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REGIONAL BOARD REPORT

Subject: **Role of Senior Independent Member (SIM)**	**Purpose:** **For Approval** ☐ **For Discussion** ☒ **For Information** ☐
Prepared by: **Gillian Crosier**	**Date:** **20 April 2017**

Purpose:

To note the terms of the Senior Independent Member (SIM) role description issued in January 2017 by the College Development Network on behalf of SIMs in Scottish Colleges; and to agree an appropriate local process for:
1) providing feedback on the Chair's performance;
2) agreeing an annual development plan with and for the Chair; and
3) reviewing the appointment of the SIM.

Executive Summary:

SIMs in the college sector took part in a networking event in December 2016, when it was agreed that a common understanding of the role would be useful as the Code of Good Governance provided only general guidance. Like other colleges, Borders College Board elects one of its members, currently the Vice-Chair, to act as SIM, with the primary role so far of collecting feedback from Board members in an open session and feeding back the collective views privately to the Chair. The new guidance, attached, sets out additional actions including construction of a development plan for the Chair. It also suggests that Boards should review the question of other roles held by the SIM.

Recommendation:

The Board accepts the role description of the Senior Independent Member and considers options for preparing a development plan for the Chair and appointing future SIMs.

Previous Committee Approvals:

For publication ☒	**For publication with redactions** ☐	**Not for publication** ☐

Signed:

Gillian Crosier

Author **Principal**

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CONCLUSIONS OF NETWORKING EVENT FOR SENIOR INDEPENDENT MEMBERS - 7TH DECEMBER 2016

The following SIM role description was agreed –

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

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

Should a SIM ever have serious concerns about the propriety, regularity or governance of the college, and these cannot be resolved satisfactorily with the Chair, they should inform

the Scottish Funding Council or, in the case of an assigned college, the relevant Regional Strategic Body.

Attributes of a SIM

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

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

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

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

5th January 2017