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REGIONAL BOARD REPORT

Subject: Review of Corporate Governance Guide/Standing Orders/Scheme of Delegation	**Purpose:** **For Approval** ☒ **For Discussion** ☐ **For Information** ☐
Prepared by: James Ayling	**Date:** 27 Nov 2018

Purpose: To seek approval to revisions to the College's Corporate Governance Guide Narrative, Standing Orders and Scheme of Delegation.

Linked to Strategic Goal 3: Provide a high quality College experience.

Executive Summary:

A Corporate Governance Guide for Regional Board members was approved by the Board in 2015. It is due for review in July 2018 and accordingly the Secretary to the Board has been considering its terms.

The current Guide is contained within the Borders College website at http://board.borderscollege.ac.uk/code-of-governance/.

The Guide index provides a narrative on 11 items with in addition a number of annexes containing the College's Standing Orders, Code of Conduct, Scheme of Delegation and the terms of reference of the various committees.

There is attached to this paper a proposed revised Corporate Governance Guide, revised set of Standing Orders and revised Scheme of Delegation.

The Secretary will report on the proposed amendments at the meeting most of which are however self-explanatory. Specific note should be made to the proposed revision regarding the constitution of a quorum. After consideration it is proposed that the Chair is deemed to be an "external" member of the Board for this purpose.

It is not proposed to amend the Code of Conduct or the detailed provisions regarding interests other than to refer to the terms of the Conflict of Interest paper approved by the Board in March 2017. A review/updating of the Terms of Reference of the various committees will be undertaken by the respective Committees in 2019 and will be brought to the Board for subsequent approval.

Members are asked to provide any comments on the revised documents and if acceptable to approve same.

Recommendation:
Members are requested to review the proposed revisions to the specified documents and approve same.

Previous Committee Approvals:

For publication ☒	**For publication with redactions** ☐	**Not for publication** ☐

BORDERS COLLEGE

REGIONAL BOARD

CORPORATE GOVERNANCE GUIDE

for

Regional Board Members

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BORDERS COLLEGE

CORPORATE GOVERNANCE

1. Introduction

2. Regional Board Statement of Primary Responsibility

3 Details of ~~College~~ Regional Board ~~2014~~2017~~8~~/~~15~~18~~9~~

4. Further and Higher Education (Scotland) Act 1992

5. College Committee Structure

6. Roles of Board Members, Chair~~man~~, Principal and ~~Clerk to the~~ Board Secretary

7. Board Member Recruitment

8. Code of Conduct for Board Members and Ethical Standards in Public Life etc (Scotland) Act 1992

9. Register of Interests

10. College Policies and Procedures

11. Self Assessment/Evaluation for the Board

Annex A - Standing Orders
Annex B - Code of Conduct
Annex C – Scheme of Delegation
Annex D - Terms of Reference, Audit Committee
Annex E - Terms of Reference, Finance and General Purposes Committee
~~Annex F - Terms of Reference, HR Committee~~
Annex F~~G~~ - Terms of Reference, Nominations Committee
Annex G~~H~~ - Terms of Reference, Curriculum and Quality Committee
Annex H~~I~~ - Terms of Reference, Chair's Committee
Annex I~~J~~ – Terms of Reference, Remuneration Committee

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1. INTRODUCTION

The history of Borders College goes back as far as 1928 as Scotland's oldest Technical College based in Hawick. In 1984, an amalgamation took place of Galashiels Technical College, Henderson Technical College (Hawick), Duns Agricultural Centre and the Agricultural Centre, Newtown St Boswells. On 1 April 1993, under the terms of the Further and Higher Education (Scotland) Act 1992, the College became a body corporate, transferring from the control of the former Borders Regional Council.

The College, in its present form, operates from three different sites, namely Galashiels, Hawick and Newtown St Boswells. It also has an 'outreach' location in Jedburgh as well as providing provision in Peebles and Duns. It employs over 350 staff and provides further and higher education to almost 5000 students per year.

The main funding source for the College comes as grant-in-aid from the Scottish Funding Council; in addition a small percentage ~~is~~ earned through commercial means. To increase income in 1999 the College set up BC Consultants Ltd, which is a wholly-owned subsidiary company of Borders College; however in 2010 following an internal review it was decided that the work of the company would be incorporated into the main College structure. The company provided staff development, training and consultancy services for corporate customers with the emphasis being on tailoring those services to the specific needs and demands of each customer's particular business. These services have now been incorporated into the College as part of the Business Development Unit.

The College's current Corporate Plan, covering the period ~~2013~~ 2016 to ~~2016~~2020, sets out five strategic goals which will guide the College's plans towards 2020. During the period of the Plan the College will respond to the needs of the region; deliver successful outcomes for all learners; provide a high quality college experience; grow its business and build sustainability. ~~a full list of National and Local Priorities and includes strategic themes covering Portfolio and Partners, Learning and Learners, Workforce Development and finally Quality and Sustainability along with a series of KPIs.~~

The following paragraphs and appendices contain details as to how the College and its Regional Board meet its obligations to ensure an effective management and corporate governance framework. It also contains details of the Board's Standing Orders, Terms of Reference for committees, Code of Conduct and other relevant documents. As with all paper documents they quickly become outdated; however the College website will hold an up to date version of this Guide and the paper version will be updated as and when appropriate.

It is also recommended that Board Members refer to the more extensive information provided in ~~Scotland College~~College Development Network's "Guide for ~~College~~ Board Members in the College Sector" in relation to governance matters. This Guide was issued in ~~2012~~2015.

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2. REGIONAL BOARD STATEMENT OF PRIMARY RESPONSIBILITY

The Board has adopted the following Statement of Primary Responsibilities and will ensure that these responsibilities meet the needs of the College Community as well as key stakeholders.

a. The Board will approve the Mission Statement and Corporate Plan of the College.
b. The Board will be responsible for approving long-term business plans and key performance indicators (KPIs).
c. The Board will approve annual budgets and any other financial commitments. They will also approve the College Financial Regulations and the delegated powers contained therein.
d. The Board will be responsible for appointing the Principal/Chief Executive of the College and putting in place suitable arrangements for monitoring his/her performance.
e. The Board will ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and managing conflicts of interest.
f. The Board will monitor college performance against plans and KPIs, which should be, where possible and appropriate, benchmarked against other colleges.

3. REGIONAL BOARD

Details of the current members of the Regional Board are held on the College website www.borderscollege.ac.uk under the section 'About Our College'.

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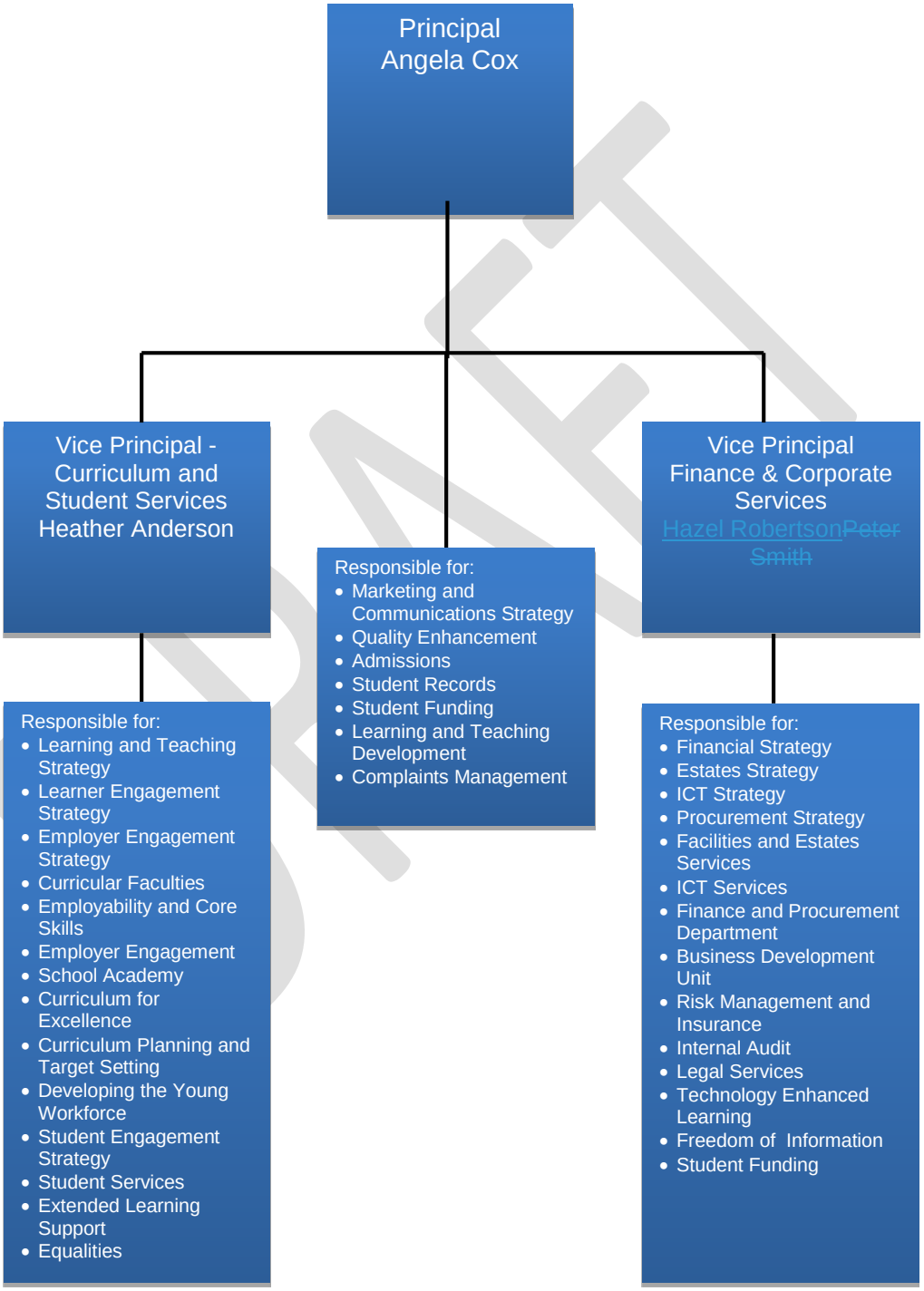
~~SENIOR MANAGEMENT~~EXECUTIVE TEAM

The ~~Senior Management~~Executive Team and their key responsibilities are as follows:



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4. LEGISLATION AND MINISTERIAL GUIDANCE FURTHER AND HIGHER EDUCATION (SCOTLAND) ACT 1992

The Further and Higher Education (Scotland) Act 1992 (hereinafter referred to as the 1992 Act) is the legislation which, with effect from 1 April 1993, transferred Colleges of Further Education in Scotland from local education authorities to Boards of Management, which are independent corporate bodies. The Act is in effect the Constitution of the College (the Act can be found at www.legislation.gov.uk/ukpga/1992/37/contents).

The specific powers of the ~~Board of Management~~Regional Board were listed in Chapter 3 Section 12 (2) of the 1992 Act. Again, in summary, these powers were:-

- the provision/securing of provision of further education;
- to charge fees for such provision;
- to provide financial assistance (including e.g. waiving/reducing fees);
- to receive property, rights liabilities and obligations (for the administration and management of the College);
- to provide necessary College facilities including boarding accommodation and recreational facilities for students and staff and facilities for students with learning difficulties and disabled staff;
- to supply goods and services;
- to acquire, hold and dispose of land and other property;
- to enter contracts, including employment contracts (with teachers and other staff) and contracts to enable the Board to carry out any of the activities which the Board has a duty or power to carry out in terms of the legislation;
- to form/promote or join with others in forming/promoting companies (within the meaning of the Companies Act 2006);
- to borrow sums and grant securities or indemnities (with the consent of the Secretary of State);
- to invest certain sums;
- to raise funds, accept gifts and apply to or hold/administer in trust for the purpose of carrying on any of the activities which the Board have power to carry on (with the consent of the Secretary of State);
- to do all such other things to facilitate or which are incidental or conducive to carrying on any of the activities which the Board have power to carry on.

Schedule 2 of the Act sets out the detailed provisions relative to the constitution and proceedings of the Board itself. The Post 16 Education (Scotland) Act 2013 and subsequent ministerial guidance directs the procedure for appointments of non-executive Board Members. The Act covers:

- Terms and conditions of higher education funding;
- College reorganisation;
- Regional Strategic bodies and Regional Boards including their constitution and management;
- Good governance;
- Duties of Scottish Funding Council;
- Collective bargaining framework

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5. COLLEGE COMMITTEE STRUCTURE

In terms of Schedule 2, paragraph 13, of the Further and Higher Education (Scotland) Act 1992, the Board of Management may establish committees and, in turn, such committees may appoint sub-committees. Although such committees may include persons who are not members of the Board, such persons are not entitled to vote at meetings of a committee. Similarly, although the Principal is entitled to attend and speak at any meeting of a committee of the Board, s/he is entitled to vote at such meeting only if s/he is a member of the relevant committee.

N.B. Reference to a committee of the Board includes reference to any sub-committee appointed by such committee. Attached at Annexes E to I~~J~~ are copies of the Terms of Reference for Board Committees, which provide details of the various committees of Borders College and the powers delegated by the Board to each committee. Also attached is a copy of the College's Standing Orders which regulate the proceedings and business of the Board and Committees.

6. ROLES OF BOARD MEMBERS, CHAIR, VICE CHAIR, SENIOR INDEPENDENT MEMBER, ~~MAN~~, PRINCIPAL AND ~~CLERK TO THE~~ BOARD SECRETARY

It is important to distinguish between the different roles and responsibilities of the above.

Board Members

The role of a Board Member (with the exception of the Principal) is similar to that of a non-executive company director. The position is an unpaid one, apart from the reimbursement of necessary travel and other reasonable expenses.

Generally there are around 5 Board meetings per annum. The meetings consider either the College's future strategy or current operational matters including its financial position. Board Members are expected to attend all meetings and in addition, may be requested to give further advice depending on their individual areas of expertise.

Board Members are responsible for the approval and overseeing of the College's policy and strategy framework. In addition, the Board has the duty of appointing and monitoring the performance of the Principal who is also the Chief Accounting Officer of the College.

It is one of the main further duties of the Board to ensure that its activities do not bring the name of the College into disrepute and in particular, to ensure that the College remains solvent and that its assets are safeguarded.

Regional Boards have the duty of managing and conducting the College and to ensure that it provides suitable and efficient education for its students, having regard to the provision of education within the area in which the College is situated and the likely needs of potential students. More details on the specific powers of

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Board Members under the legislation, to fulfil these duties, are as detailed in paragraph 4 above (Further and Higher Education (Scotland) Act 1992).

The Chair

The Chair's role, having been appointed by Scottish Ministers, is to lead the Board in carrying out its duties and responsibilities in terms of the 1992 Act (as amended) and the Further and Higher Education (Scotland) Act 2005 (as amended) and the Post 16 Education (Scotland) Act 2013.

The Chair is the main point of contact on the Board for the College Principal and with the Principal will often represent the College in the public domain and respond on matters of media interest.

The Chair provides active and effective leadership, direction, support and guidance to ensure the College delivers, and is committed to delivering its functions effectively in accordance with the aims, policies and priorities of Scottish Ministers.

The Chair provides a strong challenge function, carefully scrutinising planned and underlying assumptions before decisions are taken. This includes challenging members and Senior Management Team of the College.

The schedule of delegations to the Chair is attached at Annex C.

The Vice Chair

In the absence of the Chair, the Vice Chair shall undertake all duties incumbent on the Chair as set out in the Standing Orders and any other powers which may have been delegated to the Chair by the Board. In the absence of the Chair, the Vice Chair shall preside at any meetings and shall have the same powers as the Chair would have had.

The period of appointment of the Vice Chair shall be four years from their date of appointment or until that person's Board membership ceases; whichever is the earlier.

The Vice Chair may at any time by notice in writing to the Secretary to the Board, resign their respective office as Vice Chair, and/or from the Board itself.

When the Vice Chair ceases to be a member of the Board, he or she shall cease to be the Vice Chair.

In the event of the long term absence of the Chair or that the position is unfilled, the Vice Chair shall with the agreement of Ministers, serve as the Chair until such time as a Chair is appointed by the Minister of Further and Higher Education and Science.

Senior Independent Member

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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

The Principal

The Principal is appointed by the Board and on appointment becomes a Member of the Board. His/her salary is determined by the Remuneration Committee of the Board.

The Principal has various management functions; however his/her main duties are to implement the College's corporate plan in order to ensure the efficient and effective provision of education and training. In addition s/he oversees the development of further income generating business activities for the College.

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It is also the duty of the Principal to manage the College's resources and s/he has ultimate responsibility for staffing matters. With regard to College staff, the Principal requires to lead, appoint, assign, grade, appraise, and suspend staff, and discuss and determine pay and conditions of staff.

The Principal should consider discussing his/her ideas with the Board, the Chair or the appropriate committee before taking action on serious or potentially contentious issues which may have a reputational or negative impact on the College.

The schedule of delegations to the Principal is at Annex C

The ~~Clerk to the~~ Board Secretary

The ~~Clerk to the~~ Board Secretary is responsible for the proper conduct of the Board's business. The ~~Clerk~~ Board Secretary should not however participate in the discussions and decisions of the Board, although s/he should ensure issues are fully debated and clear decisions are recorded. The ~~Clerk~~ Board Secretary should be available to offer advice and guidance on procedural and governance issues when required.

It is important that the ~~Clerk~~ Board Secretary preserves independence from the Management of the College.

7. BOARD MEMBER RECRUITMENT

(a) Statutory Provisions

Para. 3(1) of Schedule 2 of the Further and Higher Education (Scotland) Act. 1992 sets the number of Board Members as no fewer than 15 and no more than 18.

The Board shall include –

A Chair appointed by Scottish Ministers
The Principal of the College
2 elected staff representatives (one teaching, one non-teaching)
2 student representatives

No fewer than half of the Board Members shall be individuals with experience of/capacity in industrial, commercial, employment matters or the practice of any profession;

The remaining members shall be appointed from persons appearing to have, or to represent persons who have, an interest in the work of Borders College.

Qualifications and tenure of office
With the exception of the Principal (who, while holding that appointment remains a Member of the Board), and the Student Representative (whose membership of the Board lasts for the period of his/her appointment), Members of the Board hold office for up to 4 years although they may be extended for a

single period of up to 4 years. Such extension requires approval of the Chair and Scottish Ministers.

In addition, Schedule 2 contains detailed provisions which would prevent appointment as a Board Member, e.g. criminal convictions, sequestration or bankruptcy, incapacity due to mental illness, removal from office by the Secretary of State in terms of Section 24 of the Act (which deals with mis-management by Boards).

(b) Policy

The policy and procedure of Borders College for recruitment of new Board Members are contained in the Terms of Reference of the Nominations Committee.

(c) Board Meetings

The meetings of the Regional Board are held on such dates and at such times as the Board may determine. Notice of meetings is given by the ~~Clerk~~ Board Secretary to the Regional Board ~~of Management~~ at least 5 days before the date of the meeting and an Agenda specifying the business of the meeting is issued at that time. The rules regulating the proceedings and business of the Board and its Committees and sub-Committees are as set out in the Standing Orders referred to under paragraph 5 above and are found in detail below.

8. CODE OF CONDUCT FOR BOARD MEMBERS

The Code of Conduct for Board Members is attached at Annex B.

As members of a public body, Board Members must ensure that they are familiar with and their actions comply with the provisions of the Code of Conduct.

9. REGISTER OF INTERESTS

The Ethical Standards in Public Life etc (Scotland) Act 1992 sets out "Registerable Interests" which require to be disclosed by Board Members on appointment to the Board and whenever there is any change in circumstances which would require amendment or addition to the Register of Members' Interests in respect of the Board.

Accordingly, Board Members are required to complete the Register of Interests on taking up appointment and thereafter to intimate any subsequent changes/additions to the ~~Clerk to the~~ Board Secretary. The Register of Interests will be made available on the college website and is therefore in the public domain. Details of what constitute Registerable Interests is also set out in the Code of Conduct at Appendix A

In addition, a Register of Gifts is held by the College's Head of Finance and Procurement for the recording of gifts offered to members of the College's management or staff by outside parties. The College also has an anti-Fraud Policy and Corruption Policy which sets out the ~~Board of Managemen~~Regional Board~~t~~'s policy and provides guidance to the College on the action which should be taken when fraud, theft or corruption is suspected involving employees of the College, suppliers/contractors or any third party.

10. COLLEGE POLICIES AND PROCEDURES

There are a large number of College Policies and Procedures dealing with matters such as Health and Safety, Staff and Student Disciplinary matters, Quality issues etc. All College Policies and Procedures can be accessed via the College website www.borderscollege.ac.uk

Following the recommendation of the Committee on Standards in Public Life, Borders College has also introduced a Whistleblowing Policy and Procedure, a copy of which is also on the website. The purpose of such a procedure is to support propriety and openness by allowing concerns of Members of the Board or members of staff to be raised and investigated confidentially within and if necessary, outwith the College. This policy was last updated and approved in ~~2012~~ 2017 and is consistent with the aims and objectives expressed within the Code of Conduct.

11. SELF ASSESSMENT/EVALUATION FOR THE BOARD

New Members of the Regional Board ~~of Management~~ are provided with governance, induction and training programmes. In addition, regular refresher courses are arranged and details of Governance Courses run by Scotland's colleges are circulated to Board Members.

The Board carries out an annual self evaluation process against compliance with the Code of Good Governance for Scotland's colleges and from this a Board development plan is prepared. In addition these matters are reviewed on a triennial basis by an external party.
The performance of the Chair of the Board is reviewed annually by the Board with this process now being led by the Senior Independent member. ~~To promote the most effective governance, Board Members will carry out regular review of the performance of the Board as part of a continuing process of self-evaluation. Various indicators can be used to evaluate Board performance.~~

Such evaluation is necessary to ensure that there is some measure that the Board conducts its business in accordance with the Further & Higher Education (Scotland) Act 1992 and fulfils its responsibilities under the Financial Memorandum with the Scottish Funding Council.

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Approved by
~~Board of Management: August 2015~~
Regional Board NovemberJune 2018

Review date: ~~July 2018~~
June 2021

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BORDERS COLLEGE

STANDING ORDERS

For the Regulation of Proceedings and Business

of the Regional Board and its Committees

Under Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 "Schedule 2", a Board may regulate its own proceedings and those of any Committee appointed by it.

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

The Standing Orders were adopted by the Board on 6 December 2018 and come into effect on 6 December 2018. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

~~These Standing Orders shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as provided below.~~ Standing Orders marked * are laid down by legislation and cannot be departed from in Standing Orders adopted by the Regional Board. ~~of Management.~~

Part I

Members

1. ~~The Board will comprise a maximum of 18 Members and a minimum of 15 Members.~~ The detailed composition is contained in Paragraph 3.2 of the College Sector Board Appointments: 2014 Ministerial Guidance.

The Board shall consist of not less than 15 or more than 18 persons. The Board shall comprise:

- the ~~Regional~~ Chair appointed to that role by the Scottish Government;
- the person for the time being who is the Principal or Acting Principal of the College;
- a person being elected by the teaching staff from among their own number;
- a person being elected by the support staff, from among their own number;
- two persons being appointed by being nominated by the Students Association of
- the College from among students of the College;
- up to 12 other persons who have experience in industrial, commercial or employment matters, or the practice of a profession, or who have interests relevant to the activity of the College. (These members will be known as "other members".)

Chair and Vice Chair

2.* The Chair of the Regional Board is appointed by Scottish Ministers for a period not exceeding four years, as they may determine.

3.* The Regional Board shall appoint one of their Members, not being a person who is:
(a) a student of the College
(b) an employee of the Board
(c) the Principal for the time being of the College or
(d) a member (whether elected or appointed) or an employee of a local authority to be the Vice Chair.

4. The Chair is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its role. The Chair is responsible for setting the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, particularly strategic issues. The Chair must promote a culture of openness and debate by encouraging the effective contribution of all Board Members and fostering constructive relations among Board Members.

5. The Chair shall also be responsible for the general conduct of the meeting and shall, among other things,
(a) preserve order and ensure that every Board Member has a fair hearing
(b) decide on all matters of order, competency and relevance
(c) determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.

6. The ruling of the Chair on all matters within his or her jurisdiction as Chair is final.

7. In the absence of the Chair, the Vice-Chair shall undertake all duties as set out in paragraphs 4, 5 and 6 above and any other powers delegated by the Board to the Chair.

In the event of the long term absence of the Chair or that the position is unfilled, the Vice Chair shall with the agreement of Ministers, serve as the Chair until such time as a Chair is appointed by the relevant Minister .~~of Further and Higher Education and Science.~~

Powers

8. In the absence of the Chair, the Vice Chair shall preside at any meetings, and in the absence of the Chair and Vice Chair, the Board shall appoint one of their members to preside over any meetings. The Vice Chair or a member appointed to preside over a meeting shall have the same powers as the Chair would have had.

Conflicts of Interest

9.* Subject to Standing Order 12 below, where, whether before or during any meeting of the Regional Board or any Committee of theirs, any Member of the Board or of such Committee becomes aware that s/he or any person connected with her/him has a material interest in or relating to any matter to be or being considered by the Board, or as the case may be, the Committee, s/he shall declare such interest and withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.

* Section 346(2) of the Companies Act 1985 as amended by the Companies act 2006 (meaning of “connected person”) shall apply for the purpose of determining whether the person is connected with a Member of the Board or, as the case may be, a member of any Committee of theirs as it applies for the purpose of determining whether a person is connected with a director of a Company; and for such purpose references in that section to a director of a Company shall be construed as if they were references to a Member of the Board or, as the case may be, a member of such Committee.

10.* Notwithstanding Standing Order 9, where in relation to any Member of the Board or of a Committee mentioned in Standing Order 11 any matter referred to in Standing Order 11 is to be considered by any meeting of the Board of any Committee of theirs s/he shall, unless invited to remain by resolution of the other Members of the Board present, withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.

11.* The Members of the Board mentioned in Standing order 10 in relation to particular matters are:

(a) the Principal of the College in relation to their terms and conditions of employment, their suspension or dismissal or any other disciplinary measures relating to her/him and the appointment of their successor;
(b) a member of the staff of the College in relation to their terms and conditions of employment, the terms and conditions of employment of any group of employees of the College to which s/he belongs, their promotion, suspension or dismissal or any other disciplinary measure relating to them; and
(c) a student of the College in relation to their academic performance, any disciplinary measures relating to themselves or the terms and conditions, appointment, promotion, suspension or dismissal of or any other disciplinary measures relating to any employee of the College.

12.* Subject to Standing Order 11, nothing in this Standing Order shall require the Principal or a member of staff or student to declare an interest or withdraw from consideration of any matter where their interest exists only by reason of their being the Principal or, as the case may be, a member of staff or student.

13. As a guide and for the purposes of Standing Order 9, a person is connected with a Member of the Board if, but only if, s/he (not being a member of it) is:

(a) that member’s spouse, civil partner, child or step-child; or
(b) except where the context otherwise requires, a body corporate with which the member is associated; or
(c) a person acting in his/her capacity as trustee of any trust the beneficiaries of which include
    (i) the member, his/her spouse or civil partner or any children or step-children of his; or
    (ii) a body corporate with which he/she is associated, or of a trust whose terms confer a power on the trustees that may be exercised for the benefit of the member, his/herspouse or civil partner, or any children or step-children of his, or any such body corporate; or
    (iii) a person acting in their capacity as partner of that member or of any person who, by virtue of paragraph (a), (b) or (c) above, is connected with that member; or
    (iv) a Scottish firm in which:
        (i) that member is a partner,

(ii) a partner is a person who, by virtue of paragraph (a), (b) or (c) above, is connected with that member, or
(iii) a partner is a Scottish firm in which that member is a partner or in which there is a partner who, by virtue of paragraph (a), (b) or (c) above, is connected with that member.

Substitutes

14. In the event of both Students' Association representatives being absent from the College and being unable to attend an Ordinary Meeting of the Board, an alternative nominated for such purpose by the Student's Association is empowered to attend in his/her place. No other Member of the Board (whether elected or appointed) may nominate a substitute to attend in his/her absence.

15. **Senior Independent Member (SIM)**

A Senior Independent Member is to be 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.

Co-options

~~15~~16. The Board and any Committee of the Board reserves the right to invite any person to attend a Board or Committee meeting for any particular agenda item for which that person's advice and guidance is deemed desirable.

~~16~~17.* In the event of an individual being invited to attend Board or Committee meetings such persons are not entitled to participate in decision making.

Part II

Meetings

Ordinary Meetings

~~17~~18. Ordinary meetings of the Board shall be held at least four times per calendar year, at such day and such time as the Board shall determine.

Extraordinary Meetings

~~18~~19. Extraordinary meetings may be called on the instructions of the Chair or on a requisition signed by not less than five members.

Notice of Meetings

~~19~~20. Whilst the Board will meet as required, dates for the ordinary meetings per academic year will be set in advance and advised to Board Members. The ~~Clerk~~ Board Secretary shall issue members with notices of meetings of the Board at least five days before the day of the meeting, specifying the time, place, day and hour of the meeting and the business to be considered.

Notice of Proposals

~~20~~21. Board Members wishing to place items on the agenda should advise the ~~Clerk~~ Board Secretary at least 10 days before the meeting at which it is to be considered. No other items may be discussed at a meeting of the Board unless (a) it arises from a matter already on the agenda; or (b) is notified for this purpose to the ~~Clerk~~ Board Secretary at least 24 hours before a meeting and approved for discussion by a

majority of the members present at the meeting; or (c) approved for discussion by a two thirds of the members present at the meeting.

Agenda

~~21~~22. The agenda of ordinary meetings of the Board shall always include the following agenda items; 'Declaration of Conflicts of Interest' followed by 'Update of Register of Interests'.

Voting

~~22~~23. Decision making shall normally be done by consensus. However any member may ask for the answers to be ratified by a formal vote and this request must be met.

~~23~~24. The voting shall be by a show of hands, unless the Regional Board decide that the voting shall be by a division in which case the names for and against the motion or amendment shall be taken down in writing and entered in the minutes.

~~24~~25. Where there is a motion and no countermotion (which means a proposition which is the direct negative of the motion) no vote is required and will be deemed to be carried.

~~25~~26. Where there is a motion and a countermotion a vote shall be taken for each.

~~26~~27. Where a motion is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the motion or the motion amended. All members have a single vote. In the event of an equality of votes the Chair~~man~~ will have a second or casting vote except where the matter relates to the appointment of a Member of the Board to any particular office or committee, in which case the decision will be by lot.

28. The validity of any proceedings of the Board or of any committee appointed by them shall not be affected by any defect in the appointment of any Member of the Board or any member of such committee or by a vacancy amongst the members of the Board.

Recession of a Decision

~~27~~29. No proposal, nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding 6 months unless:

(a) it is moved by the Chair; or

(b) in addition to being signed by the mover, it is signed by at least one third of the Members of the Board.

Electronic Decision Making

~~28~~30. In exceptional circumstances electronic decision making is permissible. Approval to use electronic means to obtain a decision must be given by the Chair or Vice-Chair on a case by case basis. An electronic decision will only be deemed to have been approved where a minimum of 51% of the overall respondents agree to the proposal. All responses to the proposal must be returned to the ~~Clerk~~Board Secretary. The overall results of the responses from Members must be circulated to the other Board Members by the ~~Clerk~~ Board Secretary and the decision reported back to the Board at its next meeting.

Written procedure/Quorum

~~29.~~31. Written Procedure

In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:

- The Board Secretary shall email all Board members outlining the decision required, together with relevant briefing information.
- A quorum, as defined in Standing Order 31, must have replied to the email.
- The Board Secretary shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe.
- Any decisions taken in this way shall be reported to the next relevant meeting of the Board or Committee

32 A quorum shall not be less than one third of the members, 50% of whom must be ~~external~~ other m~~M~~embers of the Board appointed under Clause 3 of Schedule 2 of t~~T~~he 1992 Act. For the purposes of the constitution of a quorum the Chair shall be considered to be an other member of the Board. If 15 minutes after the time appointed for a meeting of the Board a quorum of members is not then present, the meeting shall stand adjourned and the ~~Clerk~~ Board Secretary shall minute that owing to the want of the necessary quorum no business was done.

~~30~~33. No business shall be transacted at a meeting of the Board unless a quorum of members is present, but members present may discuss the business of the Board and those discussions and any conclusions in respect of them will be brought forward to the next meeting of the Board.

Attendance at Meetings

~~31~~34. Unless there are compelling reasons Members are expected to attend all Meetings. Should the need arise, however, Members may attend Meetings by telephone or video link or the like.~~.~~ Members attending a Meeting by telephone or video link or the like shall be considered to be present at the Meeting.

~~32~~35. If any ~~member~~ Member has been absent, without the permission of the Board, from all meetings of the Board or any committee to which they have been appointed for a period of three meetings or 6 months, the Board shall, by giving notice in writing to that person, remove him/her from office.

Part III

Minutes and Papers

~~33~~36. **Minutes**

The minutes of the previous meeting of the Board shall be sent to Members of the Board along with the notice calling the next meeting and shall be submitted for approval as a correct record.

~~34~~37. **Circulation of Papers**

Agenda, papers and minutes will be circulated to all Board Members by the ~~Clerk~~ Board Secretary a minimum of 5 days prior to the date of the meeting and circulated to all relevant members of staff as soon as possible after the meeting and shall be made available for inspection as specified in Clause 11, Schedule 2 of The 1992 Act

~~35.~~38 **Confidentiality**

* Any information which is received or obtained by any person in connection with their functions as a Member of the Board or a member of a Committee established by the Board on the basis that such information shall be treated as confidential, shall be treated by that person as confidential to the Board or, as the case may be, the Committee.

All confidential Minutes and Papers of the Board and its Committees will be reviewed every 2 years by the Chair and ~~Clerk~~ Board Secretary to confirm whether or not they need to remain confidential or can be put in the public domain. The Board will be advised of the outcome of the review.

Part IV

General

Delegation

~~36~~39. * The Regional Board may delegate the performance of any of its functions to the Chair, to any Committee appointed by it or to any member of staff.

Committees of the Board

~~37~~40. * The Regional Board may establish Committees for any purpose and any such Committee may appoint Sub-Committees.

~~38~~41. * Such Committees may include persons who are not Members of the Board but invited by the Board to sit on a committee. Such persons shall not be entitled to vote at meetings of a Committee.

~~39~~42. * The Principal of the College shall be entitled to attend and speak at any meeting of a Committee of the Board; but s/he shall be entitled to vote at such meeting only if s/he is a member of such Committee. Any reference to a Committee of the Board shall include reference to any Sub-Committee appointed by such Committee.

Any Board Member can attend any committee as an observer and should notify that Committee Chair as a courtesy of their intention. The Chair of the Board can attend any committee meeting with the exception of the Audit committee unless invited to do so.

Chairs and Membership of Committees will be reviewed on an annual basis and changes approved by the Board.

Board Members will receive appropriate expenses for their attendance at board and Committee meetings.

Alterations of Standing Orders

~~40~~43. Standing Orders may only be suspended where not fewer than two thirds of members present agree to such a motion.

Approval and Review of Standing Orders

Approved by the Regional Board~~ of Management~~: ~~August 2015~~June 2018

Review Date: ~~July 2018~~June 2021

BORDERS COLLEGE

REGIONAL BOARD

SCHEME OF DELEGATION

1 Introduction

This scheme specifies the functions that are delegated by the Regional Board 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 sections:

- authority reserved to the Board;
- delegation to the Chair of the Regional Board;
- delegation 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 final approval of the audited annual accounts;
4.6 approval of the annual budget;
4.7 approval of financial forecasts prior to submission to the Scottish Funding Council;
4.8 final approval of the Outcome Agreement;
4.9 final consideration of the Annual Audit Report;
4.10 acquisition and disposal of heritable property;
4.11 appointment and dismissal of the Principal;
4.12 determining the processes and procedures for appointment and removal of the ~~Clerk to the~~ Board Secretary;
4.13 delegation of functions of the Board of Governors;
4.14 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 Regional Board ~~of Management~~ retains responsibility for risk within the College.

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).

    a. 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~~Executive 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:

    a. either an emergency Board meeting is called in the case of material decisions; or
    b. to make the required decision and then report said decision to ~~, 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. appointment of members and co-opted members to standing committees with the

Chair's Committee making recommendations to the Board;

11. removal from office of Board Members with the Chair's Committee making recommendations to the Board;

12. to conduct annual development and performance review interviews with the ~~Clerk~~Board Secretary, including setting performance standards for the ~~Clerk~~Board Secretary;

13. to conduct Annual Review meetings with Board Members.

SECTION 2 : DELEGATION BY THE REGIONAL BOARD TO THE PRINCIPAL, BORDERS COLLEGE

The following list of functions may be exercised by the Principal of Borders College.

The Principal is authorised:-

1. to manage and delegate as appropriate all College activities on a day to day basis subject to regular reporting to the Regional Board

2. to carry out all functions necessary to enable him/her to fulfil the responsibilities of Principal and Accounting Officer and to implement through his/her management of the College the policy and decisions of the Board and Committees.

3. in emergency situations, to take such measures as may be required, subject to advising the Chair where possible and reporting to the appropriate Committee and to the Board as soon as possible thereafter on any items for which approval of the Committee or the Board would normally be necessary.

4. to represent the College in furtherance of the duties of the position of Principal and the interests of the College.

5. to sign all deeds and other documents binding the Board for all purposes to which Schedule 2, paragraph 20 of the 1992 Act as amended by the 2005 Act and the 2013 Act applies, when approved by minute.

6. approval of items of expenditure up to the limits as set out in the College's Financial Regulations

7. writing off of debts up to a value of £5,000 subject to the reporting requests specified in the current Financial Memorandum as issued to Colleges by the Scottish Funding Council.