on at least four occasions during the course of each academic year and normally between the month of August in the current year and the month of July in the following year.

11.1.2 Special Meetings

The Chair may call special meetings of the Board to enable members to discuss items of business which in his/her opinion require to be resolved prior to the next scheduled meeting of the Board.

11.2 Committee and Short Life Working Group Meetings

Committees and any sub-Committees or Short Life Working Groups shall normally meet on at least four occasions during the course of each academic year, in advance of each Board meeting.

11.3 Meetings with College Staff

There may be occasions where Board Members wish to meet with Senior Managers or other staff. This may be because they have a particular interest in an area of work within the College, or to enable them to gain a better understanding of something related to Board business. Such meetings should be requested via the Secretary to the Board of Governors. The Secretary will ensure appropriate arrangements are made and will keep a record that the meeting has taken place in order to ensure transparency and to avoid suspicion of collusion.

12 College Company (Companies)

The Board may from time to time establish a College company, or companies. The Memorandum and Articles of Association of any College company require Board approval.

The Board shall appoint the Principal of the College and at least three Board members (excluding staff and student members) to be Directors of any such company. In some cases, a senior member of staff may also become a Director, with the approval of the
Board on the recommendation of the Principal. A smaller number of Directors from the Board can be appointed with the specific agreement of the Board.

The Board may also from time to time enter into joint ventures with other organisations. Normally the Board shall appoint the Principal of the College (or his/her representative) and at least one of its number (excluding staff and student members) to represent the interests of the Board in any such joint venture.

13 Notice of Meetings

The Secretary shall notify members of the Board, Committees and Short Life Working Groups of the time and place of meetings by sending by post or by delivery by other means the notice calling the meeting normally at least six days prior to the date of the meeting. If the meeting is convened at shorter notice, notification will be sent as soon as possible prior to the time of the meeting. The proceedings of the meeting shall not be invalidated by an omission to send a notice to any member.

14 The Position of Chair of the Board, Committees and Short Life Working Groups

14.1 Taking the Chair

The Chair, or in his/her absence the Depute Chair, shall take the chair. In the absence of the Chair and Depute Chair, the members may appoint a non-executive member (excluding a member of the Scottish Parliament, a member of the House of Lords, a member of the House of Commons or a member of the European Parliament) to be Chair for the meeting failing which the meeting shall be adjourned.

14.2 Conduct of Meetings

The Chair shall be responsible for the general conduct of the meetings and shall, among other things:

14.2.1 preserve order and ensure that every member has a fair hearing;

14.2.2 decide on all matters of order, competency and relevancy;

14.2.3 determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.

14.3 Ruling on Matters under Discussion

The ruling of the Chair on all matters within his/her jurisdiction as Chair shall be final.

14.4 Second or Casting Vote

In the case of an equality of votes at any Board, Committee or Short Life Working Group meeting, the Chair, or in his/her absence the Depute Chair, shall have a second or casting vote, except where the matter which is the subject of the vote relates to the appointment of a member of the Board to any particular office or Committee, in which case the decision shall be by lot.
15 Responsibilities of Members to the Chair

15.1 During Discussion

15.1.1 Addressing the Chair

Every person shall address issues or speak to issues through the Chair.

15.1.2 Adhering to the Chair

Members shall ensure that the Chair be heard without interruption.

15.1.3 Disregarding the Authority of the Chair

If any member disregards the authority of the Chair, or is guilty of obstructive or offensive conduct, a motion may be moved and seconded to suspend the member for the remainder of the meeting; the motion shall be put without discussion and, if carried, such member shall then immediately leave the meeting.

Where a member of the Board is removed from a meeting or behaves in ways that are obstructive, offensive or not in keeping with the Code of Conduct, or is removed from a meeting, this will be dealt with by the Chair in the first instance. Where this behaviour is not remedied or becomes untenable, whilst it is a last resort, a member may be removed from office by the Chair’s Committee in accordance with the de-selection policy. In addition Appendix A of the Code of Conduct for Board Members sets out the sanctions available to the Standards Commission for breaches of the Code of Conduct.

15.2 Power of Chair to Adjourn

The Chair shall be entitled, in the event of any disorder arising, to adjourn the meeting to a time which may then or afterwards be fixed.

16 Order of Business

16.1 Quorum

Any Board, Committee or Short Life Working Group meeting shall be deemed quorate unless the person taking the Chair shall decide and cause to be minuted the fact that it is not.

16.2 Apologies

The Secretary shall intimate apologies on behalf of those members who have notified the Secretary that they will unable to attend the meeting. Members may also convey through the Chair apologies on behalf of other members who are unable to attend the meeting.

16.3 Declaration of Interests

The Chair shall remind members of the requirement to declare an interest in relation to any item of business which is being discussed if a member has a direct or indirect interest or duty relevant to the matter under discussion which is material and which conflicts or may conflict with the interests of the Board. If such a declaration is made the voting members present at the meeting shall decide whether or not a
member so declaring an interest should be excluded from the meeting while any items of business in which an interest has been declared are discussed and voted upon. In the event that a member so declaring an interest is permitted to remain within the meeting room that member shall not unless otherwise invited, take part in the discussion but in any event shall not vote upon that matter. Neither the Principal of the College, nor any staff or student members in respect of any interest or duty which they may have, relevant to the matter under discussion, shall be excluded from being present during discussion or from voting by virtue only of a declaration arising mainly ex-officio.

A member of the Board who is the Principal of the College, or a staff or student member, unless invited to remain by resolution of the other members of the Board present, shall not at any meeting of the Board attend or take part in the discussion of any matter relating to:

16.3.1 In the case of the Principal, terms and conditions of employment, suspension or dismissal or any other disciplinary measure relating to the Principal;

16.3.2 In the case of a staff member, terms and conditions of employment, the terms and conditions of employment of any group of employees of the College to which a member of staff belongs, promotion, suspension or dismissal or any other related disciplinary measure; and

16.3.3 In the case of a student member, his/her academic performance, any disciplinary measures relating to him/her or any other student, or the terms and conditions of employment, appointment, promotion, suspension or dismissal of or any other disciplinary measure relating to any employee of the College.

Staff and student Board members are full Board members and bring essential and unique skills, knowledge and experience to the Board. Staff and student Board members must not be excluded from Board business unless there is a clear conflict of interest, in common with all Board members.

16.4 Minutes of the Previous Meeting

The minutes of the previous meeting shall be submitted for approval and once approved shall be marked as final version by the Secretary and signed by the Chair.

16.5 Matters Arising

The Chair shall ask for reports arising from the minutes of the previous meeting.

16.6 Minutes of Committees

The Chair shall invite the Chair of Committees to speak to the minutes of their respective Committees, if appropriate.

16.7 Decisions

The whole Board is collectively responsible and accountable for all Board decisions. Board members must make decisions in the interests of the College as a whole rather than selectively or in the interests of or as a representative of a particular constituency.
Confidentiality of Information

17.1 As specified in the Code of Conduct for Board members, it is unacceptable to disclose any information to which a Board member has privileged access, for example derived from confidential documents, either verbally or in writing. In the case of other information, judgement should be exercised as to what should or should not be made available to others. Information should not be used for personal or financial gain or in such a way as to bring the Board into disrepute.

17.2 Papers and reports shall not be divulged or disclosed to anyone outside of the Board or its secretariat prior to the meeting of the Board or any of its Committees. Papers, discussion and decisions agreed by the Board deemed to be confidential shall be separately minuted and shall not be made available to anyone other than members of the Board and its secretariat.

17.3 In particular, matters relating to the following categories:

- an employee, former employee or applicant for employment in relation to the College;

- a person who is, has been, or is likely to be a student of the College;

- any information the disclosure of which is prohibited by anything in any enactment (including the 1992 Act, the 2005 Act or the 2013 Act and an enactment contained in a subordinate instrument) or rule of law;

- anything which it appears to the Board should be treated as confidential because of its nature.

17.4 Subject to sub-paragraph 17.2 above, the Board shall make available for inspection at the College at all reasonable times by anyone who wishes to inspect them, copies of the documents to which this sub-paragraph applies, ie:

- the agenda for any meeting of the Board or of any Committee;

- the minutes of such meeting as agreed by the Board or, as the case be, Committee; and

- any report or other document considered by such meeting.

17.5 Clauses 17.3 and 17.4 are subject to the overriding constraints of the Data Protection Act 1998 and the Freedom of Information (Scotland) Act 2000.

17.6 Agendas and minutes of Board and Committee meetings will be published in a timely way on the College website and usually after the next meeting of the Board or Committee.
18 Adjournment of Meetings

18.1 Disorder

The Chair shall be entitled in the event of any disorder arising to adjourn a meeting to a time and day the Chair may then or afterwards fix.

18.2 Quorum

18.2.1 Commencement of Meeting

The Chair shall be entitled to adjourn a meeting if after 15 minutes after the scheduled time for the start of the meeting a quorum comprising of one-half of the total membership is not present. The Chair may then adjourn a meeting to a time and day the Chair may then or afterwards fix.

18.2.2 During the Meeting

The Chair shall be entitled to adjourn a meeting if after the commencement of the meeting the number of voting members becomes less than one-half of the total membership entitled to vote. No further business shall then be transacted save that the Chair may then adjourn a meeting to a time and day the Chair may then or afterwards fix.

19 Points of Order

Any member of the Board may speak on a point of order as soon as possible after the alleged infringement and shall refer to the particular standing order that it is believed is being infringed. The member of the Board who is then addressing the meeting shall thereupon cease speaking. The Chair shall decide the question immediately. Thereafter, the member of the Board who was addressing the meeting at the time when the point of order was raised shall be entitled to proceed with the discussion, giving effect to the ruling of the Chair on the point of order.

20 Motions and Amendments

20.1 Every motion, or amendment, to be considered at a meeting shall be moved and seconded and shall, if required by the Chair, be reduced to writing and handed to the Secretary. It shall then be read before it is further discussed or put to the meeting. A member shall not move or second more than one amendment upon a motion.

20.2 A member who speaks shall speak strictly to the motion under consideration or to a motion or amendment to be proposed by him/herself, or to a point of order.

20.3 A motion or amendment once moved and seconded, shall not be withdrawn without the consent of the mover and seconder thereof.

20.4 Every amendment must be relevant to the motion that it seeks to amend. The Chair shall determine all questions of relevancy and shall have the power, with the consent of the meeting, to conjoin motions or amendments that are not inconsistent with each other.

20.5 All additions to, omissions from, or variations upon a motion shall be considered as amendments to the motion and shall be dealt with accordingly.
21 **Execution of Documents**

21.1 Documents relating to decisions of the Board are validly executed as signed on its behalf by a member of the Board or the Secretary.

21.2 Documents relating to decisions on matters delegated to the Principal are validly executed if signed by the Principal.

21.3 Documents relating to decisions on matters delegated to the Managing Director of a subsidiary company are validly executed if signed by the Managing Director.

22 **Alteration or Revocation of Previous Resolutions**

22.1 No resolution shall be altered or revoked within three months of its adoption except by a decision taken at another Board meeting and provided the notice calling such other Board meeting contains a notice to this effect.

23 **Reception of Deputations**

23.1 Every application for the reception of a deputation shall be in writing, duly signed, addressed and delivered to the Secretary at least three clear days prior to the date of the meeting at which the subject may be considered. Notwithstanding this, the Chair may decide that an application for the reception of a deputation should be accepted on less than three days’ notice being given. The application shall state the subject on which the deputation desires to be heard and the action (if any) that the deputation proposes. The matter for discussion must already be on the agenda for decision, the deputation should be received at the start of the meeting for a maximum of 15 minutes, and there will be no debate of the issues by the Board until after the deputation has left the meeting.

23.2 The Chair must ensure that the decision as to whether or not the deputation is to be received is taken as the first item on the agenda of the meeting.

23.3 The Chair may decide, after seeking advice from appropriate Board members, Secretary or senior staff at the College, that the deputation should be received by the relevant Committee. In this case, the deputation will be put to the next meeting of the Committee and will be taken as the first item on the agenda of that meeting.

24 **Suspension, Alteration and Review of Standing Orders**

24.1 No alteration of these Standing Orders shall be made without notice of any proposed alteration having been given in the notice calling a meeting at which the alteration is to be considered and a majority of the members present and voting at such meeting voting in favour of the alteration being made and adopted.

24.2 The Standing Orders may be amended but not so as to conflict with the College’s statutory obligations.

24.3 The Board shall review these Standing Orders every three years to determine whether any alteration should be considered. Amendments may be made between review periods to reflect changes to statute or good governance practice with the approval of the Board.
### DUTIES AND POWERS OF THE BOARD OF GOVERNORS

#### 1

The Board of Governors shall have the **duty** of -

1.1.1 managing and conducting the College; and

1.1.2 ensuring that the College provides (either by itself or by arrangement with any other person) suitable and efficient further education to students of the College,

and in carrying out duties under paragraph 1.1.2 above, the Board shall have regard to the provision of education in the area in which the College is situated and to the likely needs of persons desirous of becoming students of the College.

#### 2

The Board of Governors shall have the **power** -

1.2.1 to provide or secure the provisions of further education (within the meaning of section 1(5)(b) of the Education (Scotland) Act 1980);

1.2.2 to charge fees for or in connection with the provision by them of any form of further education or services rendered;

1.2.3 to provide to students of the College such assistance of a financial or other nature (including waiving or granting remission of fees) as considered appropriate;

1.2.4 for the purpose of the administration and management of the College, to receive any property, rights, liabilities and obligations transferred to the Board under or in pursuance of any provision of Section 12 of the Further and Higher Education (Scotland) Act 1992;

1.2.5 to provide facilities of any description appearing to the Board to be necessary or expedient for the purpose of, or in connection with, the carrying on of any of the activities mentioned in this subsection or in 1.1 above (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students who have learning difficulties and disabled staff);

1.2.6 to supply goods and services;

1.2.7 subject to Section 12(7) and Section 18 of the Further and Higher Education (Scotland) Act 1992, to acquire, hold and dispose of land and other property;

1.2.8 to enter into contracts, including in particular -

(i) contracts for the employment of teachers and other staff for the purpose of or in connection with the carrying on of any such activities as are mentioned in this subsection or in (1.1) above; and

(ii) contracts with respect to the carrying on by the Board of any such activities;

1.2.9 to form or promote, or to join with any other person in forming or promoting, companies (within the meaning of the Companies Act 1985);
1.2.10 subject to Section 12(7)(a) and Section 18 of the Further and Higher Education (Scotland) Act 1992, to borrow such sums as the Board think fit for the purpose of carrying on any of the activities they have power to carry on or for meeting any liability or obligation transferred to them under or in pursuance of any provision of Section 12 of the Act and, in connection with such borrowing, to grant such security or give such guarantee or indemnity as they think fit (in accordance with 1.7 below);

1.2.11 to invest College funds, not immediately required by the Board for the purpose of carrying on any of the activities which they have the power to carry on or for meeting any liability or obligation transferred to them under or in pursuance of any provision of this Section 12 of the Act, in the name of the College and in accordance with the Financial Regulations of the College;

1.2.12 subject to Section 12(7)(a) and Section 18 of the Further and Higher Education (Scotland) Act 1992, to raise funds, accept gifts of money, land or other property and apply it to, or hold or administer it in trust for, the purpose of carrying on any of the activities which they have power to carry on; and

1.2.13 to do all such other things as are calculated to facilitate or are incidental or conducive to the carrying on of any of the activities which the Board have power to carry on.

1.3 In carrying out their functions under this section, the Board of Governors shall have regard to the requirements of persons over school age who have learning difficulties.

1.4 The Board of Governors 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.

1.5 The Board of Governors may pay to persons appointed to be members of the Board such allowances and expenses as they may determine; and any allowances and expenses to be paid by virtue of this subsection shall be calculated by reference to such criteria as the Scottish Ministers may determine.

1.6 The Board of Governors shall make such reports or returns and give such information to the Scottish Ministers as they may require for the purposes of the exercise of their powers and the performance of their duties under this Part of the Act.

1.7 The Board of Governors shall not, without the prior consent, given in writing, of the Scottish Ministers-

1.7.1 borrow money from any source, give any guarantee or indemnity or create any trust or security over or in respect of any of their property; or

1.7.2 effect any material change in the character of their college.

2.1 The Board of Governors shall not-

2.1.1 be regarded as the servants or agents of the Crown;

2.1.2 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.

T:/CAdmin/Cttees/Docs/Constitution & Standing Orders Dec 2015
BOARD OF GOVERNORS OF FIFE COLLEGE

SCHEME OF DELEGATION

1 Introduction

This scheme specifies the functions that are delegated by the Board of Governors in terms of Section 12(4) of the 1992 Act, as amended by the 2005 Act and the 2013 Act.

All delegations must be exercised in accordance with the law and having regard to any lawful direction and/or guidance subsequently issued by the UK or Scottish Parliament or the Scottish Further and Higher Education Funding Council (SFC).

The delegations are dealt with in three main sections:

• delegation to the Chair of the Board of Governors;
• delegations to Committees of the Board of Governors; and
• delegations to the Principal.

2 Compliance

Where a responsibility has been delegated, there is nothing to prevent the delegator from dealing with the responsibility delegated, or from withdrawing or amending the delegation granted. Exercise by a delegate of a delegated responsibility is as if it had been done by the Board itself.

3 Review

The Scheme of Delegation will be reviewed at least every three years and normally alongside a review of the Standing Orders. This shall not preclude a review being conducted before such time, should it be considered necessary by the Board, or to bring the Scheme of Delegation into line with Financial Memoranda which may be issued from time to time by the SFC.

4 Scheme of Delegation

Authority Reserved to the Board

The following are reserved to the Board and are, in such circumstances, excluded from any scheme of delegation:

4.1 determining the objectives of the Board;
4.2 matters of new policy or variation of existing policy which is core to the business of the College;
4.3 borrowing money (other than overdraft facilities within the Principal's delegated authority) and, in connection with such borrowing, granting securities or giving guarantees or indemnities, Any such borrowing, granting securities or indemnities must comply with Section 12.7(a) of the 1992 Act as amended by the 2005 Act and the 2013 Act;
4.4 final approval of the College’s Strategic Plan;
4.5 approval of the year-end financial statements;
4.6 approval of the annual budget;
4.7 approval of financial forecasts prior to submission to the Scottish Funding Council;
4.8 final consideration of the Annual Audit Report;
4.9 acquisition and disposal of heritable property;
4.10 appointment of members and co-opted members to standing committees with the Chair's Committee making recommendations to the Board;
4.11 removal from office of Board members with the Chair's Committee making recommendations to the Board;
4.12 appointment and dismissal of the Principal;
4.13 determining the processes and procedures for appointment and removal of the Secretary to the Board;
4.14 delegation of functions of the Board of Governors;
4.15 the making, amendment and revocation of the document entitled 'Constitution and Standing Orders for the Board of Governors'.

Whilst the process of monitoring risk management has been delegated to the Audit and Risk Committee, the full Board of Governors retains responsibility for risk within the College.

The Board of Governors of Fife College has determined that, due to the importance of Learning and Teaching, this matter shall also be reserved to the Board, rather than having a specific Committee set up for this purpose.

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic direction by the Board.
Section 1: Delegation to the Chair of the Board

The Chair of the Board is authorised:

1. in the absence of both the Principal and the deputising Principal (the mechanism for appointing the deputising Principal is outlined in paragraph 2 below), in conjunction with a designated member of senior staff, to take such measures as may be required in emergencies subject to reporting to the appropriate Committees 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 (in the Principal's absence the deputising Principal is responsible for the operational management of the College).

2. the Chair is also required to nominate, after a period of four weeks continuous absence of the Principal, a deputy Accounting Officer (normally the deputising Principal) to discharge this role in the Principal's absence (such action should, at the earliest opportunity be brought to the attention of the Scottish Funding Council and the Board).

In the event of continuous absence of eight weeks (including the four week absence referred to above) of the Principal (except in the case of serious illness when the period of continuous absence will be four weeks), the entire Board shall (in a special meeting called for this purpose) be required to invest the delegations ascribed to the Principal in this document to the deputising Principal and other members of the Senior Management Team as the Board considers appropriate until such time as the Principal is capable of discharging fully his functions as Principal/Chief Executive/Accounting Officer and academic leader of the College.

3. to exercise judgment in the event of a need for an urgent decision during the period between Board meetings, such that:
   
   3.1 either an emergency Board meeting is called in the case of material decisions; or
   
   3.2 to make the required decision, subject to homologation at the next Board meeting.

4. to conduct annual staff development and performance review interviews with the Principal, including setting of performance standards for the Principal;

5. to initiate disciplinary action against the Principal or to suspend the Principal, with or without pay, which may later result in disciplinary action against the Principal.

6. to sign the College's Annual Financial Report prior to its submission to the Scottish Funding Council and after it has been approved by the Board;

7. to undertake external representation of the College as appropriate;

8. to approve Board papers for public consultation;

9. to lead the recruitment process and determine the terms and conditions for the Secretary in conjunction with the Chair’s Committee when a vacancy arises with matters of remuneration agreed by the Chair’s Committee;
10 to conduct annual development and performance review interviews with the Secretary, including setting performance standards for the Secretary;

11 to conduct Annual Review meetings with Board Members.
Section 2: Delegation to Committees of the Board

1 General Delegations to Committees

There is delegated to each Committee of the Board all functions relative to:

1 the respective remits of those Committees as detailed in this Scheme;
2 any minutes of the Board making a special delegation to a Committee.

Each Committee may exercise and perform on behalf of and in the name of the Board all of the authority, powers and duties of the Board in relation to the functions so delegated. The Chair of each Committee is authorised to act on behalf of the Board between cycles so far as such acts relate to matters within the remit of the Committee of which he is Chair.

2 Specific Delegations

2.1 Appointments

With the exception of the position of Principal and the Secretary, the authority to fill vacant posts shall be delegated to the Principal in accordance with the College’s Recruitment Policy and having regard to the approved staffing budget.

Appointment to the position of Principal will be made by the Chair in conjunction with the Chair’s Committee with the support of other members of the Board as required.

2.2 Remuneration

The authority to negotiate appropriate remuneration and terms and conditions of service for employees shall be as follows:

- The post of Principal: the Chair’s Committee
- The post of Secretary to the Board: the Chair’s Committee
- All posts of Vice Principal: the Chair’s Committee on recommendation from the Principal
- Staff on individual contracts that fall outwith the Recognition and Procedure Agreements for Lecturing and Support Staff: delegated authority is given to the Principal to reach agreement.
- Staff that are covered by the Recognition and Procedure Agreements with the recognised trade unions: delegated authority is given to the Principal to consider the proposals of the Joint Negotiation Committees and to reach agreement.

2.3 Remits

The remits of each of the Committees of the Board are as follows:
Remit of Chair’s Committee - including Nominations and Remuneration

1.0 Composition

The Chair’s Committee will have a minimum of four members of the Board, including the Chair and the Depute Chair of the Board.

For a meeting to be quorate, three members including the Chair or the Depute Chair must be present.

The Committee should have a range of skills and experience and the membership is determined by the Chair of the Board who will chair the meeting. The Depute Chair will be the Chair where remuneration is being discussed or when discussing the de-selection of a Board member where the Chair has been involved in the matter previously.

The Principal, or their nominee, should be in attendance at each meeting except where the salary of that post holder, or their peers, is being considered.

The Committee should normally meet four times per year.

2.0 Overall Purpose

The purpose of the Chair’s Committee is to ensure that the governance structure of Fife College is fit for purpose and meets legislative obligations; act as a Nomination Committee for recruitment and selection to the Board of Governors; act as a de-selection panel for Board members; review and approve the salaries of the Principal, Vice Principals and the Secretary to the Board; and consider central communications.

3.0 Remit and Duties

3.1 Governance

• Review, at least annually, the governance structure of the Board to ensure that it is appropriate and in line with legislation
• Review the membership of Committees and make recommendations to the Board
• Develop succession plans as required to ensure the Board has sufficient and appropriate membership to fulfil its responsibilities
• Approve the succession plan for the senior management team and monitor implementation
• Determine arrangements for performance management of the Principal and measure this against strategic objectives and key performance indicators set annually
• Ensure that the Board and Committees are undertaking self-evaluation and that action on the outcomes is taken as required
• Advise on development activities for the Board

3.2 Nomination

• Determine the process for identifying candidates to apply to the Board
• Select candidates to join the Board following good practice, making recommendations to Scottish Ministers on appointments
• Oversee the administration process for appointment of Board members

3.3 De-Selection

• Review the de-selection process at least annually
• Instigate the de-selection process where required
3.4 Remuneration
- Determine the remuneration for the Principal, Vice Principals and the Secretary on an annual basis
- Approve the terms of any staff severance scheme, taking into account Scottish Funding Council guidance and thresholds; together with limits on funding and payback periods and monitor progress against this
- Consider severance scheme applications from the Principal, Vice Principals and Secretary, where relevant following recommendations by the Principal

3.5 Central Communications
- Have oversight of the central communications, internal and external to the College, to ensure that any reputational or other risks are effectively managed

3.6 Reports from the Committee
- Report to each Board meeting relevant matters discussed within the Committee
- Recommend for approval to the Board new Board members and their terms of office
- Report to the Board on governance arrangements and their suitability
- Report to the relevant Committee or to the Board on the outcomes of self-evaluation and any subsequent action required
- Report to the relevant Committee of the Board matters that impact on their remit
Remit of Finance, Commercial and Estates Committee

1.0 Composition

The Finance, Commercial and Estates Committee will have a minimum of four members of the Board, one of whom shall be the Principal.

For a meeting to be quorate, three members must be present.

The Committee should have a range of skills and experience and at least one member should have a background in finance, accounting or audit.

The Vice Principals for Finance and Planning, Commercial Development and Organisational Development and Change, or their nominees, should be in attendance at each meeting. The Chair of the Board may be invited to attend specific meetings where items of relevance are on the agenda.

The Committee should normally meet four times per year, one of which must be to consider the annual financial statements.

2.0 Overall Purpose

The purpose of the Finance, Commercial and Estates Committee is to assure the Board of Governors that Fife College has appropriate strategies, plans, budgets and controls in place which manage identified risks creating a sustainable and stable college.

The Committee will receive regular updates from the Boards of any subsidiary company of the College in order to monitor the overall strategic direction of the organisation in relation to commercial activity. However its decisions are limited to commercial activity within Fife College as the relevant company Directors have full statutory responsibilities.

3.0 Remit and Duties

3.1 Financial Control

- Monitor the financial control of the College and to keep the Financial Regulations under review
- Monitor the Treasury Management policy providing a strategy for cash management, long term investments and borrowings
- Monitor expenditure and income against budget and report to the Board where action is required
- Approve the policy for fee waivers and the write off of bad debts within limits set in the Financial Regulations
- Consider and recommend the level of tuition fees and other charges
- Monitor capital expenditure against agreed development plans
- Consider financial benchmarking information and monitor unit costs

3.2 Financial Management

- Approve all strategic decisions in relation to college finance within the scheme of delegation
- Consider and recommend to the Board for approval the College’s annual budget
- Consider and recommend to the Board for approval the College’s annual financial statements
• Ensure the College adheres to the Financial Memorandum issued by the Scottish Funding Council
• Review the effectiveness of financial management

3.3 Commercial
• Review the commercial strategy of the College and recommend any action to the Board
• Monitor the performance of the College commercial activity against budget
• Receive regular update reports from any subsidiary company of the college including Carnegie Enterprise Limited
• Receive information on the College commercial tenders and contracts and their performance

3.4 Estates
• Oversee the College estates strategy and ensure that it is consistent with the College’s overall strategy, establishing and overseeing any Project Boards or Short Life Working Groups that may from time to time be established
• Provide assurance to the Board that the estates strategy is fit for purpose and sustainable

3.5 ICT
• Oversee the College ICT strategy and ensure that it is consistent with the College’s overall strategy
• Receive updates from the ICT Strategy Group on issues of strategic importance and giving updates on progress
• Provide assurance to the Board that the ICT strategy is fit for purpose and sustainable

3.6 Other Matters
• Receive and review reports related to the work of the Committee prepared by external bodies

3.7 Reports from the Committee
• Report to each Board meeting relevant matters discussed within the Committee
• Report to the relevant Committee of the Board matters that impact on their remit
Remit of Audit and Risk Committee

1.0 Composition

The Audit and Risk Committee will have a minimum of four members of the Board.

For a meeting to be quorate, three members must be present.

The Committee should have a range of skills and experience and at least one member must have recent relevant financial or audit experience.

The Vice Principal Finance and Planning, or their nominee, should normally be in attendance at each meeting. However they may be asked to leave part or all of any meeting at the request of the Chair. The Chair of the Board, the Chair of the Finance, Commercial, Planning and Estates Committee and the Principal may be invited to attend specific meetings where items of relevance are on the agenda. The College’s appointed internal and external auditors will be invited to send representatives to each meeting.

Members of the Finance Committee, the staff nominees or anyone with executive authority in the college may not be members of the Audit and Risk Committee.

The Committee should normally meet four times per year, one of which must be to consider the annual financial statements and accompanying external audit report. The Committee will annually hold a private meeting (without College executives present) with internal and external auditors to discuss audit issues. Audit and Risk Committee Members or the internal or external auditors may request an additional private meeting at any time should there be issues that require to be discussed.

2.0 Overall Purpose

The purpose of the Audit and Risk Committee is to assure the Board of Governors that Fife College has in place a system of governance, internal control and risk management which is being maintained and developed to meet legislation and regulations applying to the sector. The Committee must support the Board and the Principal by reviewing the comprehensiveness, reliability and integrity of assurances: the College’s governance, risk management and internal control framework.

3.0 Remit and Duties

3.1 Probity

- Advise on the selection, appointment and remuneration of the internal audit service
- Agree an internal audit work programme annually based on an audit needs assessment
- Receive the internal audit reports as per the agreed work programme and ensure that recommendations are adequately responded to by the college
- Receive an annual report from the internal auditor which should include an opinion on the degree of assurance that can be placed on the systems of internal control and any follow-up actions still outstanding which should be closed off by the College
- Review the annual financial statements with a view to recommending them to the Board for approval
- Receive the external auditor annual report and management letters and to ensure that any recommendations are adequately responded to by the College
• Monitor the effectiveness of internal and external audit service and promote co-ordination between the two
• Review the effectiveness of financial and other control systems ensuring value for money
• Oversee the policies on fraud and irregularity and receive reports on any fraud or irregularity, potential or real, ensuring that action is taken by the College to address these
• Receive an annual report on any matters of whistleblowing or disclosure and ensure that any recommendations from these are adequately responded to by the College

3.2 Risk Management
• Monitor and ensure the effectiveness of the College’s approach to risk assessment and management through regular review of the Risk Register and other reports
• Review the prioritisation of risk management taking into account financial, reputational, commercial and other risks
• Request reviews by the College of areas of high or escalating risk ensuring that recommendations from these are adequately responded to
• Review key risks associated from subsidiary companies of the College, at least annually, ensuring that action is taken in mitigation of any risks identified
• Receive ad-hoc reports on matters of potential reputational, commercial and/or financial risk and ensure that the College’s approach to managing the risks is appropriate and adequate

3.3 Performance
• Scrutinise the organisational performance management and governance processes to ensure their appropriateness and effectiveness
• Undertake a self-evaluation exercise annually to ensure that the Audit and Risk Committee complies with best practice in relation to governance and that the internal and external audit service is satisfactory
• In accordance with the Scottish Funding Council Code of Audit Practice, provide an annual report to the Board on the adequacy and effectiveness of the College’s internal control systems and on the effectiveness of the work of the internal and external auditors

3.4 Other Matters
• Receive and review reports related to the work of the Committee prepared by external bodies

3.5 Reports from the Committee
• Report to each Board meeting relevant matters discussed within the Committee
• Prepare an annual report to the Board that gives an opinion on the system of governance, internal control and risk management within the College
• Report to the relevant Committee of the Board matters that impact on their remit
Remit of Health and Safety and Human Resources Committee

1.0 Composition

The Health and Safety and Human Resources Committee will have a minimum of four members of the Board, one of whom shall be the Principal.

For a meeting to be quorate, three members must be present.

The Committee should have a range of skills and experience and at least one member should have a background in health and safety or human resources.

The Vice Principal Organisational Development and Change, or their nominee, should be in attendance at each meeting. The Chair of the Board may be invited to attend specific meetings where items of relevance are on the agenda.

The Committee should normally meet four times per year.

2.0 Overall Purpose

The purpose of the Health and Safety and Human Resources Committee is to assure the Board of Governors that Fife College has in place appropriate policies and procedures to promote and safeguard the health and safety of staff, students and all stakeholders and satisfies current legislation. With regard to human resources, it is to assure the Board of Governors of the appropriateness of policies and procedures to promote a positive and inclusive culture and meets with relevant legislation.

3.0 Remit and Duties

3.1 Health and Safety

• Ensure the health and safety policy of Fife College is reviewed at least annually
• Receive reports that detail the approach to health and safety in the College and how the College meets the its legal obligations
• Receive health and safety audit reports and determine any necessary arising actions
• Ensure that action is taken to promote the health and safety of staff, students and others within the College
• Consider any reports from external enforcing authorities under health and safety legislation or other bodies and ensure that issues where weakness is identified are addressed fully by the College
• Consider and agree setting and measuring of health and safety performance standards

3.2 Human Resources

• Review the human resources strategy to ensure fit with the overall strategy of the College
• Receive reports and data on HR metrics and to ensure that any key findings impacting on the staff experience or working environment are addressed by the College
• Receive reports and data on equalities metrics in relation to staff and students ensuring that appropriate action is taken by the College where required
• Ratify or endorse changes to policies and procedures that affect staff ensuring that these meet legislative requirements
• Receive reports on the development opportunities available to staff, the take up of these and the impact on the College
• Ensure the College maintains positive relationships with recognised trade unions

3.3 Other Matters
• Receive and review reports related to the work of the Committee prepared by external bodies
• Members of this Committee may on occasion be required to act within the policy framework as recognised agreed on staffing matters.

3.4 Reports from the Committee
• Report to each Board meeting relevant matters discussed within the Committee
• Report to the relevant Committee of the Board matters that impact on their remit
Remit of Estates Project Board

1.0 Composition

The Estates Project Board will comprise the Chair of the Board, the Principal and at least two other Board representatives, at least one of which should be a member of the Finance, Commercial and Estates Committee.

For a meeting to be quorate, two members must be present.

The Vice Principal for Finance and Planning and the Project Director, or their nominees, should be in attendance at each meeting. Other interested parties, for example the Scottish Funding Council, Scottish Futures Trust or student and staff representatives, should be invited to attend relevant meetings.

The Estates Project Board is required to exist for a sufficient time period to ensure that its purpose and remit has been completed to the satisfaction of the Board of Governors.

2.0 Overall Purpose

The purpose of the Estates Project Board is to ensure that the new build projects at Dunfermline and Levenmouth are effectively managed and implemented in accordance with the Business Case as approved by the Scottish Funding Council.

3.0 Remit and Duties

- To approve the Outline Business Case and Full Business Case for submission to the Scottish Funding Council.
- To ensure that any works are procured in accordance with the College’s Financial Regulations and guidance as set out by the Scottish Funding Council.
- To monitor the progress of the new builds ensuring that they are brought in on time and on budget and to report any slippage to the Board of Governors.
- To consider and manage project related risks.

4.0 Reports from the Committee

- Report to each Finance, Commercial and Estates Committee and Board of Governors meeting relevant matters discussed within the Group
- Prepare a final report for the Board of Governors once the Projects have concluded recommending that the Estates Project Board be discontinued and any outstanding work subsumed into the main work of the Finance, Commercial and Estates Committee.
Remit of the Board of Directors of Carnegie Enterprise

1 Composition

The Board of Directors of Carnegie Enterprise will have a minimum of four Directors who are members of the Board, one of whom shall be the Principal. In addition, the Directors will appoint one external non-executive Director. The Managing Director of Carnegie Enterprise will also be a member.

For a meeting to be quorate, three Directors must be present.

The Board of Directors of Carnegie Enterprise should have a range of skills and experience and at least one member should have a background in commercial activities.

The Vice Principal Finance and Planning, or their nominee, should be in attendance at each meeting.

The Committee should normally meet quarterly.

2 Overall Purpose

The purpose of the Board of Directors of Carnegie Enterprise is to develop and monitor commercial and business strategies for the commercial company, and to ensure the company fully complies with its statutory obligations.

3 Remit and Duties

3.1 Business and Commercial

- To approve, review and monitor strategy in relation to the generation of new business opportunities.
- To consider proposals for enhancing the efficiency and effectiveness of the company.
- To consider market opportunities and to make decisions on marketing strategies and plans to address these opportunities.
- To monitor and review the annual and three yearly business plan for Carnegie Enterprise and to recommend its approval for inclusion in the Strategic Plan to the Board of Governors of Fife College.
- To receive and consider reports regarding the award of commercially focused contracts.
- To consider the physical development of the Carnegie Conference Centre and the land attaching thereto as required and make recommendations to the Board of Governors of Fife College, through the Finance, Commercial, Planning and Estates Committee.

3.2 Financial

- To monitor and review the budget and forward forecasts in respect of progress towards achieving the business plan.
- To recommend the annual accounts and the budget for approval to the Board of Governors of Fife College, through the Finance, Commercial, Planning and Estates Committee.

3.3 Reports from Committees

- Report to each Board of Governors meeting relevant matters discussed by the Board of Directors
- Report to the relevant Committee of the Board matters that impact on their remit
Section 3: Delegations to the Principal

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic direction by the Board.

The functions listed here are delegated to the Principal. The Principal may, in turn, delegate particular functions to other members of staff while retaining responsibility to the Board for the proper exercise of these functions.

Qualification of delegations

The delegations to the Principal are always subject to:

- the key documentation of the Board and of all policies of the Board that from time-to-time are in force;
- appropriate provision for financial outlays having been made by the Board for the current year.

The Principal is authorised:

1.0 General

1.1 to take such measures as may be required in emergencies subject to advising the Chair of the Board, where possible, and subsequently reporting to the appropriate Committee or to the Board as soon as possible thereafter any items for which approval of the Committee or Board would normally be necessary;

1.2 to facilitate the management of the College and its provision of services within the framework determined by the College Strategic and Operational Plans, the approved budget and any other policies determined by the Board;

1.3 to arrange for the keeping of proper records and minutes of the Board and Committee meetings proceedings;

1.4 to make available for inspection at the College copies of the agenda and agreed minutes of any meeting of the Board or any Committee and also of any non-restricted report or other document considered by such a meeting;

1.5 to consult on behalf of the Board with representatives from key local organisations about the priorities contained within the College’s Strategic Plan and the College Outcome Agreement prior to its final approval by the Board;

1.6 to respond on behalf of the Board to consultative documents that may from time-to-time be sent to the College by the Scottish Government, the Scottish Funding Council or other external agencies;

1.7 to authorise the issue of press releases for publication and broadcasting on behalf of the College;

1.8 to authorise the commercial publication of any document on behalf of the College;

1.9 to take out membership of, and to attend meetings of, appropriate outside bodies and professional associations where it is compatible with the duties of the Principal and in the interests of the College to do so;
1.10 to absent himself or to permit any member of staff of the College to absent himself occasionally and temporarily during business hours to attend to duties or services of a civic, honorary, charitable or social nature provided that they do not interfere with the efficient or effective discharge of his duties to the Board. Similarly he may permit a member of the College's staff to absent themselves for compassionate reasons;

1.11 to make visits and to authorise members of staff of the College to make visits as representatives of the College;

1.12 if he considers it would be in the interests of the College or Board to do so, to approve the provision of reasonable hospitality to representatives of other Colleges, organisations, members of staff of the College or others, taking into account the principles of the Bribery Act;

1.13 to determine the dates of the College holidays and other details of the College's academic calendar;

1.14 to take appropriate action on all other issues which do not fall within the specific remits of the Board or its Committees, bearing in mind at all times, the interests of the college and its students, and his responsibility as Accounting Officer.

1.15 to appoint a senior member of staff as deputising Principal during periods of planned absence. In circumstances where the absence of the Principal is unplanned, the Chair shall appoint a deputising Principal from among the college senior management.

2.0 Finance

2.1 to arrange for the presentation to the Board for approval of an annual budget of income and expenditure, including revenue and capital;

2.2 to 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 Scottish Funding Council instruction;

2.3 to sign and date the report of the Board on the Annual Accounts in terms of the accounts direction given by the Scottish Government under paragraph 18 of Schedule 2 to the 1992 Act and having accord with subsequent Scottish Funding Council and Audit Scotland requirements;

2.4 to 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 on behalf of the Board 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 Contract Procurement Procedures;

2.5 when it is judged to be in the interests of the Board to do so, to terminate contracts or to authorise the termination of contracts except in cases where the contracts have been specifically approved either by the Board or a Committee;
2.6 to incur capital expenditure up to the limits set in the college Financial Regulations or Board approved budgetary limits;

2.7 to vire monies from expenditure heads within agreed budgets taking account of and complying with the College's Financial Regulations;

2.8 to monitor and manage any budgets for which he is the designated budget holder;

2.9 to sign cheques in accordance with the provisions for cheque signatories;

2.10 to sign on behalf of the Board European Social Fund and other Public Authority Support Certificates;

2.11 to write off bad debts due to the College in accordance with the limits set out in the College's Financial Regulations;

2.12 to sign all deeds and other documents binding the Board for all purposes to which paragraph 20 of Schedule 2 to the 1992 Act applies;

2.13 to set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses and services offered by the College taking cognizance of guidance issued on such matters by the Board, Scottish Government and the Scottish Funding Council. In addition, the Principal shall have the authority to waive or grant remission of fees and expenses in special cases;

2.14 to provide courses requested by outside agencies and to negotiate in accordance with the approved fees policy appropriate charges;

2.15 to raise funds for, and apply them to, any of the activities that the Board has power to undertake;

2.16 to accept gifts of money, other property and services on behalf of the College and (in accordance with the College's policy on the receipt of gifts):

- determine their application; or
- set up a trust to hold or administer them for the purpose for which they have been established;

2.17 to administer any educational endowment that transferred to and vested in the Board in terms of section 19(1) of the 1992 Act;

2.18 on receipt of valid claims, to pay to members of the Board or co-opted members of the Board's Committees (whether or not they are also members of the Board) such allowances and expenses as the Board may have determined after taking cognisance of guidance issued by the Scottish Funding Council.

2.19 to open bank accounts on behalf of the College (as specifically directed and approved by the Board) and to manage the College overdraft facility in accordance with Board guidance and Scottish Funding Council guidelines.
3.0 Insurance

3.1 to take out any necessary insurances to protect the interests of the College and the Board;

3.2 to make arrangements with insurance companies concerning the settlement of claims in accordance with the limits set out in the College’s Financial Regulations;

3.3 to settle (and without reference to the Board) claims made against the Board where there is no insurance and whether or not a court or tribunal action has been raised, subject to any necessary approvals being obtained when Treasury Indemnity applies or other guidance from the Scottish Funding Council. The financial limit for such settlements is set out in the College’s Financial Regulations;

3.4 to take all necessary steps to ensure compliance with risk management guidance.

4.0 Property

4.1 to allocate and apportion accommodation within the College;

4.2 to determine and control the standard of furniture, furnishings and equipment within the College;

4.3 to arrange for any necessary alterations to College property provided that the alteration or adaptation does not affect any material change in the character of the College, and subject to tender procedures laid down by the Board. Financial limits for such alterations are detailed in the College’s Financial Regulations;

4.4 to apply to the appropriate authority for any necessary statutory consents;

4.5 where it is competent and in the interests of the college to do so, to lodge with the appropriate authority, objections to the grant of any permission, licence, warrant etc;

4.6 to grant use of College accommodation to outside bodies or persons for the purposes of holding meetings and functions on such terms and conditions as are reasonable in the circumstances and in accordance with the College’s letting policy;

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

5.0 Staffing

5.1 to supervise, manage and deploy staff within the College;

5.2 to review the performance of members of the College Senior Management Team against predetermined targets in accordance with the policy of the Board;

5.3 to prepare the initial role descriptions and specifications of staff employed in the College and review and modify these to meet the perceived needs of the College;

5.4 to authorise the appointment of staff to the College, within the agreed budget approved by the Board, in circumstances where the power to appoint has not been
5.5 to 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 and professional associations;

5.6 to consult and negotiate with representatives of recognised trade unions and professional associations on behalf of the Board;

5.7 to take disciplinary action against staff of the College up to and including dismissal subject to complying with the disciplinary procedures laid down by the Board;

5.8 to deem an employee to be in breach of contract and to take appropriate action against such an individual within the College's policies;

5.9 to grant appropriate leave of absence with salary to enable staff to undertake work experience, approved courses or to attend approved meetings or conferences;

5.10 to grant leave of absence without salary for up to one year to enable staff to undertake voluntary service or for other appropriate purposes;

5.11 to determine his own pattern of annual leave within the conditions of service which apply, for the time being, to the post, subject to details being provided for information to the Chair of the Board;

5.12 to arrange programmes of in-service training for both staff and members of the Board;

5.13 to exercise any discretionary powers available in the implementation of conditions of service in relation to all staff;

5.14 to approve the secondment of staff of the College to external agencies where the total cost for the secondment is recoverable and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment;

5.15 to sanction the payment of overtime allowances;

5.16 to sanction the payment of temporary responsibility allowances in accordance with the conditions of service;

5.17 to approve initial salary placing for staff within approved salary scales;

5.18 to engage the services of outside persons, firms or organisations when it is necessary to carry out the functions of the Board in cases where the authority to engage such services is not delegated to a Committee or is not reserved to the Board;

5.19 to authorise criminal record checks from Disclosure Scotland on staff who may be working with vulnerable people;

5.20 to give a direction, in special circumstances, that any member of staff shall not exercise
a delegated function;

5.21 in exceptional circumstances, to agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council;

5.21 to rescind, in his role of Accounting Officer, any delegation to any nominated officer.

6.0 Students

6.1 to arrange for the provision of appropriate curricular and support services for students and clients;

6.2 to 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;

6.3 to administer in accordance with any policy of the Board the provision of financial or other assistance to students of the College;

6.4 to authorise students and make financial contributions to students to attend courses and conferences and to undertake educational visits and excursions within the UK or abroad within the approved budget of the Board;

6.5 to authorise leave of absence with salary for staff to accompany students of the College to such courses and conferences and on such visits and excursions as mentioned in paragraph 6.4;

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

6.7 to take appropriate disciplinary action, including temporary exclusion and permanent exclusion, against students.
# BOARD OF GOVERNORS OF FIFE COLLEGE

## ROLES AND RELATED FUNCTIONS

**Key Roles of the Board** (taken from the Code of Good Governance for Scotland’s Colleges 2012)

<table>
<thead>
<tr>
<th>Roles</th>
<th>Related Functions</th>
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</thead>
<tbody>
<tr>
<td>To provide strategic leadership, direction, support and guidance for the College</td>
<td>To oversee the development and review of strategies, plans and policies and monitor their implementation within an agreed timetable and reporting structure</td>
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<tr>
<td></td>
<td>To determine the college’s vision, strategic direction, educational character, values and ethos</td>
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<tr>
<td></td>
<td>To ensure appropriate and experienced people are recruited for key management roles and as new Board Members</td>
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<tr>
<td>To promote commitment to the College’s core values, policies and procedures</td>
<td>To ensure there is an appropriate risk culture and to ensure the effectiveness of arrangements for risk management, internal control and governance processes and ensure that these are communicated throughout the College</td>
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<tr>
<td></td>
<td>To ensure proper financial and other management of the College, to ensure economy, efficiency and effectiveness of the College’s activities</td>
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<tr>
<td>Managing and conducting their College</td>
<td>To address management matters brought to their attention by the senior management team</td>
</tr>
<tr>
<td></td>
<td>To ensure educational demand is met where possible</td>
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<tr>
<td></td>
<td>To oversee the development and review of performance targets, including key financial targets</td>
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<td></td>
<td>To provide continuity of direction and management by making appropriate arrangements for delegation</td>
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<tr>
<td>To ensure the College provides suitable and efficient further education to its learners</td>
<td>To ensure appropriate activity levels are achieved by the college</td>
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<td></td>
<td>To foster an environment that enables the college to fulfil its mission and meet Scottish Government priorities, for the benefit of students and the community it serves</td>
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<td></td>
<td>To ensure an appropriate curriculum is offered to learners</td>
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<td></td>
<td>To ensure mechanisms are in place to monitor quality of provision</td>
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<td></td>
<td>To ensure accessibility with a variety of media is maximised; and</td>
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<tr>
<td></td>
<td>To ensure adequate and suitably experienced academic staff resource is available to ensure delivery of high quality approved curriculum and activity levels</td>
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<tr>
<td>To comply with the Financial Memorandum agreed by the College and with SFC and the relevant aspects of the Scottish Public Finance Manual and to ensure regularity of spend of funds received from the Scottish Funding Council (SFC)</td>
<td>To implement clear guidelines and authorisation procedures and a culture of good governance</td>
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<tr>
<td></td>
<td>To receive regular reports from management in respect of this</td>
</tr>
<tr>
<td>To keep proper accounts and other records, ie to ensure proper stewardship of funds, ensuring probity of spend and delivery of value for money in the use of the</td>
<td>To ensure there is an appropriate risk culture and to ensure the effectiveness of arrangements for risk management, internal control and governance processes and ensure that these are communicated throughout the College</td>
</tr>
<tr>
<td></td>
<td>To obtain appropriate internal audit reports, effective Key Performance Indicator reports, including in regard to quality of curriculum delivery, and monitor performance of the senior</td>
</tr>
<tr>
<td>Roles</td>
<td>Related Functions</td>
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<tr>
<td>-------------------------------------</td>
<td>--------------------------------------------------------</td>
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<tr>
<td>College’s resources</td>
<td>management team</td>
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<tr>
<td></td>
<td>To ensure that the financial statements are true and fair and that the College’s income and expenditure is regular</td>
</tr>
<tr>
<td></td>
<td>To ensure economy, efficiency and effectiveness of the College’s activities</td>
</tr>
<tr>
<td></td>
<td>To establish and promote the College’s role in the community</td>
</tr>
</tbody>
</table>

### Roles and Responsibilities of Individual Board Members

Fife College expects that a Board member will:

- Provide strategic leadership and direction to the college through oversight of and contribution to key strategy documents such as the regional outcome agreement as well as by setting the strategic priorities for example related to financial objectives or staffing strategies.
- Have an awareness and understanding of the national policy context and of local needs for further education.
- Contribute to the development of the College’s mission and values through discussion and debate on the strategic priorities.
- Support the development of and monitor key performance indicators to support the College in achieving its mission and values and strategic priorities.
- Monitor the achievement of targets to ensure the College is performing against its own criteria and that of key stakeholder bodies.
- Develop and review the College’s internal controls and an audit regime to ensure that these identity the risks and opportunities to enable the College to be sustainable and relevant for all of the stakeholders.
- Develop and review the College’s financial strategy and objectives, including for estates, and ensure that there is an appropriate control system in place which is regularly monitored.
- Ensure that the College, through its mission, values and strategic priorities is creating a learning environment that encourages everyone to achieve outcomes relevant to them and to aspire to learn more.
- Ensure that the College, through its mission, values and strategic priorities is creating a positive and safe environment where people want to work and achieve the aims of the college.
- Develop and review the equality and diversity practices of the College to ensure that everyone who contacts the college or who works and learns in it is treated with respect and dignity.
- Promote the interests of the College, including that of its learners and staff, both in the local community and internationally.
- Work with other governors in a supportive, helpful and constructive way to ensure the Board is effective when it meets.
- Declare any conflicts of interest that arise as they arise and to do so in an open and transparent manner.
• Base thoughts and opinions on individual assessment of the information provided and avoid representing other views whether they are internal or external to the College.

• Avoid making statements or expressing opinions on behalf of other Board members, or the College, other than through the normal channels.

• Recognise that, as a governor of a public body, Board members should act in ways that demonstrate good governance and are in accordance with the Nolan Principles of Public Life.

• Participate in reviews of performance of the Board and development opportunities to increase individual effectiveness and understanding of the College and sector.

• Commit around 12-14 days per annum including attendance at events as well Board and other meetings.

Skills, Knowledge, Experience and Attributes of Board Members

The Board should aim to have membership:

• with diverse skills, knowledge and experience which taken together reflects the current and future needs of the Board and which supports it to meet its responsibilities for effective governance as outlined in the Code of College Governance; and

• which, as far as possible, reflect the diversity of the people in the region and comprises at least 40% men and 40% women.

In appointing a person as a non-executive member, the Board should seek to appoint someone who

(1) can be expected to adhere to the Nine Principles of Public Life and act at all times in good faith and in the best interests of learners. The nine principles are: selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service and respect;

and

(2) has significant experience or knowledge of:

(a) further, higher or senior secondary education or the college student experience; or
(b) industry, commerce, finance, the Third Sector, public service or trade unions; or
(c) the region (or a part of it) and its relevant needs

and

(3) has such other skills, knowledge, experience or attributes as the Board considers relevant to ensure effective corporate governance and the proper exercise of its functions.
Roles and Responsibilities of the Chair of the Board

The Chair of a Regional College Board is appointed by Scottish Ministers. In addition to being Chair of a Regional College, the Chair may be given additional duties such as leading on national initiatives and chairing workstreams, as determined from time to time by Scottish Ministers.

Roles and Responsibilities:

• Effective leadership of the Board and ensuring that the Board fulfils its duties, roles and responsibilities.

• Ensuring members work together effectively and efficiently and have confidence in the procedures laid down for the conduct of business and that the views of all members are sought at meetings.

• Ensuring the efficient conduct of the business of meetings of the Board by following established procedures for the conduct of business.

• Ensuring members have a proper knowledge and understanding of their roles and responsibilities.

• Developing effective and mutually supportive working relationships with the Principal and other senior staff, agreeing their annual targets, overseeing the way they implement Board decisions and undertaking performance assessment of the Principal.

• Ensuring that the Board observes the principles of public life and that any Committees established report back to the Board on a timely and efficient basis.

• Suspension and dismissal of senior postholders.

• Calling meetings and approving minutes of meetings prior to publication.

• Convening Annual Review meetings with all Board Members.
Roles and Responsibilities of the Secretary to the Board

Roles and Responsibilities:

- Ensuring that the business of the Board is conducted smoothly and efficiently and in compliance with Statutory Instruments, Standing Orders and the Scheme of Delegation.

- Ensuring that the Board operates within its powers and follows agreed and proper procedures and takes appropriate action if required.

- Ensuring that principles of corporate governance are followed and advising the Board accordingly.

- Ensuring the meetings of the Board are properly run, that members receive appropriate advice and that the proceedings of the Board and its Committees are recorded fully and accurately.

- Identifying where there is a quorum and ensuring appropriate ratification of non-quorate meetings.

- Ensuring the conduct of the business of the Board, and of individual members, accords with the high standards expected of those in public office.

- Maintaining an up-to-date register of interests.

- Planning the business of the Board and its Committees, which will involve timetabling meetings in advance, preparation of agendas and commissioning and distribution of papers.

- Taking minutes of meetings and ensuring they clearly identify actions, responsibilities and matters arising.

- Ensuring that Board members are appointed and replaced in accordance with the College’s Standing Orders.

- Continuing development of Board member expertise.
De-Selection Policy

1. It is accepted by the Board that Board members will from time to time be unable to continue in their role as a member of the Board. It should be noted that this policy does not apply to the Principal of the College for whom different arrangements apply as detailed in their contract of employment; or to the Chair of the Board for whom different arrangements apply as outlined by Scottish Ministers.

2. The reasons for resignation may be private and personal and this will be respected by the Board.

3. Where a Board member decides to resign for reasons not connected with those listed in paragraphs five, six and seven, the member should write to the Secretary informing the Board of their decision. The Secretary will confirm receipt of the resignation letter including the date from which the resignation is to be effective and will discuss the situation with the Chair in the first instance. This will be reported to the next Board meeting and the Chair’s Committee will begin the process of seeking nominations after that. The Chair’s Committee may take action prior to next Board meeting depending on the calendar of meetings and the role that the Board member fulfils, for example Chair of a Committee.

4. A Board member who resigns as a result of concerns about the running of the College or a proposed action, should inform the Secretary of this in the letter of resignation. The Secretary will endeavour to agree a statement detailing the reason for the resignation to be circulated to all Board members.

5. There are specific reasons for a Board member being required to resign from the Board and these are detailed in the 1992 Act. These reasons are:

   5.1. A breach of confidentiality connected with information received in the performance of their duties as a Board member
   5.2. Not registering and/or declaring a relevant interest
   5.3. Not attending Board or Committee meetings for a consecutive six month period and where permission for that absence has not been sought
   5.4. Ceasing to be a student or member of staff and membership of the Board is by virtue of that status
   5.5. Becoming full time member of staff or student where membership is that of a non-executive
   5.6. Being unable or unfit to carry out their duties as a member of the Board

   Where the matter should be dealt with by the Standards Commission as detailed in the Code of Conduct for Members of the Board of Governors of Fife College, the powers of the Standards Commission shall prevail.

6. There are also instances where a Board member becomes ineligible to continue on the Board. These are also detailed in the Further and Higher Education Act 1992 and include:

   6.1. A conviction in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic of any offence and has had passed on them a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine;
   6.2. Having had their estate sequestrated, having made an arrangement with their creditors, having been adjusted bankrupt, been granted a trust deed for their creditors or a composition contract;
   6.3. Being incapacitated by mental illness or
6.4. A conviction of an offence of dishonesty or an offence under the Charities Act
6.5. Having been removed from office under section 24 of the 1992 Act (Mismanagement by Boards).

7. Board members are subject to Enhanced Disclosure by Disclosure Scotland. A person may not be appointed, or may be removed from office, where no application for disclosure is completed or where the result of a disclosure is incompatible with them joining or remaining on the Board.

8. Where the Chair’s Committee of the Board is satisfied, having made due enquiry and having given notice to the relevant Board member of the belief that he or she is required to resign as a result of one of the circumstances detailed in paragraph five, six (excluding clause 6.5) or seven, and having permitted that board member to make representations to the Committee why that action should not be taken, the Chair of the Board will confirm, in writing, to that Board member that he or she has been deemed to have resigned on a particular date. At the next Board meeting, the Board will be informed that the member has resigned and may no longer attend Board or Committee meetings. After the Board meeting at which the resignation has been announced, the Chair’s Committee will begin the process of seeking nominations.

9. Where a Board member has been removed as provided for in paragraph six, clause five, no further action shall be required by the Board.

10. Where a Board member is unable or unfit to carry out their duties as a member of the Board under paragraph five, clause six, the College would include the notion of non-performance. This would be judged against the job descriptions and criteria as well as the Code of Conduct and Standing Orders. Action would be taken prior to the Chair’s Committee considering any non-performance by the Chair of the Board and this might include informal action such as mentoring or peer support and professional development activity as determined by the Chair of the Board and the Board member themselves. If, after an agreed and reasonable period of time, the situation continued, it would be expected that the Chair of the Board would make it known to the Board member that the situation had not improved and that the matter would be considered by the Chair’s Committee under this policy at their next meeting or by special meeting depending on the calendar of Committee meetings and the wishes of the Chair and Board member involved. The Chair would need to make it clear that consideration under the policy would not automatically result in resignation and that the Committee would make due enquiry.

11. If the performance of the Board member was so serious that the Chair of the Board considered that no action could be taken prior to the Chair’s Committee considering the matter, the Chair of the Board will seek advice from the Depute Chair, who is a member of the Chair’s Committee. Serious matters would include, but is not exclusive to, breaches in confidentiality, a refusal to abide by a decision of the Board, behaviour likely to bring the College into disrepute, negligence that was of a grave nature or violent, acting in ways that are incompatible with the principles of public life, intimidating or harassing behaviour to a fellow Board member, student or staff member of the College or any person connected to the College.

12. Where the Chair’s Committee have made due enquiry, after a matter was referred to them directly by the Chair of the Board under paragraph 11, and determined that a Board member was not performing as detailed in the job descriptions and criteria, the Chair of that Committee will write to the Board member and inform them of that decision with any action required. The Board member may request that such a decision be reviewed and this would be considered by the Chair’s Committee without the presence of the Chair of the Board. Such a request should be made within three weeks of the date of the letter from the Chair’s Committee.

13. The Chair’s Committee will appoint someone from their number to consider a review of the decision by the Chair’s Committee and will determine a course of action as a result of their enquiry. The decision of the Chair’s Committee is final.
14. In the case of the Chair of the Board, the Depute Chair will take the role of the Chair of the Board and where section 10 or 11 of this policy is invoked for the Chair of the Chair’s Committee that Committee will appoint someone from their number to act as Chair of the Chair’s Committee for this purpose only. The Chair’s Committee would require to send information to the Scottish Ministers who would have the authority to take whatever action they deem as appropriate.