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REGIONAL BOARD REPORT

Subject: Updated Terms of Reference	**Purpose:** **For Approval** ☒ **For Discussion** ☐ **For Information** ☐
Prepared by: David Killean	**Date:** 20 February 2017

Purpose: To seek approval for amendments to Terms of Reference for Board committees.

Executive Summary:
The Terms of Reference for the following committees have been amended:

Remuneration Committee: To clarify the responsibilities of the committee for the appropriate use of public funds and the importance of good governance in relation to pay, reward, performance and severance for senior staff.

Nominations Committee: To remove from the remit of this committee the responsibility for suspension or termination of senior members of staff. To clarify the dual purposes of the committee in ensuring the Board has the necessary skills and diversity within its membership and taking this into consideration when coordinating nominations to the Board. To extend part 2.8 of the Terms of Reference to include reference to other sources of guidance when considering Board appointments.

Chair's Committee: To extend its role as an advisory committee to the Board to include the appointment of a Board Secretary and in matters relating to alleged misconduct on the part of the Principal, Board Secretary or Board member. To clarify its role with regard to grievances and appeals and to remove student appeals from its remit. (Note: Student appeals are held by the Principal and co-opted members of senior staff. Further appeal is open to students beyond the College in matters of complaint, assessment and malpractice.)

Recommendation: To approve the changes to the remits

Previous Committee Approvals: n/a

For publication ☒	**For publication with redactions** ☐	**Not for publication** ☐

Signed:

Author **Principal**

BORDERS COLLEGE

CHAIR'S COMMITTEE

TERMS OF REFERENCE (Draft)

1 Constitution

A minimum of five members – Regional Board Chair and a minimum of four other Members of the Regional Board. There will be no SMT representative unless requested to attend by the Chair.

1.1 Quorum: Three members of the Committee will constitute a quorum.

1.2 Chair: The Regional Board Chair shall be Chair.

2 Terms of Reference

2.1 To advise the Regional Board on the selection/appointment of the Principal and Board Secretary;

2.2 To advise the Regional Board on any matters relating to the misconduct on the part of the Principal, Board Secretary or Board member;

~~2.2~~2.3 To manage staff disciplinary procedure appeals in the case of dismissal ~~(staff and students)~~;

2.4 To manage grievance procedure for staff where the grievance is against the Principal;

~~2.3~~2.5 To manage grievance appeals where the grievance is against a member of the Senior Management Team;

~~2.4~~2.6 To oversee any urgent matter that may affect the operation of the College;

~~2.5~~2.7 To consider and make recommendations to the Regional Board on any matters of unusual or special interest not within the remit of another Committee.

Note: The membership of this Committee will be constituted for each meeting to reflect the issues to be dealt with.

Approved by the Board – ~~11 December 2014~~ Date of next review – ~~December 2016~~

BORDERS COLLEGE

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1 Constitution

A minimum of five members. A minimum of 3 members of the Committee will be independent non-executive directors one of whom should be the Chair of the Regional Board. For the avoidance of doubt, the Principal of the College is ineligible for appointment. All appointments to the Committee shall be made by the Board with exception of the Chair of the Regional Board. Members of the College Management Team should be in attendance as requested by the Chair.

1.1 **Quorum:** Three members of the Committee shall constitute a quorum. Members are able to co-opt other members with particular expertise.

1.2 **Chair**: The Chair of the Regional Board will chair the committee. In the absence of the Chair, the remaining members present shall elect one of their own number to chair the meeting.

2 Terms of Reference

2.1 To determine the process for nominations, appointments /extensions to the Regional Board of 'ordinary' members;

2.3 To nominate candidates for the approval of the Regional Board, Chair and Ministers to fill vacancies on the Regional Board;

2.4 To conduct succession planning with the dual purpose of ensuring that the members of the Board have the requisite skills, experience, knowledge and other relevant attributes for the Board to perform effectively, and ensuring there is diversity in relation to members' protected characteristics.~~consider the composition and balance of the Regional Board in relation to equality and diversity of representation, as well as particular skills/ knowledge that may be required and which reflects the makeup of the population which they serve;~~

2.5 To develop policies and procedures for the induction, training and development of Regional Board Members.

2.6 To review and approve procedures for search, nomination and appointment of new members. Ensure that these follow Ministerial guidelines in relation to the appointment, re appointment/extension of' 'ordinary' members, incorporating consideration of the Regional Board Member's performance and contribution to the Regional Board;

2.7 Consideration of formal succession planning arrangements, for 'ordinary' members and in particular the key roles of Principal and Vice Chair; taking

into account the challenges and opportunities facing the college and the impact these have on the skills and expertise required by the Regional Board going forward;

2.8

~~**2.8**~~ Take into account Scottish Ministers guidance on College Sector Board Appointments and powers under ~~section 12 of~~ the Further and Higher Education (Scotland) Act 1992 and the Further and Higher Education (Scotland) Act 2005~~Act to require information in order to consider whether to~~in the recruitment and ~~approve the~~ appointment or extension of a Regional Board Member;

2.9 The Committee will conduct an open, transparent and merit based recruitment process for new Board Members;

~~**2.10** To consider any matters relating to suspension or termination of service of an executive member as an employee of the College subject to the provisions of the law and their service contract.~~

2.11 To consider and make representations to the Regional Board on the appointment of co-opted members.

3 Meetings

The Committee shall meet annually and more frequently as necessary; or at such times as the chair of the Committee shall require.

4 Reporting

All Members of the Regional Board shall receive a copy of the Minutes of each meeting. The Chair of the Committee shall make an oral and/or written report following the meeting. A formal Annual Report shall be submitted to the Regional Board for its perusal which details the activities of the Committee on all matters within its duties and responsibilities.

Approved by the Board – ~~11 December 2014~~ Date of Next Review - ~~December 2016~~

BORDERS COLLEGE

BORDERS COLLEGE

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1 Constitution

A minimum of four non-executive independent members including the Chair of the Regional Board. For the avoidance of doubt, the Principal of the College is ineligible for appointment but shall be an adviser to the committee regarding proposals relating to other members of the senior management team. He or she may not take part in the determination of any such matter. Members of the College Management Team can be in attendance by invitation of the Chair.

1.1 **Quorum:** Three members of the Committee shall constitute a quorum.

1.2 **Chair:** The Committee shall elect a Chair from amongst its members. The Chair of the Regional Board shall not act as Chair of the Committee.

2 Terms of Reference

2.1 To determine and review the salaries, terms and conditions and pension arrangements of the Principal and other members of the Senior Management Team.

2.2 To determine the performance framework applied to the Principal and senior staff, adopting a process consistent with the requirements of the Code of Good Governance

2.3 To consider any proposed severance package prior to submission to the Regional Board in terms of the College's Staff Severance Policy, where this relates to the Principal and Senior Management Team.

2.4 To consider and respond to any appeals made by senior executives in relation to 2.1 and 2.2 above.

2.5 To demonstrate efficient and effective use of public funds in the committee's decisions, so that they reflect the performance of the organisation and the requirement for its ongoing financial sustainability

3 Authority

The Committee is authorised by the Regional Board to obtain independent professional advice if it considers it necessary.

4 Meetings

The Committee shall meet at least once yearly and more frequently as necessary.

5 Reporting

All Members of the Regional Board shall receive a copy of the Minutes of each meeting. The Chair of the Committee shall make an oral and/or written report to the following Regional Board meeting.

Approved by the Board - ~~11 December 2014~~ Date of Next Review – ~~December 2016~~