

Code of Good Governance for Scotland's Colleges

Governance and the Code

Corporate governance:

- is the way in which organisations are directed and controlled
- defines the distribution of rights and responsibilities among the different stakeholders and participants in the organisation
- determines the rules and procedures for making decisions on corporate affairs including the process through which the organisation's objectives are set provides the means of achieving those objectives and monitorin performance.

Scotland's colleges refers to colleges either funded by the SFC or by a regional strategic body for the provision of education. Such colleges can be incorporated or non-incorporated. The overarching purpose of good governance for Scotland's Colleges is to:

- Lead the college and set its strategic direction and values
- Ensure effective management and financial controls to support the student experience within a framework of public accountability and transparency
- Deliver high quality of learning and outcomes.

The Code of Good Governance for Scotland's Colleges has been developed, and is owned, by the college sector. Colleges are required to comply with it as a condition of grant from either the Scottish Funding Council or their regional strategic body. It establishes standards of good governance practice for all college boards and provides the essential foundations for compliance within the legislative framework set out by the further and higher education acts.

There is an expectation that regional strategic bodies will also embrace this Code where relevant.

Boards must not only follow the letter but also the spirit of the Code to ensure good governance. Boards must think deeply, thoroughly and on a continuing basis about their overall tasks and the implications of these for the roles of their individual members. Key to this is the leadership of the Chair, the support given to and by the Principal, and the frankness and openness of mind with which issues are discussed and tackled by all board members.

Statement of Compliance with Good Governance

Each college should state its adoption of the Code in the corporate governance statement contained in its annual audited financial statements. The Chair, on behalf of the Board, is encouraged to report personally as to how the principles have been applied by the Board. Where, for whatever reason, a college's practice is not consistent, with any particular principle of the Code, it should make this known to the Scottish Funding Council or Regional Strategic Body. This should be done immediately they become aware of an inconsistency and, without exception, in advance of publishing the information. An explanation for that inconsistency must be clearly stated in its corporate governance statement. Colleges will be expected to offer a clear rationale for exceptions in the context of their college's operational model and to identify mitigations.

CODE OF GOOD GOVERNANCE

Principles		Evidence
	Section A: Leadership and Strategy	
	Conduct in Public Life	
A1	Every college and regional strategic body must be governed by an effective board that is collectively responsible for setting, demonstrating and upholding the values and ethos of the organisation	Externally Facilitated Effectiveness Review in May 2021 found the Board to be effective. An action plan for improvements is in place and actions are being implemented.
A2	Every board member must ensure that they are familiar with and their actions comply with the provisions of their board's Code of Conduct	All board members sign up to the code of conduct upon appointment. They confirm they have read the code of conduct as part of the induction process. Members are encouraged to attend CDN seminars on the Code when these take place.
A3	<p>The nine key principles underpinning public life in Scotland, which incorporate the seven Nolan principles, must be the basis for board decisions and behaviour. These key Principles, which apply individually and collectively are:</p> <ul style="list-style-type: none"> - Duty/Public Service - Selflessness (N) - Integrity (N) - Objectivity (N) - Accountability (N) & Stewardship - Openness (N) - Honesty (N) - Leadership (N) - Respect 	Embedded within the code of conduct. All members sign up to the nine key principles upon appointment.

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	Vision and Strategy	
A4	The board is responsible for determining their institution's vision, strategic direction, educational character, values and ethos. Regional strategic bodies must also determine the regional strategy for colleges assigned to them. The board of an assigned college must have regard to the strategy determined by the regional strategic body. Board members have a collective leadership role in fostering an environment that enables the body to fulfil its mission and meet Scottish Government priorities, for the benefit of students and the community it serves.	<p>The Board formally approved the strategic plan in September 2021 and previously were consulted on and agreed the college values. The Board Strategy Planning Day took place on 1st June 2021</p> <p>UHI was consulted to obtain the regional perspective in the development of strategic plan. Plans for college alignment helped shape the plan.</p>
A5	The board must develop and articulate a clear vision for the region or college. This should be a formally agreed statement of its aims and desired outcomes which should be used as the basis for its overall strategy and planning processes.	<p>The Board developed a new strategic plan taking into account the views of internal and external stakeholders and the terms of the UHI strategic plan.</p> <p>This includes objectives and KPIs on which to measure progress. (KPI's were developed through a bottom up approach – as section plans are developed)</p>
A6	The board provides overall strategic leadership of the college. The board is responsible for formulating and agreeing strategy by identifying strategic priorities and providing direction within a structured planning framework.	Board provides overall strategic leadership of the College, and formulates and agrees strategic priorities and direction.
A7	The board (except in the case of assigned college	UHI NH is an Assigned College. There is a

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	boards) is responsible for overseeing the negotiation of its outcome agreement with SFC, to meet the needs of the college or region and make best use of available funding, consistent with national strategy. The board must ensure effective engagement with all relevant stakeholders in the development of its outcome agreement and monitor performance in achieving the agreed outcomes	<p>Service Level Agreement and financial memorandum with UHI in place in terms of which the College must deliver agreed outcomes.</p> <p>Performance of UHI NH against the ROA KPIs can be reported to the Board. Most of these KPIs indicators were previously presented in a different format to the Board LTR in the past. Senior college staff are involved in setting ROA KPIs for the region for FE</p>
A8	<p>The roles and responsibilities of the boards of assigned colleges should be undertaken in the context of the roles and responsibilities of their regional strategic body.</p> <p>Assigned college boards must contribute constructively to the development of the outcome agreement led in its region by the regional strategic body and support the regional strategic body to monitor performance in achieving the agreed outcomes.</p>	<p>The College supports UHI to monitor performance in achieving outcomes agreed with UHI.</p> <p>The Chair and Principal are involved in regional discussions about the ROA. The Director of Learning and Teaching is involved in setting KPIs for the college and the region as part of the UHI SMCT group. Yes</p>
A9	The board must ensure that a comprehensive performance measurement system is in place which is clearly linked to the regional strategic framework and identifies key performance indicators. It must ensure that it scrutinises performance measures and reports these on their website in a manner that is both timely and accessible to stakeholders. This will allow the board to determine whether or not the vision and mission of the region or the college are being fulfilled and that the interests of stakeholders are being met	<p>Performance measures (KPIs) have been developed as part of the Strategic Plan. The performance measures will be published on the College website.</p> <p>This has been done with the previous Strategic plan and reviewed at previous Board strategy days against the KPIs in place at that time</p>
	Corporate Social Responsibility	
A10	The board must demonstrate high levels of corporate social responsibility by ensuring the college behaves ethically and contributes to economic development while seeking to improve the quality of life of the local	This is demonstrated through the College's performance, and in Board committee minutes. Local authority, local enterprise company and other stakeholders are consulted during strategy

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	community, society at large and its workforce.	planning.
A11	The board must exercise its functions with a view to improving economic, cultural and social wellbeing in the locality of the college or region. It must have regard to social and economic needs and social inclusion.	This is demonstrated through Board and Committee minutes. Also, Board attendance at community and college events. The College engages with stakeholders. Community engagement
A12	The board must provide leadership in equality and diversity.	<p>The College has Equalities policies, staff undertake training in equalities – Equality is one of the compliance training modules.</p> <p>Board members receive training materials on Equality</p> <p>Equality statistics of student performance are monitored by Board LTR and evaluated in the EREP which Board must sign off.</p> <p>Assume staff stats also monitored by HR committee</p> <p>BOM should have sight of PSED report</p> <p>The Board seeks balance on recruitment.</p> <p>Board cover sheet prompts for completion of Equalities Impact Assessment where applicable</p> <p>Policy approval must be accompanied by Equality impact assessments</p> <p>Board signed up to 50/50 by 2020 initiative to improve gender balance on Boards. Recent recruitment advertisement in Business Women Scotland Magazine and Changing the Chemistry. Four female board members, two of four committees are chaired by women – proactively seeking a balance of genders</p>
A13	The board must seek to reflect in its membership, the make-up of the community through offering maximum	Board vacancies are advertised in local press, on websites and social media of both UHI NH and

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	<p>opportunity of membership to a range of potential members and removing potential barriers to membership, in partnership with its regional strategic body, as appropriate.</p> <p>UHI and on Public Appointments website, also sent to Chamber of Commerce and Business Development Unit mailing lists. Also published by College Development Network, Changing the Chemistry</p>
Section B: Quality of the Student Experience	
Student Engagement	
B1	<p>The board must have close regard to the voice of its students and the quality of the student experience should be central to all board decisions.</p> <p>Student member is invited to join committees as well as the Board, and reports to LTR Committee and Board. Student report has been moved up the Board agenda so that it is considered early in each Board meeting.</p> <p>Outcomes from student surveys are also reported to Board LTR</p>
B2	<p>The board must lead by example in relation to openness, by ensuring that there is meaningful on-going engagement and dialogue with students, the students' association and as appropriate staff and trades unions in relation to the quality of the student experience. Consultation is essential where significant changes are being proposed.</p> <p>The student members / HISA representatives report directly to the Board and to the Learning, Teaching and Research Committee on issues current at the time of the meeting. The student members are representatives of HISA, the student association.</p> <p>Considerable effort was made using drop in sessions, attendance by Board at Freshers Fairs and other publicity to recruit a second student member in Autumn 2022. These efforts paid off with an appointment made on 3rd October 2022.</p> <p>UHI NH local student partnership agreement signed by Chair, Principal and local HISA depute (also overarching UHI partnership agreement)</p> <p>Consultation with students takes place before significant changes are made</p>

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B3	<p>The board must consider the outcome of student surveys and other student engagements, and monitor action plans that could impact on the quality of the student experience.</p> <p>Quality of student experience is a key element in Board deliberations, evidenced through minutes. Surveys and other engagements are brought to the Board and discussed. Student member reports to Board and LTR Committee.</p> <p>Outcomes of student surveys are reported to LTR Committee regularly and action being taken. Yes</p>
B4	<p>The college board must have regard to the Framework for the Development of Strong and Effective College Students' Associations in Scotland 7a7649_1dfa064585354d54b8f8be962cf6a143.pdf (wix.com). It must put in place robust partnership procedures (eg partnership agreement) to work together to achieve change and which are supported by regular and open communications.</p> <p>Yes there is a UHI partnership agreement and then we also have a local UHI NWH student partnership agreement, which is signed by the Board Chair, Principal and UHI NWH HISA Depute.</p>
B5	<p>The college board must encourage a strong and autonomous students' association and ensure that the students' association is adequately resourced.</p> <p>HISA is active, engaged and resourced. The institution contributes financially to HISA as part of UHI agreement</p>
B6	<p>The college board must ensure that the students' association operates in a fair and democratic manner and fulfils its responsibilities.</p> <p>HISA present an annual report which each Board must see each year. Also, SMT should report on work done on the objectives in the student partnership agreement</p>
B7	<p>The college board must review the written constitution of its students' association at least every five years.</p> <p>This was reviewed in 2021.</p>
Relevant and high quality learning	
B8	<p>The board must seek to secure coherent provision for students, having regard to other provision in the college's locality. The board must be aware of external local, national and international bodies and their impact on the quality of the student experience, including community planning partners, employers,</p> <p>Liaison with local employers and industry consultation Groups.</p> <p>Regular contact SDS/ HIE</p> <p>Evident through board consideration of proposals working with a wide range of bodies. Minutes indicate focus on student experience,</p>

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	skills development and enterprise agencies and employer bodies. The board must seek to foster good relationships and ensure that the body works in partnership with external bodies to enhance the student experience, including employability and the relevance of learning to industry needs.	employability and relevance of learning e.g. STEM, destination reporting. Board members engagement in other UHI committees Reports to LTR from DLT, EREP (for SFC) and interim progress reports reviewed and approved by Board. Board engagement with Education Scotland
	Quality Monitoring and Oversight	
B9	The board must ensure appropriate mechanisms are in place for the effective oversight of the quality and inclusivity of the learning experience in the college or region. The board must ensure that the college works in partnership with sector quality agencies and other appropriate bodies to support and promote quality enhancement and high quality services for students.	Work of the Quality Team, Education Scotland reports and action plans demonstrate this.
	Section C: Accountability	
	Accountability and Delegation	
C1	The board is primarily accountable to its main funder, either SFC or its regional strategic body. Through the chain of funding, the body is ultimately responsible to the Scottish Ministers who are accountable to the Scottish Parliament.	Noted. Demonstrable through governance arrangements and performance Also sign off of accounts and quality reports
C2	The board must ensure delivery of its outcome agreement or in the case of an assigned college, its agreed contribution to the region's outcome agreement.	Demonstrable through performance We have targets for credits
C3	The board must ensure it fulfils its statutory duties and other obligations on it, and that the terms and conditions of its grant are being met.	Executive Leadership Team monitors compliance with grant conditions and can respond if queries arise from RSB. This works well now and is the responsibility of the Executive Group to report to board or respond to queries

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C4	Scottish Ministers have powers to remove by order any or all board members of an incorporated college (except the principal) or a regional board for serious or repeated breaches of a term and condition of grant.	Noted
C5	The board also has a wider accountability to a range of stakeholders including students (both current and prospective), its staff, the wider public, employers and the community it serves, for the provision high quality education that improves people's life chances and social and economic well-being.	Board actively engages with stakeholders eg in relation to strategy planning, Board member recruitment and recruitment of the institution's Principal and Chief Executive. Demonstrable recognition in LTR Committee and Board discussions and minutes
C6	Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members. Board members have a personal responsibility to ensure any changes to their register of interests are notified timeously to the governance professional and to declare any specific conflicts of interest in the business of the meeting prior to the commencement of each meeting of the board and its committees and withdraw from meetings as appropriate. See section D.6 for the 'objective test' for judging if there is a conflict of interest.	All members are asked to declare any interests at the commencement of each meeting. In the interests of transparency, members are also given the opportunity to declare connections which do not amount to an interest. This is demonstrable from Board and Committee minutes. The Board members' Register of Interests is reviewed regularly, and members are encouraged to report any change in a member's interests as it occurs. The register is reported to the Board and is published online.
C7	<p>The board must ensure that its decision-making processes are transparent, properly informed, rigorous and timely, and that appropriate and effective systems of financial and operational control, quality, management of staff, risk assessment and management are established, monitored, continuously improved and appropriately impact assessed. This includes:</p> <ul style="list-style-type: none"> a. The prompt production, dissemination and online publication of board/committee agendas, minutes and papers to the public b. Every board meeting and every committee meeting having a well-structured agenda circulated timeously in advance 	<ul style="list-style-type: none"> a. Publication of agendas and minutes ... b. Agendas are structured and circulated timeously in advance, though can be subject to additional items being added due to reports being prepared late c. Retention in place in accordance with Retention Schedule. <p>Board cover sheet prompts for equality issues, risk assessments, resource implications. Monitoring and improvement is demonstrable through Board and Committee minutes.</p>

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	<p>c. The retention of all key documentation which help justify the decisions made by the board and its committees</p> <p>d. setting quorum for board and committee meetings in line with good practice and preferably at 50% or higher are non-executive members. A board should satisfy itself that adequate arrangements are in place to ensure that decisions it has delegated to a committee are taken with a non-executive majority. When determining a quorum, the chair of the board may be considered to be a non-executive member. (see Annex 1 for the definition of non-executive)</p>	
C8	<p>The board may delegate responsibilities to committees for the effective conduct of board business. As a minimum the committees required are Audit, Remuneration, Finance and Nominations/Appointments. Delegation of responsibilities from and matters reserved to the board and its committees must be set out in a scheme of delegation including the functions delegated by the board to the chair, committees, the principal and the governance professional (and any other members of staff). Incorporated college boards and regional boards have no powers to delegate functions to an individual board member (except the chair who has no authority to act outwith their delegated powers).</p>	<p>Committees exist and operate –</p> <p>Audit and Risk Management Committee; Remuneration Committee; Finance and General Purposes Committee; Nominations Committee; Human Resources Committee and Learning, Teaching and Research Committee.</p> <p>A scheme of delegation is in place for the Board, and Terms of Reference are in place and are reviewed annually for each of the Committees defining each Committee's powers. No powers are delegated to individual members except the Board Chair.</p>
C9	<p>The board must ensure every board committee has a specified member of the management team to provide objective, specialist advice to support it to discharge its remit, including by explaining in an accessible way the matters under discussion and the possible implications of different options.</p>	<p>Demonstrable through board committee listing and involvement in meetings, briefings to new staff etc.</p>

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C10	The board must consider and have in place procedures to ensure effective working relationships and constructive dialogue amongst the board as a whole and ensure there are effective reporting and two way communications between committees and the board. The board must ensure that discussions and decisions of every committee are accurately recorded and reported to the board, no later than the next meeting of the board.	It is demonstrable from Board minutes that minutes of committee meetings are reported to the Board and discussed by members at the next meeting of the Board. From time to time, the Board meets informally between cycles to ensure there are effective working relationships between members and constructive dialogue with officers of the institution.
	Risk Management	
C11	The board of a college or a regional body is responsible for the overall management of risk and opportunity. It must set the risk appetite of the body and ensure there is an appropriate balance between risk and opportunity and that this is communicated via the principal to the body's management team.	The risk register is reviewed regularly by the Audit and Risk Management Committee and by the Board of Management. Each of the four core Committees reviews the risks relevant to it at each meeting. A new risk register was developed in September 2021 following on from the new strategic plan. A new risk register following merger was developed in September 2023. A facilitated session for the whole Board to set the risk appetite has been arranged for 3 rd November 2023.
C12	The board must ensure that sound risk management and internal control systems are in place and maintained. It must ensure there is a formal on-going process for identifying, reporting, evaluating and managing the body's significant risks and review the effectiveness of risk management, business continuity planning and internal control systems.	Audit committee discusses risk at all meetings. Risk register is discussed at all committee meetings and at Board meetings. Business continuity is in place – Executive Group will review.
	Audit Committee	
C13	The Audit Committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the body's governance, risk management and internal	This is current practice and minutes demonstrate this.

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	control framework. The Scottish Government Audit and Assurance Committee Handbook promotes the development of an assurance framework to aid the Committee in fulfilling this role. See Audit and Assurance Committee Handbook Audit and Assurance committee handbook - gov.scot (www.gov.scot)	
C14	The scope of the Audit Committee's work must be defined in its terms of reference and encompass all of the assurance needs of the board and the principal. The Audit Committee must have particular engagement with internal and external audit and must work with management and auditors to resolve any issues in relation to financial reporting.	Terms of reference are reviewed annually, and were further reviewed as part of the review of the governance manual. Internal auditors are routinely invited and regularly report to Audit Committee meetings. The external audit action tracker is considered at each Audit Committee meeting. External auditors attend Board and Committee meetings where the annual accounts are discussed.
C15	The Audit Committee must promptly pursue recommendations arising from audit reports and must monitor their implementation.	Demonstrated by external and internal audit action trackers
C16	The membership of the Audit Committee cannot include the board chair or the principal. The role of the college executive is to attend meetings at the invitation of the committee chair and to provide information for particular agenda items.	This is current practice. The Principal attends meetings at the invitation of the Committee. This is on the understanding that the Principal and other Executive Group members would leave the meeting on request.
C17	The Audit Committee terms of reference must provide for the committee to sit privately without any non-members present for all or part of a meeting if they so decide. The Audit Committee members should meet with the internal and external auditors without the executive team present at least annually	This is current practice. The Chair of the Audit Committee also meets in private with the external auditors from time to time.
C18	At least one member of the Audit Committee should have recent relevant financial or audit experience.	This is current practice.

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	Remuneration Committee	
C19	It is essential that members of the Remuneration Committee understand their role and responsibilities. Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.	The five members have undertaken the online training module.
C20	The board must have a formal procedure in place for setting the remuneration of the principal by a designated committee of non-executive members. The board may wish to supplement this by taking evidence from a range of sources. In particular, staff and students should have a role in gathering and submitting evidence in relation to the college principal to the relevant committee.	On 13 th September, on the recommendation of the Remuneration Committee, the Board agreed a procedure for reviewing the principal's performance and setting the Principal's remuneration.
C21	The board chair cannot be the chair of the Remuneration Committee (but they can be a member of it).	Remuneration Committee is chaired by the Chair of the Human Resources Committee.
	Financial and Institutional Sustainability	
C22	The board is responsible for ensuring the financial and institutional sustainability of the body. The board must ensure compliance with its Financial Memorandum (either with SFC or the regional strategic body, depending on which is funding it), including in relation to incorporated colleges and regional boards, relevant aspects of the Scottish Public Finance Manual.	Director of Finance regularly reports to the Board and the Finance and General Purposes Committee on the financial situation. The arrangements between this institution and UHI are set out in a partnership agreement.
C23	<p>C.1 The board must ensure that:</p> <ul style="list-style-type: none"> • funds are used as economically, efficiently and effectively as possible • effective monitoring arrangements are in place • college staff report relevant financial matters 	Board and F&GP Committee review financial matters regularly. There are also checks through Audit Committee. Evidence through Board minutes that use of funds is considered and questions asked. Procurement policies are

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	to it.	followed to ensure economy.
C24	For colleges that are charitable organisations, board members are also charity trustees. The board of a college that is a charity must ensure its members are aware of their responsibilities under charity legislation and for complying with relevant provisions as set out by the Office of the Scottish Charity Regulator. See OSCR Guidance and Good Practice for Charity Trustees	The induction of Board members includes a section on a Board member's responsibility as a charity trustee. All Board members have been directed to the OSCR guidance and asked to read it.
	Staff Governance	
C25	The college board as the employer, is responsible for promoting positive employee relations and for ensuring effective partnership between recognised trade unions and management.	This is in evidence through Board minutes and HR Committee minutes.
C26	The board must have a system of corporate accountability in place for the fair and effective management of all staff, to ensure all legal obligations are met and all policies and agreements are implemented and identify areas that require improvement and to develop action plans to address them.	Considered through HR Committee and Remuneration Committee
C27	The board must comply with the nationally agreed college sector Staff Governance Standard .	The institution complies with all up-to-date staffing policies.
C28	The college board must comply with collective agreements placed on it through national collective bargaining for colleges.	UHI & UHI NH work within national processes

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	Section D: Effectiveness	
	The Board Chair	
D1	<p>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:</p> <ul style="list-style-type: none">• encouraging the effective contribution of all board members• fostering constructive challenge and support to the principal, executive team and fellow board members• effective team-working• positive relations between board members. <p>The chair must engage with the principal and the governance professional in a manner which is both constructive and effective.</p>	<p>Demonstrable from board and committee agendas and minutes. Team working and positive relations between board members have been enhanced by informal meetings of board members outwith committee cycle periods.</p> <p>Chair has regular scheduled discussions with the Principal (fortnightly) and with the Governance professional.</p>
D2	<p>The board and its committees must have the appropriate balance of skills, experience, independence and knowledge of the body to enable them to discharge their respective duties and responsibilities effectively.</p>	<p>A skills matrix has been compiled during the appointment of members to the Transition Board in February 2023 and has been updated. It has been used to assist with the Board member recruitment in September 2023. The skills matrix</p>

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		has been used for filling committee vacancies.
	Senior Independent Member	
D3	The board must appoint one of the non-executive members to be the senior independent member to provide a sounding board for the chair and to serve as an intermediary for the principal, other board members and the governance professional when necessary (see Annex 1 for the definition of 'non-executive'). The senior independent member should also be available where contact through the normal channels of chair, principal or governance professional has failed to resolve an issue or for which such contact is inappropriate. The senior independent member is also responsible for holding annual meetings with Board members, without the Chair, to appraise the Chair's performance and provide the Chair with relevant feedback Further information on the role of the senior independent member can be found in The Guide for Board Members in the College Sector	The Board has appointed an experienced member as SIM
	Board members	
D4	Each board member is collectively responsible and accountable for all board decisions. Board members must make decisions in the best interests of the college and/or region as a whole rather than selectively or in the interests of a particular group.	This is explained as part of the induction process.
D5	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.	This is recognised. Staff and student members are full board members. While it is noted that staff members will have insight into staff views they are not regarded as staff representatives.
D5	Where the college is a charity, all board members, as charity trustees, including staff and student board members, have legal duties and responsibilities	Register of members' interests, which is published and is reviewed annually, supports this.

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	<p>under the Charities Act 2005. This includes registering any personal interests that could be seen as conflicting with the interests of the body. The 'objective test' for judging if there is a conflict of interest is:</p> <p><i>"...whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your decision making in your role as a member of a public body".</i></p>	<p>There is a standing item on all board and committee agendas reminding members to declare any interests, and the possibility of declaring connections, in any agenda items</p>
	Principal and Chief Executive	
D7	<p>The college board must appoint the principal as chief executive of the college, securing approval for the appointment and terms and conditions of the appointment from the regional strategic body if necessary.</p>	<p>The Principal and Chief Executive was appointed Principal Designate in December 2022 and became Principal upon merger on 1st August 2023. The approval of UHI as regional strategic body was factored into the recruitment process.</p>
D8	<p>The college board must ensure there is an open and transparent recruitment process for the appointment. Students and staff must have an opportunity to contribute to the recruitment process.</p>	<p>This is current practice. Students and staff were represented on the selection panel.</p>
D9	<p>The board must delegate to the principal, as chief executive, authority for the academic, corporate, financial, estate and human resource management of the college, and must ensure the establishment of such management functions are undertaken by and under the authority of the principal.</p>	<p>Defined in Scheme of Delegation.</p>
D10	<p>The college board must ensure a clear process is in place to set and agree personal performance measures for the principal. This process should seek the views of students and staff. The chair, on behalf of the board, should monitor, review and record the principal's performance, at least annually, against the</p>	<p>The Principal commenced employment in the permanent post in August 2023 after having held the post as principal designate for eight months. A process for agreeing performance measures has been developed and approved by the Board on the recommendation of the Remuneration</p>

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	agreed performance measures.	Committee.
D11	The principal, as a board member, shares responsibility for good governance with the chair and all other members of the board, supported by the governance professional. The principal also enables good governance through supporting effective communication and interaction between the body and the rest of the college including staff and students.	Board led by the Chair, and the Principal and Governance professional are working together to ensure good governance. Principal interacts with all staff and students The Board of Management has visited college campuses to meet staff and students.
D12	The board provides strategic direction for the region and/or college, and the chair provides leadership to the board. The principal provides leadership to the staff of the body	Agreed – see Board minutes.
D13	The board must provide a constructive challenge to the principal and executive team and hold them to account.	Evidenced through Board minutes and processes
Governance professional		
D14	The board must appoint a governance professional who is responsible to it and reports directly to the chair in their governance professional capacity. The governance professional may be a member of the senior management team in their governance professional capacity, but they cannot hold any other senior management team position at the same time. The appointment and removal of the governance professional is a decision of the board.	Governance professional reports to Board Chair and does not hold any other position within the institution, nor is she a member of the senior management team. Governance professional was formerly the GP for one of the merger partners, and was then appointed to the role of Transition Governance professional for the Merger Project before taking on the role for the merged college
D15	All board members must have access to the governance professional who has an important governance role in advising the board, the committees and individual board members and supporting good governance. The distinctive	This is accepted as part of the Governance professional's role and is evidenced by the job description

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<p>governance professional role includes:</p> <ul style="list-style-type: none">- facilitating good governance and advising board members on:<ul style="list-style-type: none">o the proper exercise of their powers, including in relation to relevant legislationo the board's compliance with its Financial Memorandum, the Good Governance Code, its Standing Orders and Scheme of Delegationo their behaviour and conduct in relation to the board's Code of Conduct.- providing clear advice to the chair and the board/committees on any concerns the governance professional may have that board members have not been given:<ul style="list-style-type: none">o sufficient informationo information in an appropriate formo sufficient time to monitor, scrutinise or make informed and rigorous decisions in an open and transparent way.- attending and providing support to every board meeting and every meeting of every board committee. Where the governance professional is unable to attend, while the governance professional retains overall responsibility, proper arrangements must be made to cover the role with a person who is fully able to discharge the role effectively.- having an unambiguous right to speak at board and committee meetings to convey any concerns they may have about governance. This extends to	<p>Governance professional as required by the Standing Orders endeavours to ensure that items placed on agendas fall within the remit of the Board or that Committee.</p> <p>In terms of the standing orders All reports should reach members seven days (five working days) before a meeting. Reports need to be in appropriate format (eg Word or PDF) and have appropriate coversheet in place when sent to the Governance professional. Due to pressures falling merger not all agendas have reached members timeously.</p> <p>UHI support available if Governance professional can't attend</p> <p>Governance professional is permitted by all Chairs to speak at meetings.</p>
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	<p>someone substituting for the governance professional.</p> <ul style="list-style-type: none"> - reporting any unresolved concerns about the governance of the body to the relevant funding body (i.e. SFC or the regional strategic body). 	
D16	<p>The board must ensure the governance professional:</p> <ul style="list-style-type: none"> - has suitable skills, knowledge and behaviours to carry out their role effectively - receives appropriate induction, and if new to the role, is mentored by a more experienced governance professional for at least their first year - has adequate time and resources available to undertake their role effectively. 	<p>Rigorous recruitment process followed.</p> <p>Minimal induction provided, no mentor identified but receives support from CDN and has joined a discussion group with Governance professional colleagues within the UHI partnership.</p> <p>Adequate time has been provided.</p>
D17	<p>The board must ensure arrangements are in place to deal with a governance professional's potential or real conflicts of interest.</p>	<p>Principal, Chair and/or SIM are generally available for advice if required. There is access to wider UHI governance colleagues and CDN for advice and support.</p>
	Board Member Appointment, Induction and Training	
D18	<p>For boards with responsibility for board appointments, the board must ensure a formal and open procedure is in place for recruiting and selecting new non-executive board members. Boards must have regard to all relevant Ministerial Guidance on board appointments.</p>	<p>Yes, procedure in accordance with Ministerial guidance is followed, and UHI are consulted and represented on the selection panel, as are external stakeholders, staff and students. Vacancies are widely advertised.</p>
D19	<p>The board is responsible for ensuring appropriate arrangements are in place for the conduct of student elections and nominations and elections of staff members to the board.</p>	<p>Yes. Board currently has two staff members and two HISA reps as members.</p>
D20	<p>The chair must ensure that new board members receive a formal induction on joining the board, tailored in accordance with their individual and</p>	<p>An induction checklist has been developed by the Governance professional who organises induction meetings between new members and Board and</p>

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	collective needs. The governance professional should support the chair in the provision of relevant induction for new board members.	Committee Chairs, the Principal and members of the Executive Group, the HR Manager, HISA and a representative of UHI. A group induction of new members appointed following the September 2023 recruitment campaign is planned for October 2023 Attendance at the CDN induction seminar is also arranged for Board and student members.
D21	The board must ensure all board members undertake appropriate training and development in respect of their governance role. The governance professional should support the chair in the provision of relevant training and development opportunities for board members, which should be tailored to meet board members skills and needs. The governance professional must keep records of the development activity of board members, including the chair.	Training records are kept for all Board members. Work is being done to identify training or development needs of individual members. This will be repeated as part of the Board evaluation in February 2024.
D22	The board must ensure that new committee members receive a committee induction and have their specific training needs assessed and met.	Committee members meet the Committee Chair in advance of joining the Committee. Members are asked about training needs regularly.
	Board Evaluation	
D23	Extension of the term of office of board appointments requires evidence and the board must ensure appropriate mechanisms are in place to support this.	To date the Board and Committee Chairs have agreed reappointment of Board members. Contribution to committees, attendance at meetings and willingness to undergo training are considered here.
D24	The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness every three to five years. The board should determine the timing for this externally facilitated review as part of the annual	Annual evaluation took place in April 2021 and April 2022 and June 2023. Externally facilitated effectiveness reviews took place in 2017 and 2021. Work on the action plan which formed part of the Effectiveness Review report is ongoing.

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	effectiveness review. The board must send its self-evaluation (including an externally facilitated evaluation) and board development plan (including progress on previous year's plan) to its funding body and publish them online.	
D25	The board must agree a process for evaluating the effectiveness of the board chair and the committee chairs. The evaluation of the board chair should normally be led by the senior independent member.	This is planned for February 2024
D26	The board must ensure all board member are subject to appraisal of their performance, conducted at least annually, normally by the chair of the board.	This is planned for February 2024.
D27	The performance of regional college chairs will also be evaluated by the Scottish Government, as regional college chairs are appointed by the Scottish Ministers and are personally accountable to them	n/a
D28	The performance of assigned, incorporated college chairs will also be evaluated by the regional strategic body, as they are appointed by the regional strategic body and are personally accountable to them.	?
Section E: Relationships and Collaboration		
Partnership working		
E1	The board must work in partnership to secure the coherent provision of high quality fundable further and higher education in their localities.	UHI NWH works in partnership with SFC, and UHI
E2	The board must ensure effective consultation, local and regional planning and must follow the principles	Strong engagement with other bodies and employers, and good relationships in place

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	of effective collaborative working: mutual respect, trust and working towards commonly agreed outcomes.	
E3	The board must ensure effective partnership working with local and national bodies including businesses, public and third sector organisations to develop commonly agreed priorities following the principles of effective collaborative working.	Initiatives demonstrate this. Agendas and minutes demonstrate many external links with external stakeholders including local employers and organisations.
E4	The board must encourage and support effective partnership working and collaboration within and across regions to address local needs and meet national priorities and specialisms.	Demonstrable active engagement with employers and external agencies.

Annex 1

References and Definitions

- **“college”** means a college funded by either SFC or a regional strategic body.
- **“incorporated college”** means a college with a board of management under part 1 of the Further and Higher Education (Scotland) Act 1992.
- **“assigned college”** means a college assigned to a regional strategic body.
- **“regional board”** means a regional strategic body that has no other functions. There is one regional board – Glasgow Colleges’ Regional Board.
- **“board”** means the governing body of the college or to the regional strategic body.
- **“body”** means the organisation in question, i.e. a college or regional strategic body.
- **“principal”** include where appropriate in the context, the chief officer or equivalent person of a regional strategic body.
- **‘non-executive’** means a member who is not the chair and who does not otherwise hold a specific position on the board i.e. is not a student or staff member; and in the case of a college board, is not the principal; and in the case of a regional board is not the chair of an assigned college.
- The reference to a non-executive majority under C.7(d) reflects the underlying governance principle of ensuring an appropriate degree of independence and objectivity in all board decision-making. A board quorum should always require a non-executive majority. When determining a quorum, the chair of the board may be considered to be a non-executive member
- In the context of the regional strategic body in the Highlands and Islands, the board means either the Court of the University of the Highlands and Islands (UHI)
- New College Lanarkshire is the designated regional college and regional strategic body with South Lanarkshire College as an assigned college.
- Glasgow Colleges’ Regional Board; this is the only part of Scotland with a regional strategic body which has been established as an organisation with only this role.