

Stirling Court Hotel, Stirling 9.30am

**AGENDA**

		<b>Type</b>	<b>Lead</b>
1	Apologies and Declarations of interest	Discussion	
2	Minutes and Matters Arising of Meeting of 21 June 2018	Approval	Chair
3	Minutes of Committee Meetings		
	Audit Committee – 6 September 2018	Discussion	Lorna Dougall
	Finance Committee – 11 September 2018 (To Follow)	Discussion	Caryn Jack
4	Student Association Report	Discussion	Liam Williams

**FINANCIAL**

5	Financial Forecast Return 2017/18 – 2022/23 (Paper 5 is withheld from publication on the Forth Valley College website under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)	Approval	Senga McKerr
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**GOVERNANCE**

6	Board Self Evaluation Feedback (Verbal)	Discussion	Ross Martin
7	Board of Management Scheme of Delegation & Standing Orders	Approval	Alison Stewart
8	Board of Management Committee Structure	Approval	Alison Stewart
9	Board of Management Calendar 2018/19 & 2019/20	Approval	Alison Stewart
10	Audit Committee Co-option (Elements of paper 10 are withheld from publication on the Forth Valley College website under Section 38 Personal Information of the Freedom of Information (Scotland) Act 2002.)	Approval	Alison Stewart
		Approval	Ross Martin
11	Board Secretary Arrangements	Discussion	All
12	Board Development Plan (Verbal)	Discussion	All

**STRATEGIC PLAN IMPLEMENTATION**

13	Review of Strategic Risk (Verbal)		
14	Any other competent business	Discussion	All

**FOR INFORMATION**

Estates Dashboard

(Elements of this paper are withheld from publication on the Forth Valley College website under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)

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**Room 109, Falkirk Campus (commencing at 4.30pm)**

Present: Mr Ross Martin (Chair)  
Mrs Anne Mearns (Vice Chair)  
Dr Ken Thomson  
Mr Colin Alexander  
Mr Alan Buchan  
Mr Andrew Carver  
Mrs Trudi Craggs  
Mrs Lorna Dougall  
Mrs Pamela Duncan  
Mr Davie Flynn  
Ms Beth Hamilton  
Mrs Caryn Jack  
Mr Liam McCabe  
Mr Steven Tolson

Apologies: Mr Scott Harrison  
Mr Ken Richardson  
Mrs Fiona Campbell

In Attendance: Mr Andrew Lawson, Depute Principal and Chief Operating Officer (DPCOO)  
Mrs Fiona Brown, Vice Principal Learning and Quality (VPLQ)  
Mr David Allison, Vice Principal Information Systems and Communications (VPISC)  
Mrs Alison Stewart, Vice Principal Finance and Corporate Affairs (VPFACA)  
Mr Stephen Jarvie, Corporate Governance and Planning Officer and Deputy Board Secretary

**B/17/043 Apologies and Declarations of interest**

The apologies were noted.

The Chair recorded a declaration of interest in relation to the City Deal the College had recently entered into. The Chair noted that he works with Scottish Government on city and growth deals but that he had not been involved in the decision which affected the College.

**B/17/044 Minutes and Matters Arising of Meeting of 22 March 2018**

The minutes of 22 March 2018 were approved. No matters arising were raised by members.

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**B/17/045 Minutes of Committee Meetings**

**Strategic Development Committee – 7 June**

The Vice Chair noted that the Principal had briefed the committee on the city deal for Stirling and Clackmannanshire.

She also noted that it had been the last meeting of the committee for Alan Buchan and thanked him for his contribution to the work of the Committee.

**Draft Finance Committee – 14 June 2018 (to be tabled)**

The Committee Chair reported on the work of the committee, highlighting the discussions around the College international activity levels and the caution from members regarding the sustainability of ongoing losses in this area.

He asked the VPFACA to provide members with an overview of SFC's request for 5 year financial forecasts.

The VPFACA updated members on the requirement for these forecasts, highlighting the issues last year owing to Colleges using different financial assumptions for their forecasts. She noted that SFC were preparing new guidance to issue to the sector covering areas such as credits, grant in aid and salary costs. She confirmed that the College would be progressing a number of scenarios as part of the forecasts development.

Following discussion members noted that, given SFC would only commit to annual funding allocations, there were concerns that the College may be held to longer term forecasts and that these should make clear our concerns.

The Principal reported that SFC were also looking at the role of internationalisation and the use of arm's length foundations to store any surpluses.

Members noted that clear guidance from SFC would be required on this.

The VPFACA also reported to members that, following Scottish Government approval in March for College's to maintain their commercial insurance, she had requested SFC approval to extend the current College insurers by one year and that this approval had been given.

**B/17/046 Principal's Report**

The Principal presented a report outlining his activities since the last meeting of the Board.

He informed members of the recently agreed city deal with Stirling and Clackmannanshire Councils and outlined the College's involvement with the

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University of Stirling on the International Environment Centre which is one of the city deal projects.

The Principal updated members on progress with the new Falkirk Campus build, noting that it was currently 3-5 weeks behind schedule but that this was not raising any red flags at this time. He also informed members that there had been an accident on site the previous day which had resulted in an individual being taken to hospital for checks. He reported that the individual was back at work on site today.

He confirmed that this matter was being investigated by Balfour Beatty. Members recommended that, as the site belonged to Balfour Beatty, an independent investigation should be looked into. The Principal confirmed that the College project managers AECOM were involved in the investigation and would check the results of the Balfour Beatty investigation.

The Principal updated members on a number of recently arising opportunities for international work with a number of Scottish Universities, including the University of Stirling.

The Principal informed members that he had recently been appointed to the Board of SQA and would be able to advocate the College sector as part of this role.

He reported on the recent joint keynote presentation he had given along with the Chair at the CDN College Expo. Members were shown a video which resulted from the day.

The Principal circulated a document prepared by the Communications and Marketing team which highlighted a year in review for the College.

The Principal concluded on a discussion with members on the College's participation in community planning partnerships and possible future changes.

a) Members noted the content of the update

## STRATEGIC PLAN IMPLEMENTATION

### B/17/047 Equalities Policy

The DPCOO presented members with an updated Equalities Policy for approval. He noted that this policy had been in place since 2015 and, while it still remained robust, the changes in the appendix were intended to reflect legislative and staff role changes.

Members noted the Equalities Impact Assessment (EQIA) which accompanied the policy and asked how often these documents should be brought to the Board. The DPCOO noted that EQIA's should accompany any Board paper where there is an impact on people.

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Members felt that it would be beneficial for them to receive training on the EQIA process to enable them to assess any EQIA that presented with a Board or Committee paper.

The Chair noted that the EQIA training would be looked at for the September Board residential. He also noted that gender pay reporting should also be considered.

- a) Members approved the policy

**B/17/048 Honorary Fellowship Nomination**

The Principal presented a paper seeking approval to award Mary Pitcaithly a Forth Valley College Fellowship.

He outlined the support provided by Ms Pitcaithly to the College over a number of years.

- a) Members approved the awarding of the Forth Valley College Fellowship

**B/17/049 Outcome Agreement 2018-19 to 2020-21**

The VPISC presented members with the final draft of the Outcome Agreement (OA) for 2018-19 to 2020-21.

He reported that, following consideration of the OA at the Strategic Development Committee, changes had been made to the document.

He also confirmed that the OA had been aligned with the College Operational Plan for 2018-19.

Members queried whether the OA would be the evidence base for the 5 year financial forecast. The VPFACA confirmed that this was the case in terms of scenario planning.

The Principal noted the current situation with credit allocation in the sector, with some Colleges routinely exceeding their credit targets and being funded for this extra activity whilst others under achieved without commensurate financial issues. He confirmed that the College continued to meet its credits targets and would continue to lobby for growth through SFC and the Outcome Agreement process.

The Chair noted that the establishment of the new national skills board which will oversee SFC amongst others may help to address this.

- a) Members approved the Outcome Agreement 2018-19 to 2020-2021
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**B/17/050      Budget 2018-19**

The VPFACA presented the budget for the next academic year. She highlighted to members that, with the removal of estates costs, the College was projecting a small surplus.

She outlined the assumptions underpinning the budget and highlighted the ongoing impact of historic inefficiencies on the College compared to other colleges. She noted that SFC were setting up a group to look at a new funding model and that she hoped to be able to join this group.

Members expressed concerns with the downturn in capital maintenance funding and the risk of minor maintenance issues which cannot be funded at this time becoming far more expensive in the future.

The VPFACA noted that there were significant levels of estates funding needed across the sector and that this was the reason SFC had reduced the College's funding to direct this money elsewhere.

It was agreed that realistic ongoing maintenance costs be built into the 5 year financial forecasts to highlight the issue to SFC and with an aim to have ongoing capital maintenance issues addressed prior to the opening of the new Falkirk campus.

The VPFACA discussed the recent guidance on the transfer of surpluses to the arm's length foundation.

a) Members approved the Budget for 2018-19

**B/17/051      Outcomes of the 15-24 Learner Journey Review**

The VPLQ presented a report on the Scottish Government 15-24 Learner Journey review outputs and highlighted those areas which applied to the College.

She outlined concerns the College had regarding the recommendation on duplication of activity at SCQF Level 7, particularly the emphasis on Advanced Highers in that this could add another progression route to second year degree study which would add competition between colleges, schools and universities instead of a coordinated approach.

She highlighted that the recommendations in the report would require further work by Scottish Government and others before they were set and that the College would engage in this where possible.

a) Members noted the content of the report

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**B/17/052 Procurement Strategy**

The VPFACA presented members with an updated Procurement Strategy for approval. She informed members that the strategy and associated supporting documentation had been considered and approved by the Finance Committee.

She noted the requirement on the College to publish a procurement report and confirmed the timelines for this to members.

- a) Members approved the Procurement Strategy

**OPERATIONAL OVERSIGHT**

**B/17/053 Student Association Report**

The Chair informed members that this would be Alan Buchan's final Board meeting as Student Association President.

The SA President presented a report on the activities of the Student Association since the last meeting of the Board.

He informed members that the Student Association had been nominated for 3 NUS UK awards for their care campaign, Student Association of the Year; and Officer Team of the year.

He also outlined the work done to date on the Student Association Strategic Plan, highlighting the range of input that was received and that this plan would help to ensure continuity for the Student Association for the next 4 years.

He thanked the Board for the support given to him and the wider Student Association during his time in office.

The Chair and members congratulated the SA President and his team for the exceptional quality of work they had done in developing the Student Association and supporting students at Forth Valley College.

The Chair noted that there was a leaving event being held on 29 June for the SA President and it was agreed that the invite would be circulated to all Board members.

The VPLQ informed members that the SA President had recently been selected to be a student team member for Education Scotland, which recognised the quality of work he had undertaken.

- a) Members noted the content of the report and thanked the SA President for his contribution to the College
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**B/17/054      GDPR Policy Approval**

The VPISC presented members with a new data policy designed to meet the requirements on the College of the General Data Protection Regulations and Freedom of Information (Scotland) Act, along with an update IT Security policy for approval.

Members noted that the terminology used in the IT Security Policy would benefit from being strengthened.

a) Members approved both policies subject to the noted amendments

**B/17/059      College Operational Plan 2018/19**

The Principal presented the College Operational Plan 2018/19 for approval.

He noted that feedback from the Strategic Development Committee had been incorporated into the document.

Following discussion, members highlighted a number of suggested amendments to the plan.

a) Members approved the College Operational Plan 2018/19 subject to the suggested amendments being incorporated

**B/17/060      Review of Risk**

Risks were noted in the covering papers.

**B/17/061      Any other competent business**

**Barclays Covenants**

The VPFACA noted that, at the previous meeting, the Chair of the Finance Committee had presented a paper on her behalf seeking approval for amended covenant with Barclays Bank. While approval had been granted, the College had received correspondence from Barclay's lawyers and the VPFACA tabled a paper seeking member's approval for the suggested wording.

The chairperson reported that the purpose of the paper was to consider the terms of the new covenant and, if thought fit, to approve the entry by the Borrower into an amendment (the "Amendment Letter") to the £10,000,000 term loan facility agreement dated 30 September 2010 between the Borrower and Barclays Bank plc (the "Bank") as amended by a letter of variation from the Bank to the Borrower dated 21 March 2013 and accepted by the Borrower on 9 July 2013 (the "Facility Agreement").

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#### The Amendment Letter

The meeting noted that the Amendment Letter represented the terms and conditions upon which the Bank is prepared to make available payment systems to the Borrower and the meeting considered and confirmed its full understanding of the terms of the Amendment Letter and its implications for the Borrower.

#### Resolutions

Following careful consideration of the Amendment Letter it was resolved that

- Alison Stewart, as Board Secretary, be and is hereby authorised to agree the final terms of the Amendment Letter and any other document which they consider necessary or desirable in connection with the entry by the Borrower into the Amendment Letter with such amendments as they shall approve;
- Alison Stewart, as Board Secretary, be and is hereby authorised on behalf of the Borrower to execute the Amendment Letter and any other document which is required to be executed pursuant to the Amendment Letter and any other Finance Document (as defined in the Facility Agreement) which is required to be executed, which documents shall be either sealed or witnessed as appropriate, and registered in the Borrower's books;
- Alison Stewart, as Board Secretary, be and hereby is authorised on behalf of the Borrower to execute and deliver any other documents, notices, letters or other communications and to perform all matters, acts and things which such person in his absolute discretion deems to be necessary or desirable in connection with the Amendment Letter or any other Finance Document (as defined in the Facility Agreement);
- the entry into the Amendment Letter by the Borrower was likely to promote the success of the Borrower for the benefit of its members as a whole having regard to the significant commercial benefits to the Borrower that were expected to result from the Amendment Letter; and
- the execution, delivery and performance by the Borrower of its obligations under the Amendment Letter be and are hereby approved.

#### Falkirk Campus Progress

Members requested an update on the progress with the new Falkirk Campus build.

The Principal reported that the project was largely on track, with a minor delay and a recent health and safety incident as outlined during his Principal's report.

He noted that there was an upcoming meeting of the Falkirk Campus Project Board. Following discussion, it was agreed that the dashboard document prepared for these meetings would be copied into all members of the Board of Management.

Members noted that concerns had been raised at the last meeting of the Falkirk Campus Project Board regarding Health and Safety and the progress with utilities. The

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Principal confirmed that health and safety concerns had been raised directly with the contractor and that an update on progress with utilities would be presented at the next meeting of the Falkirk Campus Project Board.

**For Information – Health and Safety Report**

Members noted that the report which had been appended to the Board papers for information had reported three recent incidents within the College relating to students in the corridors and stairs and asked for further information.

The DPCOO reported that these incidents had been investigated and there had been no defects found with the fabric of the building.

Members, while noting that there were no issues with the facilities themselves, recommended that, after a spate of incidents like this, communications to staff and students on the need to take care would be beneficial.

Members who have health and safety as part of their role profiles also offered to share examples of good practice with the College. The Principal thanked the members for these offers.

**Committee Membership**

Members queried whether there would be a review of the committees they serve on as the current arrangements had been in place for some time.

The Chair reported that there had been a meeting of all Board Chairs prior to the main meeting to look at refreshing the work of the Board and Committees. He informed members that proposals were being developed and would be brought to the September strategic session.

The VPFACA also informed members that, as part of the annual Board review cycle, the Chair would be contacting them to conduct their self-evaluation and that this would be an opportunity for members to input into discussions on Committee membership.

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**Boardroom, Falkirk Campus (commencing at 5.00pm)**

Present: Mrs Lorna Dougall (Chair)  
Mr Colin Alexander  
Mrs Trudi Craggs  
Mrs Beth Hamilton

In Attendance: Mr Ross Martin, Chair Board of Management  
Mrs Alison Stewart, Vice Principal Finance and Corporate Affairs (VPFACA)  
Mr David Allison, Vice Principal Information Systems and Communications (VPISC)  
Mr Stephen Jarvie, Corporate Governance and Planning Officer (CGPO)  
Ms Elizabeth Young, Scott Moncrieff  
Ms Claire Stevenson, Scott Moncrieff

**A/18/001 Declarations of Interest**

None

**A/18/002 Apologies for Absence**

None

**A/18/003 Minute of Meeting of 27 June 2018**

Approved

**A/18/004 Matters Arising**

**a) A/17/041 AOCB – Audit Member training**

It was agreed that members would aim to have this training completed in time for the next Committee meeting.

**A/18/005 Annual Internal Audit Plan 2018-19**

Mr Gary Devlin, Scott Moncrieff, presented members with the proposed audit plan for 2018-19.

He noted that the plan had been developed to reflect the College risk register and that it had also been considered by the College Senior Management Team who had requested the inclusion of an audit looking at Mental Health services in the College.

Members noted that the appendix which showed the cyclical review would seem to indicate areas rated as high and due for audit every 3-5 years had not been reviewed.

It was noted that the appendix showing this information should be reviewed to show the full 5 year period to see whether these areas had been reviewed.

Mr Devlin also noted that, for some of these areas, the College may rely on other assurance beyond internal audit.

It was agreed that the College assurance map which had previously been provided to Audit Committee should be updated and brought to the next meeting of the Committee.

Members queried the timing for the C2 Project Management (new campus) audit as they felt the current timing would not allow enough time for lessons learned to be implemented prior to the project completion date. It was agreed that the VPFACA should liaise with Scott Moncrieff in bringing the date forward.

a) Members approved the plan subject to the changes outlined above

**A/18/006 Presentation of Internal Audit Reports**

Mr Devlin presented members with three internal audit reports which had been completed since the last meeting of the Committee.

**Student Experience**

He noted that this was a good report overall with good arrangements in place for gathering student feedback. In relation to hate crime reporting he noted that a few areas for further improvement had been identified as outlined in the report.

a) Members noted the content of the report

**Follow Up**

Mr Devlin presented the report and noted that the follow up continued to demonstrate that management took audit recommendations seriously and had closed off a number of recommendations over the previous year.

He noted that the College was seeking to remove a recommendation relating to international activity as this area was undergoing review at this time. Members agreed to the removal of this recommendation.

a) Members noted the content of the report

**GDPR**

Mr Devlin informed members that this report was designed to look at arrangements post implementation of GDPR and was an overall positive report with only 2 minor areas for improvement identified.

Members noted that it would be useful to revise this area in a couple of years' time to see how the arrangements are working.

a) Members noted the content of the report

**A/18/007 Internal Audit Annual Report 2017/18**

Mr Devlin presented the annual report and overall opinion of Scott Moncrieff, which was that they had reasonable assurance that arrangements in place were adequate. He informed members that this opinion would be used to inform the College annual accounts.

He highlighted to members that, in order to comply with internal audit standards, Scott Moncrieff themselves were subject to review. He noted that the review provided a strong assessment of Scott Moncrieff and that detail on this was included in the report.

a) Members noted the content of the report

**A/18/008 Progress Report on Audit Recommendations**

The CGPO presented members with the progress report on audit recommendations since the last meeting of the Committee.

He highlighted that there were two recommendations relating to international activity (one of which had already been covered by Mr Devlin) which the College were seeking to remove and outlined the reasons for this request.

He also noted that there were some recommendations where slight extensions to the completion dates were being requested and outlined the reasons for this.

a) Members noted the content of the report and approved both the removals and extensions

**A/18/009 Risk Management**

The Chair informed members that there would be discussion on risk with the full Board of Management at the upcoming Board strategic session in late September.

She noted that the risk register, while good, would benefit from further engagement from the Board as well as including opportunities as well as risks going forward.

She asked members for input on further improvements which could be made.

Members noted that the risks were very detailed and that it may be beneficial to focus on the major concerns associated with each risk.

Members also discussed and recommended that 'deep dives' on a single risk should form part of each Committee meeting.

They noted that the intention of the deep dives was not to create additional work for College staff or have the Committee comment on operational matters but to enhance their understanding of risks. It was agreed that the remit for a deep dive would be –

- Occur at each meeting for one risk, starting with international activity at the March 2019 meeting as the November meeting had a full agenda
- That key staff involved in the risk area should be invited to the meeting to discuss the risk
- That staff should not be required to create additional reports etc for the Committee and that the Committee would be content with receiving copies of the most recent reports to Senior Management on the risk area
- That there would not be any PowerPoint presentations as the intention of the deep dive was to facilitate informal discussion between the Committee and the staff involved in the management of the risk
- That the Committee would not make recommendations of an operational nature

a) Members noted the content of the report

**A/18/010 Review of Risk**

Members noted that, while no additional risks were identified, the opportunity to conduct a deep dive to increase the Committee's knowledge of risk areas should be noted.

**A/18/011 Any Other Competent Business**

Mr Devlin noted that Scott Moncrieff were running a training programme for non-executive Board members. It was agreed that the VPFAA would circulate the invite to members.

**1. Purpose**

To inform members of FVSA activity for 2018/19.

**2. Recommendation**

That members note the recent activity undertaken by the Student Association.

**3. Background**

FVSA have had another very successful year with being shortlisted for a number of awards in the Campaign category, College Student Association of the year and Student of the year at the NUS Scotland Awards in Dunblane. At NUS UK in July were won two awards in the Campaign and best Student Association of the year.

We look forward to the year ahead with two new sabbatical officers (full time), a group of motivated volunteers who intend to run for voluntary officer positions again next year, a clear strategic plan to support our development, staff support and strong processes in place to help us reach our goals.

**4. ALF Fund/ Operation Budget**

FVSA applied for a grant of £172K from the above to fund salary costs for both the academic years 2018-19 and 2019-20. This has now been granted for the two years.

FVSA applied for a £18,000 operational budget for 2018-19 which has been approved by the college finance committee.

**5. Freshers' Event**

This year's welcome event will take place week commencing 17<sup>th</sup> September across the three campuses. The theme this year will be carnival and will encompass a magician, popcorn, candyfloss and various freebies from local communities. FVSA will also be promoting clubs and societies, voluntary elected roles and fundraising for signpost recovery and FVSA Clubs & Societies.

**6. Student Partnership Agreement Meeting**

The purpose of the above agreement between FVSA and FVC was to identify ideas on joint projects to work on together collaboratively over a 4 year plan. From the above meeting the key headlines were drawn up:

- Mental Health
  - Department Reps
  - Liberation Officers (Unrepresented groups)
  - Apprentice Engagement
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I have attached a brief outline for each headline for your reference. A more detailed version will be drawn up over the coming months.

7. **Financial Implications-** FVSA carries out all activities within our operational budget. As the Strategic Plan progresses there may be requirement to review the budget of FVSA, however FVSA will not implement any plans/activities that require additional funding before seeking the support of the College SMT and Board of Management.

8. **Equalities**

Assessment in Place? – Yes  No

Some of the planned activities will require to be impact assessed, however this will be done on an individual basis.

9. **Risk**

Please indicate on the matrix below the risk score. Risk is scored against Impact and Likelihood as Very Low through to Very High.

	Likelihood	Impact
Very High		
High		
Medium		
Low	X	X
Very Low		

Please describe any risks associated with this paper and associated mitigating actions –n/a

Risk Owner –Liam Williams

Action Owner – Liam Williams

10. **Other Implications**

Please indicate whether there are implications for the areas below.

Communications – Yes  No

Health and Safety – Yes  No

Paper Author – Liam Williams

SMT Owner – Andrew Lawson

# Draft Student Partnership Agreement

## **Key Areas between FVC and FVSA:**

### **1. Liberation Officers (Under-represented Groups)**

As a Liberation Officer, they will represent one group each:

- Black and Minority Ethnic Students' Officer (BME)
- Disabled Students' Officer
- LGBT Students' Officer
- The Mature Students' Officer
- The Womans' Officer

The groups above who have been traditionally underrepresented in Higher Education and who continue to face oppression in wider society will work closely with self-identifying students to ensure their voices are heard and will be working collaboratively with various departments in FVC.

### **2. Mental Health**

To ensure the work around Mental Health is embedded FVSA will be working collaboratively with various departments across the College in order to raise awareness of Mental Health and to support/signpost students who suffer from a Mental Health illness.

### **3. Department Reps**

The role of the Dept Rep are Class Reps chosen to become a lead on the department. They will still carry out the main role as any other Class Rep, however their extra title will to be meet their fellow Class Reps from their department and the CM on a regular basis to ensure that feedback and communication is effective throughout the year.

This will be a pilot taken within Sound Production, Stirling Campus (Creative Industries) for 2018-19 with the support of CM, Colin McGeoch and eventually rolled out to other departments over the course of a 4 year plan.

This has been seen as best practice in other College's/Universities and we wish to follow suit.

### **4. Apprentice Engagement**

FVSA wish to strengthen our communication with students and to ensure they are able to feed into and hear back on the work of the Student Association. We hope that working with apprentices will escalate the student voice across our communities and at a national level to shape the wider student experience.

**1. Purpose**

To seek members approval for the adoption of the attached Standing Orders, Scheme of Delegation Principles and Scheme of Delegation.

**2. Recommendation**

That members give consideration to the attached Standing Orders, Scheme of Delegation Principles and Scheme of Delegation and approve the adoption of these to support the efficient and effective governance of the College.

**3. Background**

When the sector moved to regional colleges, the CDN Board Secretaries group drafted a standard set of Standing Orders and Scheme of Delegation which could then be tailored to each College's own requirements and which incorporated the requirements of the 1992 Act and the Code of Good Governance for Scotland's Colleges.

**4. Standing Orders**

Forth Valley College's current Standing Orders include detail such as Board Membership and appointment processes, which are not ordinarily required in the standing Orders of how Board / Committee meetings should be managed. These are covered by separately by the Code of Good Governance for Scotland's Colleges and the Ministerial guidance for the Appointment of College Board Members.

The sector standard set of Standing Orders are attached. Changes to reflect tailoring these to Forth Valley College's requirements have been tracked.

**5. Scheme of Delegation Principles and Scheme of Delegation**

The sector standard set of Scheme of Delegation Principles and the Scheme of Delegation are attached. Changes to reflect tailoring these to Forth Valley College's requirements have been tracked. Items highlighted in green are additional to the current FVC scheme and items highlighted in blue are additional to the CDN standard scheme.

**Paper Author – Alison Stewart**

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## **Standing Orders of the Board of Management of Forth Valley College**

### **Preamble**

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 Board of Management (“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 xx September 2018 and come into effect on xx September 2018. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

### **1 Meetings of the Board and Committees**

- 1.1 The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions and at such times, places and frequency as the Board determines.
- 1.2 The Board Secretary shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3 Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 1.4 Board and Committee meetings shall be called giving no less than five working days’ notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days’ notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than two working days’ notice.

### **2 Quorum and Voting Rights**

- 2.1 The quorum for a meeting of the Board or Committee shall be no less than one half of the members entitled to vote at such a meeting.
- 2.2 If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.

- 2.4 A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 2.5 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 2.6 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 2.1 of these Standing Orders, 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 homologated/ratified at the next relevant meeting of the Board or Committee.
- 2.7 Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 2.8 No-one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.
- 2.9 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 six months unless:
- it is moved by the Chair
  - in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

### **3 Attendance at Board and Sub Committee Meetings**

- 3.1 The Board Secretary shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.
- 3.2 It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff Board Members who shall be invited to attend all meetings of the

Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote.

- 3.3 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Secretary to the Board shall be present at the meeting unless requested by the Chair to leave. Where the Secretary to the Board is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

#### **4 Agenda**

- 4.1 The Board Secretary in consultation with the Chair and Principal shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Secretary to the Board no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Secretary shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.

- 4.2 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.

- 4.3 The order of business shall be:

- Apologies for absence
- Declarations of any Potential Conflicts of Interest in relation to any agenda items
- Approval of the minutes of the previous meeting
- Matters arising
- All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
- Date of the next meeting(s).

- 4.4 All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.

- 4.5 The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

#### **5 Board and Committee Papers**

- 5.1 Board and Committee papers may be submitted by the Chair, Principal, a member of the Senior Management Team, ~~or~~ the Secretary to the Board, or Student Association Board Member.

5.2 The Board Secretary shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, the Board Secretary shall advise members of this and advise of the reason for the delay and when papers might be expected.

## 6 Minutes of Board and Committee Meetings

6.1 In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.

6.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled 'draft'.

6.3 ~~Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled 'unapproved circulated'.~~

6.4 The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute, which shall be labelled '~~final version~~approved'.

6.5 The Board Secretary shall be responsible for ensuring that a final version of the minutes is securely retained.

6.6 The Board Secretary shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website subject to redaction where appropriate.

6.7 In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.

6.8 Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft within eight weeks of the meeting having taken place. The ~~meetings minutes~~ shall thereafter ~~be confirmed by the Chair of the meeting and labelled as 'final version'~~ receive final approval at the next meeting of the Committee.

6.9 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, ~~unapproved circulated~~ or final version approved.

## 7 Establishment of Committees and Sub-Committees

7.1 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, references in these Standing Orders include Sub-Committees.

7.2 A Committee shall consist of at least three Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.

7.3 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

## **8 Appointment of Vice Chair**

8.1 A Vice Chair shall be appointed by the Board from amongst its members.

8.2 In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

## **9 Appointment of Senior Independent Member**

9.1 A Senior Independent Member shall be appointed by the Board from amongst its members.

9.2 Only non-executive members of the Board shall be eligible to serve as the Senior Independent Member.

## **10 Suspension of Standing Orders**

109.1 These Standing Orders may be suspended when at least two-thirds of the members present entitled to vote agree to such a motion.

Approved by the Board **XX** September 2018



## **SCHEME OF DELEGATION: PRINCIPLES**

### **General**

- In order for Colleges to operate effectively, the Board of Management must delegate authority to the Chair, Committees and relevant staff to undertake various responsibilities. These delegated authorities must be documented in a Scheme of Delegation.
- It should be noted that legislation does not allow for delegation to Board members other than the Chair. Therefore, any responsibilities normally undertaken by other individuals e.g. the Vice Chair of the Board/Senior Independent Member, should not be documented in this Scheme. (The Principal is a member of staff as well as a Board member, and can therefore be delegated authority.)
- When delegating authority, the Board should remember that, whilst it can delegate the performance of its functions, the Board itself retains overall responsibility and accountability. It is therefore essential that the Board has the appropriate checks and balances in place to ensure that functions are being exercised effectively and appropriately and in accordance with the delegated authority.
- When delegating authority, the Board must have due regard to legislation and terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual and the Code of Good Governance for Scotland's Colleges).
- The Scheme of Delegation should also take account of internal documents e.g. financial regulations and which set out levels of delegation relating to financial or other matters.

### **Authority Reserved to the Board**

- For clarity, the Board must set out a list of decisions it requires or wishes to retain responsibility for e.g. approval of Annual Accounts. It is acceptable for these items to be discussed by other Committees first (e.g. in the case of Annual Accounts, the Finance Committee may look at the detail and make a recommendation to the Board for their approval), but the final approval or decision must be considered by the Board as a whole.

### **Delegation to Committees**

- The Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.
- In accordance with the Code of Good Governance for Scotland's Colleges, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments. The Board must consider which Committees would be most useful to support the volume of business it undertakes. Where in-depth scrutiny of particular issues is required, it may be useful to have a Committee with members with the appropriate skills to do this, who can then present a summary of this to the full Board (e.g. budgets and accounts by a Finance Committee; staff policies by an HR Committee etc). The requirements for Committees are likely to vary between Colleges and apart from the minimum Committees specified above, it is for the Board to determine what would be most useful.

- Each Committee must have a remit or terms of reference which sets out the membership, frequency of meetings, duties and responsibilities of the Committee. The Board must approve the remit and any subsequent changes to the remit prior to their implementation.
- It may be useful to append the approved remits or terms of reference for the Committees to the Scheme of Delegation.

### **Delegation to Chair of Board**

- The Board should delegate authority to the Chair of the Board to deal with issues on behalf of the Board between meetings and in their role as line manager of the Principal and Secretary to the Board. These delegations must not contradict other documents in place or the terms and conditions of appointment of the Chair issued by the Scottish Ministers (or the Regional Strategic Body).

### **Delegation to Staff**

- The Board may delegate authority to any member of staff. In most cases, delegation is to the Principal (who in turn delegates to the Senior Management team and other staff) and the Secretary to the Board.
- Any authority delegated to staff must be subject to the strategic and policy direction by the Board and the terms of any authority reserved to the Board.
- It is essential that the Board delegates responsibility to the Principal in order to ensure the efficient day-to-day running of the College. These responsibilities should be listed and should include responsibilities relating to curriculum, quality, teaching and learning, appointment and management of staff.
- Delegation may be given to the Board Secretary relating to issuing and publishing of Board papers; acting as returning officer for the appointment of staff elections to the Board; acting as Standards Officer etc.
- The Scheme of Delegation should determine arrangements that will be put in place in the event that the Principal and/or Board Secretary are absent.

**SCHEME OF DELEGATION**

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# Scheme of Delegation of the Board of Management of Forth Valley College

## Preamble

In accordance with paragraph 12(4) of the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”) a board may delegate the performance of any of their functions to their chair, to any Committee appointed by them or to any member of their staff.

In accordance with paragraph C.8 of the Code of Good Governance for Scotland’s Colleges (“the Code”) delegation of responsibilities from, and matters reserved to, the Board and its Committee must be clarified through a Scheme of Delegation including the functions delegated by the Board to the Chair, Committees, the Principal and the Board Secretary.

This Scheme of Delegation must be approved by the Board before it comes into effect, and any subsequent amendments must also be approved by the Board.

## 1 Authority Reserved to the Board

Whilst initial discussion or consideration may take place by Committees or individuals, the Board reserves making decisions on the following matters to itself:

- 1.1 determining the objectives of the Board
- 1.2 final approval of the College’s Strategic Plan, Regional Outcome Agreement and [Evaluative Report and Enhancement Plan](#)
- 1.3 approval of the year-end Annual Report and Accounts
- 1.4 approval of the Annual Budget
- 1.5 final consideration of the Annual Audit Report
- 1.6 [approval of the Strategic Risk Register](#)
- 1.7 acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
- 1.8 appointment of Board members, in accordance with the 1992 Act and the College Sector Board Appointments: 2014 Guidance
- 1.9 appointment and removal of the Principal
- 1.10 [appointment and removal of the Board Secretary \(in accordance with paragraph D.13 of the Code\)](#)
- 1.11 [approval of terms and conditions of appointment of Board members](#)
- 1.12 [approval of the Students’ Association constitution and the election regulations for student officers](#)
- 1.13 delegation of functions of the Board including remits of Committees and this Scheme of Delegation
- 1.14 the making, amendment and revocation of the Standing Orders of the Board.

## 2 Delegation to Committees

- 2.1 In accordance with paragraph 13 of Schedule 2 to the 1992 Act, the Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.
- 2.2 In accordance with paragraph C.8 of the Code, the minimum Committees required are Audit, Remuneration, Finance and as appropriate Nominations/Appointments.

- 2.3 Each Committee and Sub Committee shall have a clearly defined remit which shall set out the duties and responsibilities delegated. The remit must be approved by the Board. The Committee may suggest amendments to the remit, but any amendments must be approved by the Board before they are implemented.
- 2.4 The Board may delegate functions to a specific Committee and this shall be clearly detailed within the minutes of the appropriate meeting.
- 2.5 The Board reserves the right to review the Committees required and the authority delegated to them as and when it deems it appropriate to do so.
- 2.6 The minutes of each Committee meeting will be submitted to the Board for information at the next appropriate meeting. In addition, the Committee Chair shall give an update to the Board on key issues where requested to do so.

### 3 Delegation to Chair of the Board

The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority. The Chair has delegated authority to:

- 3.1 exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:
  - 3.1.1 an extraordinary Board meeting is called in the case of material decisions;
  - 3.1.2 a proposal is circulated and a decision is approved by email (in accordance with the Standing Orders) and is thereafter ~~homologated~~ ratified at the next Board meeting.
  - 3.1.3 to make the required decision, subject to ~~homologation~~ ratification at the next meeting
  - 3.1.4 to refer the decision to a meeting of the Board Chairs Committee
- 3.2 on behalf of the Board, sign and date the College's Annual Report and Accounts, after Board approval, and other documents as may be required.
- 3.3 represent the Board within the College and externally.
- 3.4 issue communications on behalf of the Board in whatever form is appropriate, both within and out with the College.
- 3.5 monitor, review and record the Principal's performance at least annually against performance measures agreed by the Board.
- 3.6 monitor, review and record the Board Secretary's performance at least annually against performance measures agreed by the Board.
- 3.7 ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair as appropriate.
- 3.8 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Board Secretary.

3.9 initiate action further to a decision of the Board to appoint a new Principal or Board Secretary.

#### 4 Delegation to the Principal

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic and policy direction by the Board and the terms of any specific authority reserved to the Board. The Principal may in turn delegate tasks as appropriate to staff, including the Board Secretary.

In exercising any delegated function, the Principal shall take into account:

- (a) the legislation and any further provisions set out in the Standing Orders and Scheme of Delegation
- (b) guidance issued by the Scottish Ministers and the Scottish Funding Council
- (c) any potential conflict of interest as outlined in the Code of Conduct
- (d) the provisions of the Code of Good Governance for Scotland's Colleges

The Principal has delegated authority to:

##### General Management

- 4.1 as appropriate, take such measures as may be required in emergencies, subject to advising the Chair where possible and ~~homologation~~ ratification at the appropriate Committee 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.
- 4.2 facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan and Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board or its Committees.
- 4.3 consult on behalf of the Board with representatives from key organisations, local and national, about the priorities contained within the College's Strategic Plan and Regional Outcome Agreement prior to final approval by the Board.
- 4.4 respond on behalf of the Board to consultative documents that may be sent to the College by the Scottish Government, the Scottish Funding Council or other external agencies.
- 4.5 incur expenditure in making visits and the provision of reasonable hospitality to representatives of other Colleges, organisations and companies, taking into account the principles of the Bribery Act 2010.
- 4.6 give a direction in special circumstances that any member of staff shall not exercise a delegated function.
- 4.7 take out membership of and attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of the College to do so.

- 4.8 authorise the issue of press releases for publication and broadcasting on behalf of the College.
- 4.9 authorise the publication of any document on behalf of the College.
- 4.10 engage the services of outside persons, firms or organisations and enter into contracts and sign all deeds and other documents binding the Board for all purposes except those where the power to engage such services is not delegated to a Committee or is not reserved to the Board.
- 4.11 raise funds for and apply them to any of the activities which the Board has power to undertake.
- 4.12 provide courses as required by outside agencies and negotiate appropriate charges for these.
- 4.13 determine the dates of the College holidays and other details of the College's academic calendar.
- 4.14 appoint a senior member of staff to deputise for the Principal during periods of planned absence.

#### **Staff Management**

- 4.15 determine an appropriate staff structure for the College consistent with the conditions of employment that currently apply after consultation and where appropriate, negotiation with representatives of recognised trade unions.
- 4.16 consult and negotiate with representatives of recognised trade unions on behalf of the Board.
- 4.17 establish procedures for the appointment of College staff in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board.
- 4.18 supervise, manage and deploy staff within the College and arrange appropriate Induction and training for College staff.
- 4.19 establish procedures for taking disciplinary action against College staff up to and including dismissal subject to complying with the policies laid down by the Board.
- 4.20 grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.
- 4.21 represent the Board in negotiating and implementing conditions of service in relation to relevant College staff, including participation in national collective bargaining.
- 4.22 approve the secondment of College staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.

- 4.23 in exceptional circumstances agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council and functions delegated to the Board or a Committee.
- 4.24 establish any other procedures required for the orderly management of College staff.

#### **Student Management**

- 4.25 arrange for the provision of appropriate curriculum and support services for students and clients.
- 4.26 administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council or the Board the disbursement of monies to students attending the College.
- 4.27 administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.
- 4.28 set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.
- 4.29 authorise students and to make grants to students, to enable them to attend courses and conferences, and to undertake educational visits and excursions within the UK or abroad, within approved budgets and policies of the Board.
- 4.30 take appropriate disciplinary action including exclusion, against students in accordance with any policies of the Board.
- 4.31 provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

#### **Property Management**

- 4.32 allocate accommodation within the College in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to College property.
- 4.33 apply to the appropriate authority for any necessary statutory consents.
- 4.34 grant any way leave or servitude over property of the College on such terms as may be appropriate.
- 4.35 grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances.

#### **Financial Management**

- 4.36 take personal responsibility for ensuring the proper and effective operation of financial, planning and management controls, and for giving effect to the Board's



policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure. This includes agreeing Board approved budgetary limits.

- 4.37 act at all times in compliance with the Financial Memorandum, Conditions of Grant, Scottish Public Finance Manual and to follow the College's Financial Regulations, taking particular account of the delegated financial limits.
- 4.38 enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the College or to authorise another to enter into such contracts up to a value of the relevant EU Procurement threshold or Board approved budgetary limits and all in accordance with the College's financial regulations.
- 4.39 terminate contracts, when it is in the best interests of the College to do so.
- 4.40 check the financial standing of potential contractors.
- 4.41 dispose of assets up to the value of the delegated financial limit as set out in the Finance Regulations and in line with the requirements of the Scottish Public Finance Manual.
- ~~4.42 administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.~~
- 4.43 take out any necessary insurances to protect the interests of the College.
- 4.44 settle any claims whether or not such claims are insured or whether or not a court action has been raised.
- 4.45 spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.
- 4.46 arrange for the presentation to the Board for approval an Annual Budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.
- 4.47 arrange for the preparation, audit and presentation to the Board of Accounts following the end of each financial year in compliance with the requirements of the Accounts Direction and encompassing Audit Scotland and the Scottish Funding Council instruction.
- 4.48 report to the Scottish Funding Council should the Board adopt a policy or commission an action which is incompatible with the terms of the Financial Memorandum or the Scottish Public Finance Manual, or which would infringe on the requirements of propriety or regularity, and report to the Board in writing on such matters being considered and advise the Board that, should it wish to choose to continue with the policy or action, then as Accounting Officer he or she must report the Board's intentions to the Scottish Funding Council in writing.

5.1 In the absence of the Principal, the Senior Management Team shall ensure that the essential functions and delegated authorities of the Principal are carried out with due regard to any relevant provisions of the Financial Memorandum with Fundable Bodies in the College Sector.

5.2 After a period of four weeks' unplanned continuous absence of the Principal, the Board shall designate ~~a Vice~~the Depute Principal as the accountable officer for the duration of the Principal's absence, ensuring that the Scottish Funding Council is advised of such absence at the earliest opportunity.

## 6 Delegation to the Board Secretary

The Board Secretary has delegated authority to:

6.1 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.

6.2 undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.

6.3 administer staff elections to the Board and act as returning officer.

6.4 act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).

6.5 in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (i.e. the Scottish Funding Council)

## 7 Absence of the Board Secretary

7.1 In the absence of the Board Secretary, the Board shall agree temporary arrangements that can be put in place either by appointing the Depute Board Secretary or a staff member to fulfil the delegated functions, or by making such other arrangements as may be required.

## 8 Previous Schemes

8.1 This Scheme of Delegation replaces any previous versions as may have been approved by the Board.

### 1. Purpose

To seek members approval on the structure, remit and composition of the Board of Management Committees going forward.

### 2. Recommendation

That members give consideration to and approve the proposed structure, remit, composition of committees to support the efficient and effective governance of the College.

### 3. Background

An external Board Effectiveness Review was undertaken in 2016. This review made a number of recommendations, which included

- Reviewing the remit of the SDC
- Allowing more time in the Board of Management meetings for Strategic discussion.

Following the review the Board of Management created Board Development Plan, which took into account the recommendations of the review. It was agreed that a sub group made up of the Chair of the Board and the Chairs of Committees would review the committee structure to ensure that going forward we are able to make best use of the excellent Board Member resource available to support the strategic direction and governance of the College.

The chairs held a workshop on the 21 June 2018 and the output is noted below.

### 4. Committee Structure

The Code of Good Governance for Scotland's Colleges requires colleges to have the following Committees;

- Audit
- Finance
- Nominations
- Remuneration

In addition to the above Forth Valley College will have;

- HR
- Learning & Student Experience

The work of the current Strategic Development Committee will be split with the creation of a Learning & Student Experience Committee which will focus on the curriculum, creative learning, outcome agreement, performance monitoring and the Student Association. All Strategic discussions will be considered by the full Board of Management.

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There will be separate Remuneration and Nominations committees which will be made up of the Chair of the Board of Management, Vice Chair and Committee Chairs. These committees will meet as required.

### 5. Committee Remits

Revised Committee Remits are attached for consideration.

### 6. Committee membership

Proposed committee membership is noted in the table below together with a summary of the numbers of meetings for each member.

Audit	Finance	HR	Learning & student experience	Falkirk Campus Project Board
3	4	2	3	10
Lorna Dougall	Liam McCabe	Colin Alexander	Anne Mearns	Ken Richardson
Beth Hamilton	Andrew Carver	Trudi Craggs	Steven Tolson	Colin Alexander
Lindsay Graham (SA)	Trudi Craggs	Davie Flynn	Caryn Jack	Steven Tolson
Pamela Duncan (Staff)	Caryn Jack	Fiona Campbell	Liam Williams (SA)	
Steven Torrie	Davie Flynn	Beth Hamilton	Scott Harrison (Staff)	
Mandy Wright (tbc)	Ken Richardson	Anne Mearns	Fiona Campbell	
			Lorna Dougal	

#### Non Executive members

Colin Alexander	2 (+10 FCPB)
Fiona Campbell	5
Andrew Carver	4
Trudi Craggs	6
Lorna Dougal	6
Davie Flynn	6
Beth Hamilton	5
Caryn Jack	6
Liam McCabe	4
Anne Mearns	5
Ken Richardson	4 (+ 10 FCPB)
Steven Tolson	3 (+ 10 FCPB)

#### Staff

Pamela Duncan	3
Scott Harrison	3

#### Students

Liam Williams	3
Lindsay Graham	3

#### Co-opted

Steven Torrie	3
Mandy Wright (tbc)	3

**Paper Author** – Alison Stewart, Board Secretary

Committee Remits

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## **Audit Committee**

### **1 Committee Rationale**

**To contribute to good governance by providing assistance to the Board of Management on issues of compliance, risk, financial probity and the overall effectiveness of internal College control systems**

### **2 Purpose**

- To advise the Board of Management on the effectiveness of the financial and other internal governance systems
- To advise the Board of Management on compliance with the Code of Audit Practice for Further Education Colleges
- To undertake reviews of topics referred from the main Board of Management and make such recommendations as may be appropriate

### **3 Membership**

- The Audit Committee is appointed by the Board of Management and must comprise 5 members
  - The Chair of the Board of Management, Principal, staff and student members of the Board and other senior members of staff are not eligible for membership
  - The Chair of the Committee shall be appointed by the Board of Management and should not be the Principal. In the event that the Chair is unavailable to attend a meeting of the committee, a substitute will be nominated by the Committee members in attendance
  - Committee members should possess an appropriate level of experience in finance, accounting or auditing
  - Finance committee members are eligible to become members of the Audit Committee however, to maintain the independence of these committees, no more than 2 current members of the Finance Committee may serve on the Audit Committee. The Chair of the Finance Committee is not eligible to serve as Chair of the Audit Committee
-

#### 4 Meetings

- The Audit Committee should normally meet at least twice per year. Additional meetings may be convened at the request of the Chair of the Committee or at the request of the Internal or External Auditor
- The meeting shall be quorate if 3 or more members eligible to vote are in attendance
- The External Auditor will be invited to attend meetings where an external audit report is being considered but may attend any meeting of the Committee
- The Chair of the Finance Committee will be invited to attend the joint meeting of the Finance and Audit Committees where the annual external auditors report is considered
- Minutes will be kept of the proceedings and circulated after approval by the Chair. The minutes will be presented to the following meeting of the Committee for approval and to the next Board of Management meeting
- Meetings will be held in accordance with the Board of Management Standing Orders and Operating Guidelines
- Other members of College staff may be invited to attend meetings of the Committee

#### 5 Specific Duties of the Committee

##### Internal Governance Systems

- Review and advise the Board of Management of the Internal and External Auditors' assessment of the effectiveness of the College's financial and other internal control systems, including controls specifically to prevent or detect fraud or other irregularities as well as those for securing economy, efficiency and effectiveness
- Review and advise the Board of Management on its compliance with ~~corporate governance requirements and guidance on good practice~~[The Code of Good Governance for Scotland's Colleges](#)
- Monitor on behalf of the Board of Management the content of the College Strategic Risk Register and the relevance of actions implemented by Senior Management to mitigate identified risks
- Review and approve the College Business Continuity plan

- Monitor on behalf of the Board of Management compliance with the General Data Protection Regulations

#### **Internal Audit**

- Advise the Board of Management on the terms of reference, selection, appointment (or removal), resourcing and remuneration of the Internal Audit providers
- Review the scope, efficiency and effectiveness of internal audit reports and the responses of Senior Management, advising the Board of Management of any significant issues raised
- Review the Internal Auditor's monitoring of management action on the implementation of agreed recommendations reported in internal audit review reports and internal audit annual reports
- Consider and endorse the annual audit plan for the College as developed by Senior Management in consultation with the current internal auditor providers
- Ensure establishment of appropriate performance measures and indicators to monitor the effectiveness of the internal audit service

#### **External Audit**

- Consider the College's annual financial statements and the External Auditor's report prior to submission to the Board of Management as part of the annual joint meeting with the Finance Committee
- Review the External Auditor's annual Management Letter and monitor management progress on the implementation of the agreed recommendations. Advise the Board of Management of any issues arising from this activity.
- Establish appropriate performance measures and indicators to monitor the effectiveness of the external audit service

#### **Other Duties**

- Produce an annual report to the Board of Management
  - Review compliance with the Code of Audit Practice and advise thereon
  - Consider relevant reports from SFC and Audit Scotland, and successor bodies, and where appropriate, advise the Board of Management of action required
-



- Review reported cases of impropriety and consider whether they have been appropriately handled
- To receive advice, and act on recommendations, from the Finance Committee

## 6 Authority

- The Committee is authorised by the Board of Management to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee
  - The Committee is authorised by the Board of Management to obtain legal or other independent professional advice and to commit reasonable financial resources to fulfil its responsibilities
  - The Committee is authorised by the Board of Management to approve all policies relevant to the Committee, or where appropriate refer to the Board of Management for final approval
-

## Finance Committee

### 1 Committee Rationale

To contribute to good governance by providing independent advice to the Board of Management on the financial management of the College, providing a strategic overview of the Colleges' financial direction while ensuring a position of financial security and that all relevant audit and legislative requirements are met.

### 2 Purpose

- To help the Board of Management meet its responsibilities under the Further and Higher Education (Scotland) Act 1992 in relation to financial and property matters and to ensure compliance with the Financial Memorandum between the Scottish Funding Council and the Board of Management of the College of Further Education.
- To advise the Board of Management on finance related matters and make recommendation on the financial policy of the College.

### 3 Membership

- The Committee shall comprise of 5 members of the Board of Management.
- The Chairman of the Board of Management and College Principal shall be ex officio members and are not eligible to vote on committee matters.
- ~~The Depute Principal shall be a co-opted member~~
- The Chair of the Committee shall be appointed by the Board of Management and should not be the Principal. In the event that the Chair is unavailable to attend a meeting of the committee, a substitute will be nominated by the Committee members in attendance
- Committee members should possess an appropriate level of experience in finance, accounting or auditing and a professional qualification in one of these areas is desirable

#### 4 Meetings

- The Committee will normally meet quarterly, though other meetings may be arranged as necessary
- The meeting shall be quorate if 3 or more members eligible to vote are in attendance
- Minutes will be kept of the proceedings and circulated after approval by the Chair. The minutes will be presented to the following meeting of the Committee for approval and to the next Board of Management meeting
- Meetings will be held in accordance with the Board of Management Standing Orders and Operating Guidelines
- Other members of College staff may be invited to attend meetings of the Committee

#### 5 Specific Duties of the Committee

- To ensure compliance with the Financial Memorandum between the Scottish Funding Council and the Board of Management of the College of Further Education
  - To ensure preparation of annual revenue and capital budgets and to consider them prior to final approval by the Board of Management
  - To receive regular financial reports to allow the revenue and capital budgets to be monitored and the financial position of the College to be assessed. (For example, revenue/capital monitoring statements, cash flows, debtors, grant receipts etc)
  - To ensure that annual accounts are prepared within the timescale, and in the format, determined by the Scottish Funding Council
  - To consider the annual accounts prior to submission to the Audit Committee and the Board of Management
  - To receive and review such regular reports on such key performance indicators as may be required by the Committee
  - To consider and advise on the financial management and control systems within the College – including the approval of Financial Regulations
  - To receive advice, and act on recommendations, from the Audit Committee
  - To consider and advise on College systems for financial planning
-

- To consider and advise on all matters concerning the disposal, purchase or major alterations to land and buildings
- To consider and advise on proposals with significant financial implications to be met from within approved budgets, and to consider and advise on proposals not included in approved budgets
- To request reports or investigations on any matter related to the finances of assets of the College and/or matters with current or potential significant financial implications

## 6 Authority

- The Committee is authorised by the Board of Management to approve all policies relevant to the Committee, or where appropriate refer to the Board of Management for final approval
- ~~To determine the policy regarding, and~~ provide advice and monitor the arrangements, for
  - Insurance
  - Procurement
  - Fundraising
  - ~~Investment (including the utilisation of cash balances)~~
  - Borrowing
  - Banking ~~(including the selection of bankers)~~
- To annually review and set the rates for tuition fees for further education courses and most part-time courses

## HR Committee ~~(including Nomination Committee)~~

### 1 Committee Rationale

To contribute to good governance by providing assistance to the Board of Management on human resource related issues. ~~To act as the responsible committee for the appointment of new Board members.~~

### 2 Purpose

- To assist the Board of Management to discharge its responsibilities under the Standing Orders and Operating Guidelines and to advise the Board on human resource (HR) related matters
- ~~To assist the Board in the identification, selection and formal appointment of members to the Board in line with the principals contained within the Nolan Committee on Standards in Public Life~~
- To consider equalities, health and safety and other relevant areas of College activity as they relate to staff and learners

### 3 Membership

- The Committee shall comprise of 5 members (including the Vice-Chair of the Board of Management)
- The Chairman of the Board of Management and College Principal shall be ex officio members and are not eligible to vote on committee matters.
- The Chair of the Committee shall be appointed by the Board of Management and should not be the Principal. In the event that the Chair is unavailable to attend a meeting of the committee, a substitute will be nominated by the Committee members in attendance

#### 4 Meetings

- The Committee will normally meet twice per year, though other meetings may be arranged as necessary
- The meeting shall be quorate if 3 or more members eligible to vote are in attendance
- Other members of College staff may be invited to attend meetings of the Committee
- Some material considered by the Committee may be personal or sensitive in nature and there will be full compliance with confidentiality
- Minutes will be kept of the proceedings and circulated after approval by the Chair. The minutes will be presented to the following meeting of the Committee for approval and to the next Board of Management meeting
- Meetings will be held in accordance with the Board of Management Standing Orders and Operating Guidelines
- Other members of College staff may be invited to attend meetings of the Committee
- ~~It should be noted that any selection or other processes recommended to the Board of Management by the Committee shall comply with the statutory provisions contained in the Further and Higher Education (Scotland) Act 1992 and any subsequent Regulation~~

#### 5 Specific Duties of the Committee

- To advise on the development and implementation of the College's HR People Strategy
- ~~To provide advice and guidance on industrial relations matters including on negotiations on pay and conditions of service~~
- To consider and advise on College systems and procedures for health and safety
- To consider and advise on College equal opportunities policies and to monitor College equal opportunities aspirations for staff and students
- To receive and review regular reports on such key performance indicators as may be required by the Committee
- To request reports or investigations on any HR issues, including sanctioning the use of external consultants

6 Authority

- To act on behalf of the Board of Management in determining trade union recognition
- The Committee is authorised by the Board of Management to approve all policies relevant to the Committee, or where appropriate refer to the Board of Management for final approval

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## Remuneration Committee

### 1 Committee Rationale

To contribute to good governance by providing an oversight and approving the remuneration arrangements of the Principal and Senior staff, in line with the FE Code of Good Governance, the Scottish Public Finance Manual and sectoral guidance.

### 2 Purpose

- To assist the Board of Management to discharge its responsibilities under the Code of good Governance for Scotland's Colleges which requires tThe Board of Management is required to establish a Remuneration Committee to determine the Senior Staff Pay Policy and remuneration of the Principal and other appropriate senior staff under the College's Standing Orders.

### 3 Membership

- The Committee shall comprise of the Chair and Vice Chair of the Board of Management and the Chairs of all other Board Committees
- The Chair of the Remuneration Committee will be appointed from within the established membership of the committee. In accordance with the Code of Good Governance the Chair of the Board of Management is not eligible to chair this committee
- The Board Secretary shall act as Secretary to the Committee in all matters that members deem to be appropriate other than those relating to their own remuneration.

### 4 Meetings

- Meetings of the Committee shall be convened at the request of the Chair of the Board of Management.
- The meeting shall be quorate if 50% or more members eligible to vote are in attendance.
- Meetings will be held in accordance with the Board of Management Standing Orders
- The Committee may invite the Principal or other appropriate senior staff to submit representations to a meeting. These individuals should not be present however when their remuneration is being determined.
- In accordance with the Code of Good Governance, the Committee should seek evidence from a number of sources, including staff and students in relation to the College Principal.



- The Committee will utilise a combination of formal meetings and informal discussions and consultations. It is accepted that, given the nature of the Committee business, publication of papers and minutes shall be done so in accordance with the College's responsibilities under the Data Protection Act 1998.
- Minutes will be kept of the proceedings and circulated after approval by the Chair. The minutes will be presented to the following meeting of the Committee for approval and to the next Board of Management meeting.

#### **5 Specific Duties of the Committee**

- The Committee should establish a Remuneration policy regarding remuneration arrangements, terms and conditions of service of the Principal and Senior Management in line with sector guidance
- The Committee will determine and approve the remuneration arrangements for the Principal and other appropriate senior staff giving due regard to the Remuneration Policy and public sector pay policy
- The Committee will also determine and approve pensions and other benefits that may be applicable to these staff
- The Committee may determine and approve any such performance incentive systems they judge as contributing towards the overall College corporate performance
- The Committee must undertake robust scrutiny of proposed severance schemes and settlement agreements, in accordance with SFC guidance and seeking Ministerial and/or SFC approval in situations of sensitive or high profile payments, before recommending approval to the Board.

#### **6 Authority of the Committee**

- The Committee should at all times act in accordance with the Scottish Public Finance Manual and the Colleges' duties under the SFC Financial Memorandum and any other relevant guidance.
  - The Committee may consult with relevant external bodies or employ the services of suitable persons to assist in the formulation of advice and recommendations to maintain comparability with other sector organisations or other external bodies the Committee considers to be relevant.
-

21 September 2018

- The Committee is authorised by the Board of Management to approve all policies relevant to the Committee, or where appropriate refer to the Board of Management for final approval
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## Nominations Committee

### 1 Committee Rationale

To contribute to good governance in relation to the appointment of non-executive Board Member appointments and the appointment of the College Principal.

### 2 Purpose

- To assist the Board of Management to discharge its responsibilities under the Code of Good Governance for Scotland's Colleges the College Sector Board Appointments: 2014 Ministerial guidance in relation to the appointment of non-executive Board Members.
- To provide advice and oversight to the recruitment process for the College Principal

### 3 Membership

- The Committee shall comprise of the Chair and Vice Chair of the Board of Management and the Chairs of all other Board Committees
- The Chair of the Nominations Committee will be appointed from within the established membership of the committee.

### 4 Meetings

- Meetings of the Committee shall be convened at the request of the Chair of the Board of Management.
- The meeting shall be quorate if 50% or more members eligible to vote are in attendance.
- Meetings will be held in accordance with the Board of Management Standing Orders
- Minutes will be kept of the proceedings and circulated after approval by the Chair. The minutes will be presented to the following meeting of the Committee for approval and to the next Board of Management meeting.

## 5 Specific Duties of the Committee

- The Committee will maintain an overview of the membership and skills mix of the Board of Management and its sub committees
- The Committee will oversee the process of non-executive board member recruitment taking account of Ministerial guidance and all relevant equality and diversity legislation and guidance and recommending appointments for the approval of Scottish Ministers
- The Committee will also determine and approve Board policies and procedures for the induction and development of Board members
- The Committee will maintain an overview of Board member attendance at Board and Committee meetings, participation in induction training, and participation in appraisal cycle
- The Committee will advise the Chair where there concerns arise about the ability of a member to fulfil their duties and ~~recommending removal of a board member remains~~ recommend either support (including mentoring from another Board Member) or removal from the Board
- The Committee will advise the Board of Management on matters relating to Board Effectiveness and Development
- The committee will advise the Board on matters concerning the appointment and terms and conditions of the Board secretary
- The Committee will act as the recruitment & selection panel and disciplinary-/grievance committee for the Principal where necessary
- The Committee will review and approve advertising and selection criteria for the College Principal, taking into account any best practice or sector guidance in place at time of advertising
- At least one member of the Committee shall participate in the interview process for the Principal

## 6 Authority of the Committee

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- The Committee should at all times act in accordance with the Scottish Public Finance Manual and the Colleges' duties under the SFC Financial Memorandum and any other relevant guidance.
- The Committee may consult with relevant external bodies or employ the services of suitable persons to assist in the formulation of advice and recommendations to maintain comparability with other sector organisations or other external bodies the Committee considers to be relevant.

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## Strategic Development Learning & Student Experience Committee

### 1 Committee Rationale

To contribute to good governance by providing assistance to the Board of Management on the strategic direction educational performance of the College, to act as the primary linkage between the Board of Management and the Student Union Association Executive, and to consider matters relating to the interests of learners in the College.

### 2 Purpose

- To provide advice ~~on strategic matters for Forth Valley College to the Board of Management, in particular~~ in relation to the preparation of the Corporate Plan College's Outcome Agreement
- To promote ~~innovation in Creative Learning and Technologies Teaching to support enterprise development and business growth within across~~ the organisation College
- ~~To promote the development of strategic partnerships within and beyond the sector in order to optimise efficient and effective delivery of services~~ To contribute towards the College's vision of a digitally agile workforce, student body and learning environment
- To consider and endorse the College's Evaluative Report and Enhancement Plan
- To receive reports on the activities and progress of the Student Union Association
- To receive reports on the safety and security of the College's digital infrastructure and information management processes
- To promote the interest of learners within the overall strategic direction of the College
- To receive reports on client a range of learner analytics to maintain an overview of student learning and performance satisfaction, student feedback and first destination information
- To consider and advise on reports relating to learner student support activity such as core skills, financial support and development of support technologies
- ~~To monitor the national environment and relevant policy developments~~

### 3 Membership

- The Committee shall comprise ~~10~~<sup>5</sup> Board of Management members including at least one student Board member  
~~, including the Vice Chair of the Board of Management~~
- The Chairman of the Board of Management and College Principal shall be ex officio members and are not eligible to vote on committee matters.
- The Chair of the Committee shall be appointed by the Board of Management and should not be the Principal. In the event that the Chair is unavailable to attend a meeting of the committee, a substitute will be nominated by the Committee members in attendance
- Other members of the Board of Management may be invited to attend meetings of the Committee e.g. for consultation on significant strategic projects

### 4 Meetings

- The meeting shall be quorate if ~~3~~<sup>5</sup> or more members eligible to vote are in attendance
- The Committee will normally meet ~~four~~<sup>3</sup> times per year, on dates consistent with the College's corporate planning Outcome Agreement and Evaluative Report and Enhancement Plan cycle. Other meetings may be arranged as necessary.
- Minutes will be kept of the proceedings and, following approval by the Chair, shall be circulated after approval by the Chair as part of the papers for the next available meeting of the Board of Management. The minutes will be presented to the following meeting of the Committee for final approval ~~and to the next Board of Management meeting~~
- Meetings will be held in accordance with the Board of Management Standing Orders and Operating Guidelines
- Other members of College staff or students may be invited to attend meetings of the Committee

### 5 Specific Duties of the Committee

- To provide advice and support on ~~strategic and related policy developments~~Creative Learning and Technologies to the Board of Management and College Senior

Management, [monitoring progression against the 6 key components of the Creative Learning and Technology strategy](#)

- ~~To maintain an overview of strategic national and local policy developments affecting the sector and to ensure that the College takes account of any such developments~~
- To consider and provide advice and support on the preparation of the College's [Corporate Plan Outcome Agreement](#) for approval by the Board of Management and submission to the Scottish Funding Council
- ~~To consider and provide advice and support on the preparation of the College's Evaluation report and Enhancement Plan for approval by the Board of Management and submission to Education Scotland~~
- [To provide and advice and guidance to the College in relation to any review/update of the Creative Learning and Technology strategy](#)
- To monitor and review progress towards appropriate strategic and corporate objectives relevant to committee activity
- ~~To promote strategic partnership working in a way which supports the interests, efficiency and effectiveness of the College~~
- To receive regular reports on the activities of the Student [Union Association](#) and their Executive
- Monitor student satisfaction and feedback
- Monitor [performance PI's learner analytics](#) such as retention, achievement, [satisfaction](#) and progression
- To maintain an overview of the College portfolio and the alignment of provision with corporate and national priorities

## 6 Authority

- ~~The Committee is authorised by the Board of Management to approve all policies relevant to the Committee, or where appropriate refer to the Board of Management for final approval~~
- The Committee may establish sub-groups on key projects/developments as appropriate



## Falkirk Campus Project Board

### 1. Project Board Rationale

To contribute to good governance by providing assistance to the FVC Board of Management on the procurement and fit out of a new Falkirk campus through the revenue funded Non Profit Distributing (NPD) model.

### 2 Purpose

- To oversee the delivery of an effective development of a new Falkirk campus, including financial control, project management and risk management.
- To ensure that the college is able to procure its new building in an efficient and effective manner, whilst also allowing adequate scrutiny at key decision points
- To ensure that the project remains to timescale and within budget.
- To take important decisions on all aspects of the project throughout the project's life.
- To operate in an advisory capacity to the Project Owner. FCPB is not a democracy the Project Owner retains responsibility for the successful delivery of the project.
- To oversee the work of the Project Director and ensure that he has adequate human and financial resources to run the project on a day to day basis.

### 3 Membership

- The Project Board will have relatively wide and senior membership from a range of stakeholders some of whom will be external to the college and shall comprise:
  - Chair (from FVC Board of Management) - member
  - Two others (from FVC Board of Management ) - member
  - Project Owner (College Principal) - member
  - Project Director – member
  - Finance Director - member
  - IS Director – member
  - SFT - member

- Marketing Manager - in attendance
- Project Manager (others by invitation as required) – in attendance
- Secretary to the Committee – in attendance
- The Chair of the Project Board shall be appointed by the Board of Management and should not be the Principal. In the event that the Chair is unavailable to attend a meeting of the Project Board, a substitute will be nominated by the Project Board members in attendance.
- Other members of the Board of Management may be invited to attend meetings of the Project Board e.g. for consideration of significant aspects of projects.
- The Project Board may also invite external advisors onto the Project Board on a co-opted basis.

#### 4 Meetings

- Frequency: Initially monthly, possibly more frequently at crucial points.
- The meeting shall be quorate if 4 or more members eligible to vote are in attendance, one of which must be a FVC Board of Management member.
- Agendas and papers: issued at least two clear business days in advance of meeting.
- Meetings will be held in accordance with the FVC Board of Management Standing Orders and Operating Guidelines.
- Minutes will be issued no more than two working days after meetings (after approval by the Chair), with named individuals and timescales identified for each action.
- The minutes will be presented to the following meeting of the Project Board for approval and to the next FVC Board of Management meeting.
- Other members of College staff may be invited to attend meetings of the Committee.

#### 5 Specific Duties of the Project Board

- To agree the project programme and to oversee implementation within budget, timescales and to the expected level of quality.

- To consider and make recommendations to the Board of Management on the overall project funding and budget arrangements, subsequent to financial matters being considered by the Finance Committee, and to ensure that appropriate monitoring and management arrangements are in place.
  - To receive and consider regular progress reports from the appointed Project Managers. These reports will cover progress against programme timetable, cost comparison against budget, the “design build fund and maintain “ issues, risk issues and health and safety.
  - To provide regular progress reports to the Board of Management.
  - To review the project specific risk registers maintained by the appointed Project Managers in conjunction with College Senior Management, ensuring that appropriate mitigating actions are taken.
  - To oversee a consultation and communication strategy involving internal and external stakeholders.
  - To promote the accountability and transparency of the project by ensuring that appropriate records are maintained to support the decision making process.
  - To ensure that appropriate contingency and business continuity plans relating to the estates development project are created and maintained and are reflected in the College wide Business Continuity plan.
  - To oversee the selection and appointment of professional advisers and contractors/consortia to the estates development project and make recommendations to the Board of Management as required in line with agreed Committee delegated authority levels and College tendering and procurement processes.
  - To secure such additional specialist advice as deemed necessary within the agreed delegated authority levels of the Project Board.
  - To ensure that value for money is achieved by using appropriate procurement processes in line with the College’s Procurement Policy.
  - To act within delegated powers of authority and to refer to the Board of Management on any matters out with this delegated authority.
-

**6 Authority**

- The following items are reserved to the full Board of Management for approval and are not delegable to the Falkirk Campus Project Board
- Final Outline Business Case
- Final Full Business Case
- Purchase/Disposal of heritable land and property
- Final approval of award to consortia for Falkirk Campus
- The Project Board has authority on behalf of the Board of Management to commit and incur individual items of expenditure of up to £2.5m in line with the estates development project plan.
- The Project Board has authority on behalf of the Board of Management to select and appoint consultants and contractors in line with the estates development project plan up to an individual value of £2.5m.
- The Project Board has authority on behalf of the Board of Management to approve individual project variations up to a cumulative total value not exceeding £2.5m within the overall estates development project plan. Variations in excess of this amount must be approved by the Board of Management. Variations subsequently notified to and approved by the Board of Management will be removed from the cumulative value available to the Project Board.
- The Project Board may give delegated authority to sub-groups or functional teams set up to advise the Project Board to commit and incur expenditure of up to £10,000 in carrying out their duties.
- The above levels of delegated authority may be varied from time to time by the Board of Management in accordance with the College's Scheme of Delegation.
- All monetary values include irrecoverable Value Added Tax where appropriate.

**For information only - to be replaced by Learning & Teaching Committee**

**Strategic Development Committee**

**1 Committee Rationale**

To contribute to good governance by providing assistance to the Board of Management on the strategic direction of the College, to act as the primary linkage between the Board of Management and the Student Union Executive, and to consider matters relating to the interests of learners in the College

**2 Purpose**

- To provide advice on strategic matters for Forth Valley College to the Board of Management, in particular in relation to the preparation of the Corporate Plan
- To promote innovation in Learning and Teaching to support enterprise development and business growth within the organisation
- To promote the development of strategic partnerships within and beyond the sector in order to optimise efficient and effective delivery of services
- To receive reports on the activities and progress of the Student Union
- To promote the interest of learners within the overall strategic direction of the College
- To receive reports on client satisfaction, student feedback and first destination information
- To consider and advise on reports relating to learner support activity such as core skills, financial support and development of support technologies
- To monitor the national environment and relevant policy developments

**3 Membership**

- The Committee shall comprise 10 Board of Management members, including the Vice Chair of the Board of Management
- The Chairman of the Board of Management and College Principal shall be ex officio members and are not eligible to vote on committee matters.

- The Chair of the Committee shall be appointed by the Board of Management and should not be the Principal. In the event that the Chair is unavailable to attend a meeting of the committee, a substitute will be nominated by the Committee members in attendance
- Other members of the Board of Management may be invited to attend meetings of the Committee e.g. for consultation on significant strategic projects

#### **4 Meetings**

- The meeting shall be quorate if 5 or more members eligible to vote are in attendance
- The Committee will normally meet four times per year, on dates consistent with the College's corporate planning cycle. Other meetings may be arranged as necessary.
- Minutes will be kept of the proceedings and circulated after approval by the Chair. The minutes will be presented to the following meeting of the Committee for approval and to the next Board of Management meeting
- Meetings will be held in accordance with the Board of Management Standing Orders and Operating Guidelines
- Other members of College staff may be invited to attend meetings of the Committee

#### **5 Specific Duties of the Committee**

- To provide advice and support on strategic and related policy developments to the Board of Management and College Senior Management
  - To maintain an overview of strategic national and local policy developments affecting the sector and to ensure that the College takes account of any such developments
  - To consider and provide advice and support on the preparation of the College's Corporate Plan for approval by the Board of Management and submission to the Scottish Funding Council
  - To monitor and review progress towards appropriate strategic and corporate objectives relevant to committee activity
  - To promote strategic partnership working in a way which supports the interests, efficiency and effectiveness of the College
  - To receive regular reports on the activities of the Student Union and their Executive
-

- Monitor student satisfaction and feedback
- Monitor performance PI's such as retention, achievement and progression
- To maintain an overview of the College portfolio and the alignment of provision with corporate and national priorities

**6 Authority**

- The Committee may establish sub-groups on key projects/developments as appropriate

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### 1. Purpose

To seek members' approval on the calendar of meetings for the Board of Management and its sub-Committees for 2018/19 and 2019/20.

### 2. Recommendation

That members give consideration to the number and timing of meetings and approve the proposed calendar of meetings, subject to any changes following the Board's consideration, to support the efficient and effective governance of the College.

### 3. Board Calendar

Historically the Board calendar has four cycles of committee meetings which feed into four Board Meetings in September, December, March and June. The September meeting is predominately a Strategic Discussion session with a short Board meeting if specific approvals are required. Audit and HR currently meet 4 times a year while the remit only requires two meetings per year. Going forward the submission dates for key documents which require Board approval such as the Outcome Agreements and the Evaluative Report and Enhancement Plans (EREP) do not fit well with the current cycle of meetings.

Feedback from the Board self-evaluation and 1:1s included:

- that gap between Board of Management meetings (quarterly) is too long in the current cycle of meetings, particularly if you cannot attend one meeting
- it was felt agendas were sometimes very lengthy and there was insufficient time for strategic discussion
- very few meetings were held at the Alloa campus

Taking into account the above, a draft proposal for the number of meetings is noted below for consideration, along with draft Calendars for 2018/19 and 2019/20 included in Appendix 1 & 2.

	Current	Future
Board of Management	4	5 (2018/19) / 6 (2019/20)
Audit	4	3 (2018/19) / 2 (2019/20)
Finance	4	4
HR	4	2
Nominations	As required	As required
Remuneration	1	1
SDC	4	
Learning & Student Experience		3



Appendix 1

Meeting	Academic Year 2018/19				
<b>Board of Management</b>	Thursday /Friday 20 /21 Sept 18 Stirling Court Hotel (Strategic Discussion)	Thursday 6 Dec 18 Stirling (S1.19) (Morning Meeting and Xmas lunch)	Thursday 7 Feb 19 Alloa (A202)	Thursday 28 Mar 19 Stirling (S1.19)	Thursday 27 June 19 Alloa (A202)
<b>Remuneration</b>	Friday 21 Sept 18 Stirling Court Hotel				
<b>Audit</b>	Thursday 6 Sept 18 Falkirk (Board Room)	Tuesday 20 Nov 18 Falkirk (Board Room)			Thursday 23 May 19 Falkirk (Board Room)
<b>Finance</b>	Tuesday 11 Sept 18 Falkirk (Principals Office)	Tuesday 20 Nov 18 Falkirk (Board Room)		Tuesday 12 March 19 Stirling (S.1.18)	Tuesday 18 June 19 Falkirk (Principals Office)
<b>HR</b>		Thursday 25 Oct 18 Alloa (A202)			Thursday 25 April 19 Stirling (S1.18)
<b>Learning &amp; Student Experience</b>		Thursday 1 Nov 18 Stirling (S1.18)		Thursday 21 Feb 19 Alloa (A202)	Thursday 30 May 19 Stirling (S1.18)
<b>Nominations</b>					As required

Appendix 2

Meeting	Academic Year 2019/20					
<b>Board of Management</b>	Thursday / Friday 29/30 Aug 19  TBC  (Strategic Discussion)	Thursday 24 Oct 19  Alloa	Thursday 5 Dec 19  Stirling (Morning Meeting and Xmas lunch)	Thursday 27 Feb 20  Falkirk	Thursday 30 Apr 20  Alloa	Thursday 25 June 20  Falkirk
<b>Remuneration</b>	Friday 30 Aug 19 TBC					
<b>Audit</b>			Tuesday 19 Nov 19 Falkirk			Thursday 21 May 20 Stirling
<b>Finance</b>		Tuesday 17 Sept 19 Stirling	Tuesday 19 Nov 19 Falkirk		Tuesday 24 Mar 20 Stirling	Tuesday 16 June 20  Falkirk
<b>HR</b>			Thursday 7 Nov 19 Alloa		Thursday 23 April 20 Stirling	
<b>Learning &amp; Student Experience</b>		Thursday 10 Oct 19 Falkirk			Thursday 21 Feb 19 Falkirk	Thursday 28 May 20 Alloa
<b>Nominations</b>	As required					

### 1. Purpose

To seek members approval to co-opt an additional member to support the activities of the Audit Committee.

### 2. Recommendation

That the Board of Management approves the co-option of Mandy Wright onto the Audit Committee.

### 3. Background

The Audit Committee is a key, statutory, committee of the Board of Management. The Committee contributes to good governance by maintaining a clear overview of -

- Compliance
- Risk
- Financial Probity
- The effectiveness of College control systems

The Code of Good Governance for Scotland's Colleges ("the Code") requires that "At least one member of the Audit Committee should have relevant financial or audit experience" (c.18).

The Scheme of Delegation also requires the Board of Management to approve the appointment of members and co-opted members to the standing committees.

### 4. Key Considerations

Since the resignation of Angela Winchester from the Board of Management in 2016, the College has met the Code's requirement with Liam McCabe (Chair of Finance Committee) being present at Audit Committee meetings where the College's Financial Statements and External Audit Report are being considered. To strengthen and support the work of the Audit committee it is recommended that the Board co-opt a member onto the Audit Committee with the relevant experience required by the code.

Mandy Wright who is a qualified accountant has been identified as a potential candidate for co-option. Mandy has considerable experience in audit, finance and the public sector. Her CV is attached for information.

With her experience of the public sector and the challenges that can be faced, the College feels she will be able to make a valuable contribution to the work of the Audit Committee. Mandy Wright's CV was circulated during the summer to the Chair of the Board of Management and the Chairs of each Board Committee who are content to recommend Mandy Wright's co-option to members.

This is a co-opted position and should Mandy Wright wish to join the Board as a full member at any point in the future, she would need to apply via the standard process for Board members.

1. Purpose

To seek approval from members to continue with the current arrangements for the Board Secretary and Deputy Board Secretary.

2. Recommendation

That members review the current arrangement for the Board Secretary and Deputy Board Secretary as outlined in this paper and approve to these to continue for 2018/19.

3. Background

The revised Code of Good Governance for Scotland's Colleges ("the Code") was adopted by the Board in December 2016.

Section D.13 of the Code states

*The board as a whole must appoint a board secretary who is responsible to it and reports directly to the chair in their board secretary capacity. The board secretary may be a member of the senior management team in their board secretary capacity, but **they cannot hold any other senior management team position at the same time. The appointment and removal of the board secretary is a decision of the board as a whole.***

The code also requires colleges to publish a Statement of Compliance with Good Governance in the Annual Report.

*Each board must state its adoption of the Code in the corporate governance statement contained in its annual financial statement. The chair, on behalf of the board, is expected to report as to how the principles have been applied by the board. Where, for whatever reason, a board's practice is not consistent with any particular principle of the Code, it should make this known to SFC or, if it is an assigned college, the 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. Boards will be expected to offer a clear rationale for exceptions in the context of their college's operational model and to identify mitigations.*

It was approved by the Board in December 2016 that the Vice Principal Finance & Corporate Affairs would be formally appointed as the Board Secretary and the Corporate Governance and Planning Officer would be formally appointed as Deputy Board Secretary in line with the current arrangements. Both report directly to the Chair in terms of the Board Secretary role.

4. Key Considerations

The external board Effectiveness review highlighted that this did not comply with the Code, however recognised that this had been approved by the Board. The review recommended that the Board reviews to the arrangements for the Board Secretary on an annual basis should their views on these arrangements begin to change.

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It is common practice in a number of organisations both within the public and private sector for the board Secretary to hold a position within the Senior Management Team. Indeed this is the practice within SFC where the Chief Operating Officer is also the Secretary to the council. At least one other College does not comply with the code in relation to the Board Secretary role. It can be argued that by having a dual role that this actually strengthens governance and provides greater assurance to the Board rather than weakens it.

It is also not considered to be good value for money to employ a part time Board Secretary when the College already has members of staff with the required skills to perform this role and have been doing so for a number of years.

There is only one area within the Board Secretary role where holding a senior management team position as well as Board Secretary could impact on good governance. The Board Secretary is appointed by the Board and reports directly to the Chair, if they also report to the Principal in terms of their senior management team role this could lead to a potential conflict of interest in terms of reporting to the Board. The current arrangements mitigate this risk by having a Depute Board Secretary.

While current arrangements go against the requirement of the code, it is still acceptable for the Board to take this decision and explain the reason for non-compliance in the annual financial statements and to SFC, which the College has done for previous 2 financial years. This has been reviewed by the external Auditors and in the Audit Reports they have stated they have no issues to report in relation to Governance. SFC have also noted the non-compliance, however have not requested that this be changed.

## 5. Equalities

There is no equalities impact as the approval is in relation to compliance with the Code.

## 6. Risk

	Likelihood	Impact
Very High		
High		x
Medium		
Low	x	
Very Low		

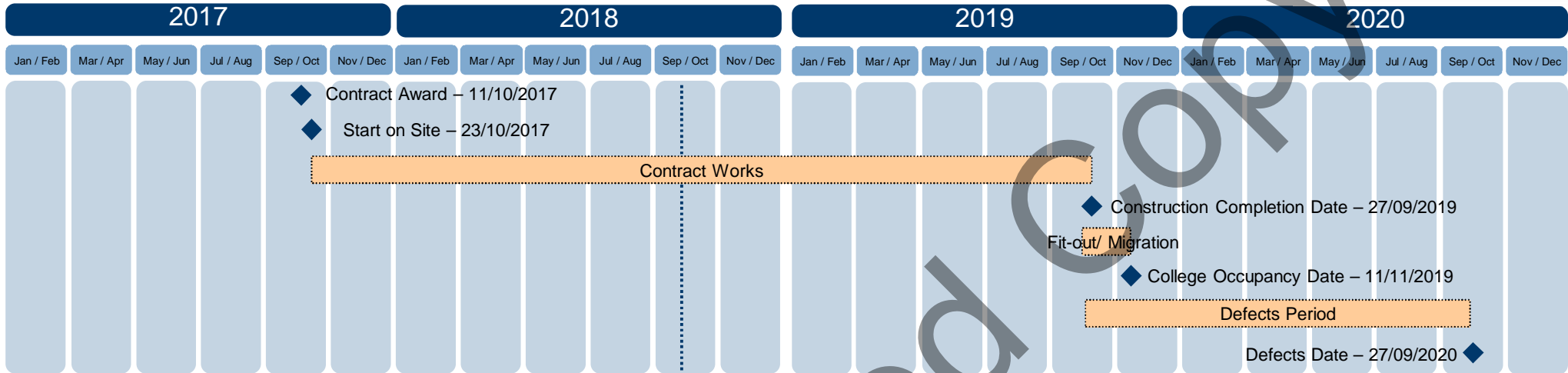
There is a risk the Board are not fully informed due to a conflict of interest of the Board Secretary reporting to both the Chair and the Principal. The appointment of two individuals reporting to the Chair minimises this risk.

**Risk Owner** – Board of Management

**Action Owner** – Chair of Board of Management

**Paper Author** – Alison Stewart on behalf of Ross Martin

# FORTH VALLEY COLLEGE – NEW FALKIRK CAMPUS – SEPT 2018



## Headlines

- Extension of Time due to exceptionally adverse weather confirmed and revised Contract Programme formally accepted - revised Completion Date is 27/09/2019.
- BBCL have provided full reports into slab incidents – AECOM have reviewed and confirmed they are content with the checks undertaken by BBCL and remedial works progressed.
- BBCL have not provided draft Lease Agreements from SPEN as requested by early August 2018 in order to allow the College a 4 month negotiation period. SPEN have provided some information, and AECOM continue to push all parties to progress any outstanding activities.
- RDI process ongoing, now focused on M&E room layouts and specialist packages.
- Meeting held to review commercial claim items – AECOM & BBCL to progress further actions to assist reaching contractual agreement.
- Tender returns for IT Provisional Sum received – all within £500k budget. Activities ongoing to select finalised specification and formally instruct works into contract.
- FVC have decided to formally instruct all known changes imminently rather than risk the potential to incur costs for abortive works or delay.

## Next Steps

- AECOM to continue to push all parties to progress activities conclude Lease Agreement with SPEN.
- BBCL to continue Statutory Consents approval processes for Planning & Building Warrant stages 12-15.
- BBCL to provide remaining Subcontract Warranties.
- BBCL to resolve quality issues raised on project systems.
- Team to continue to progress RDI process.
- AECOM & BBCL to progress actions to assist reaching contractual agreement on commercial items
- Team to progress activities to conclude selection of IT Provisional Sum.
- AECOM to undertake for additional H&S reviews of work packages prior to commencement.
- FVC are progressing activities to sell land in line with agreed strategy and remove Arqiva from site.

## Quality / Scope

- CoW and CMT inspections ongoing. Defects being logged via 360 Field and weekly reporting. Main issues in the period relate to finishing of precast slab soffit and ground floor slab.
- Quality / Technical Review meetings now set up (monthly).
- Overheating issues – louvres and opening windows being reviewed to overcome issue.
- BREEAM projected score 60% - 5% above the required 55%.

RISK

- Quality issues raised by CofW / CMT lead to remedial works being required which would further delay the programme.
- Response times by BBCL to 360 Field items delay works.

Major concern ■  
Issue requires escalation ■  
No areas of concern ■

## Commercial

Overall Construction Budget	£55,275,165
Construction Contract Sum	£53,724,446
Variation Confirmed	£ 121,800
Variations Pending	£ 137,100
Provisional Sums	- £ 40,000
Forecast Final Account	£53,943,346
Client Contingency Remaining	£ 1,331,819
Overall Construction Budget	£55,275,165

RISK

- Liability for BBCL commercial items.
- 9 of 10 Provisional Sum items to be concluded.
- Obtaining wayleaves in advance of service live dates.

Confirmed budget overspend ■  
Potential/ likely budget overspend ■  
No areas of concern ■

## Programme

- The revised Contract Programme is for BBCL to reach Completion and handover on 27/09/2019.

RISK

- Further programme slippage from BBCL causes impact on critical path items resulting in delay to PC.
- Potential for BBCL to encounter difficulties with remaining statutory approvals.
- Potential for FVC to encounter difficulties reaching legal agreements in advance of service live dates.

Confirmed programme delay ■  
Potential/ likely programme delay ■  
On or ahead of programme ■