AYRSHIRE COLLEGE BOARD OF MANAGEMENT MEETING
TO BE HELD ON 25 SEPTEMBER 2025 AT 4.00 PM
KILMARNOCK CAMPUS

AGENDA

Part A – Welcome, Report and Minutes

1	Welcome and Declarations of Interest	
2	Apologies	
3	Minute of the meeting held on 19 June 2025	Paper 1 (SM) (C/P)
	• Board of Management Action Tracker	Paper 1A (SM) (P)
4	Matters Arising	
5	Item for Homologation	Paper 2 (HD) (R)
6	Student Association Report Q1	Paper 3 (DH/CS) (P)
7	Interim Chair's Report	Paper 4 (SM) (P)
8	Principal's Report	Paper 5 (ACo) (R)

Part B – For Discussion, Decision or Approval

9	Management Accounts as at 31 July 2025	Presentation, Paper 6 (ARi) (R)
10	SFC Financial Forecast Return (FFR)	Presentation, Paper 7 (ARi) (R)
11	College Financial Sustainability Plan Update	Presentation (VPs) (R)
12	Voluntary Severance Scheme (2025-2028)	Paper 8 (DD) (R)
13	Board Recruitment	Paper 9 (SM) (R)
14	Board and Committee Terms of Reference and 2025/26 Work Plans	Paper 10 (HD) (P)
15	Board Effectiveness Report 2024/25 & Development Plan 2025/26	Paper 11 (HD) (P)
16	Evaluation of Effectiveness of Board (Chair) 2024-25	Paper 12 (AS) (R)
17	2024-25 Draft Self-Evaluation Report	Paper 13 (SR) (R)
18	Performance Dashboard Update Link to Dashboard	Verbal (VPs) (R)
19	Risk Management Policy and Procedure Review	Paper 14 (ARi) (P)
20	Strategic Risk Register as at September 2025	Paper 15 (ARi) (P)

Part C – Standing Committee Business: For Review or Approval

21 Committee Chairs Reports on 1st Quarter Committee Meetings

- Learning & Teaching Committee 04 September 2025 — Paper 16 (AS) (P)
- Performance Review & Remuneration Committee 26 June 2025 — Verbal (AS)
- BRIC Committee 09 September 2025 — Paper 17 (MW) (P)
- Audit & Risk Committee 16 September 2025 — Paper 18 (JG) (P)

22 Confirmed Standing Committee Minutes

- Learning & Teaching Committee 29 May 2025 — Paper 19 (P)
- BRIC Committee 03 June 2025 — Paper 20 (P)
- Audit & Risk Committee 10 June 2025 — Paper 21 (P)

Part D – To Receive for Information/AOB

23 **AOCB**

Restricted Reserves – A Ritchie

Date of Next Meeting: Thursday 11 December 2025 Kilwinning Campus

(C/P) Confirmed minutes will be published on the College website; (P) Papers will be published on the College website
(R) Papers will not be published for reasons of commercial sensitivity or for reasons of personal data confidentiality

Minute of the Board of Management Meeting
Held by Hybrid Attendance at Kilmarnock Campus and
via Video Conference Using Microsoft Teams
on Thursday 19 June 2025 at 4.00pm

Present:

Fiona McQueen	Chair
Matthew Wilson	Vice Chair *(from Item 12)*
Alison Sutherland	Senior Independent Member
Jane Grant	Non-Executive Board Member
Gillian Longmuir	Non-Executive Board Member
Sharon Morrow	Non-Executive Board Member
Michael Ross	Non-Executive Board Member
Chris Boyce	Elected Member, EIS-FELA Teaching Staff
Darcie Hamilton	Elected Student President
Connor Skipsey	Elected Student Vice President
Lisa Keggans	Elected Member, Service/Support Staff
Janette Steel	Elected Member, Curriculum Staff
Angela Cox	Principal, Ex-Officio

In attendance:

Anne Campbell	Vice Principal – Skills and Enterprise
David Davidson	Vice Principal – People, Performance and Transformation
Hilary Denholm	Board Governance Adviser
Alan Ritchie	Vice Principal – Finance & Infrastructure
Angela Scoular	Executive Assistant to the Principal and Chief Executive (Minutes)

1. Welcome and Declarations of Interest

The Chair welcomed all present to the meeting.

M Wilson declared an interest in the aeronautical components of the discussions that would be taking place which are associated with his employment at Glasgow Airport.

2. Apologies

Apologies were received from I Shearer, T Dalling, J Currie and G Neil.

The meeting was confirmed as quorate.

3. Minutes of the Previous Meeting held on 27 March 2025 *(Paper 1) (P)*

The minutes were approved as a correct record.

Proposed: A Sutherland **Seconded:** A Cox

Board of Management Action & Decision Log *(Paper 1a) (P)*

All actions due in the period were noted as complete.

4. Matters Arising

There were no outstanding matters arising from the minutes.

5. Student Association Report Q4 (*Paper 3) (P)*

The Chair took the opportunity to congratulate both D Hamilton and C Skipsey for their reappointments as Student President and Vice President and noted that the Board looked forward to working closely with them again in 2025-26.

D Hamilton and C Skipsey introduced Paper 3 as presented and summarised key highlights from the report.

The Board noted:

- Throughout March and May, various campaigns and events took place such as Neurodiversity Celebration Week, Pathways of Hope campaign, Deaf Awareness Week and Mental Health Awareness Week.
- The Class Ambassador Mid-Year Review was completed in March where Class Ambassadors are asked about a range of elements relating to the programme with a view to making improvements. The Student Association were pleased to note various improvements which had been made however there were still areas that required further development and improvement.
- The Nexus, which is the name for the Student Association Virtual Reality Platform, has gone through a soft launch to the student body. Positive feedback has been received and the next steps will be to work with the Student Induction Working Group to look at how Nexus can be integrated into Induction practices.
- For the Brighten our Campus project, results of previous planting are starting to show, particularly at the Kilmarnock Campus, and there are plans to do more gardening activities at the Ayr and Kilwinning campuses.
- The Student Association suggested the introduction of an Ayrshire College Official Flower and are pleased to advise that students and staff alike voted on the options available and have chosen the Blue Columbine. Appropriate planting sites will be identified and it is hoped that, with the help of the Marketing team, the flower will be officially launched soon.
- The Student Association Constitution review has now been completed and the documents will go live on 1 July 2025.

A Sutherland commented that the report was well received by the LTQ Committee and members were delighted with D Hamilton and C Skipsey's reappointments. Members look forward to a demonstration of the Nexus platform at their next meeting in September.

The Board noted the report as presented.

6. Chair's Report *(Paper 4) (P)*

The Chair provided an update on activities carried out since the previous Board Meeting.

DRAFT

The Board noted:

- Leading and Learning opportunities – those Board members who expressed an interest in participating with this development were offered departmental visits and found the visits to be very helpful. The Chair encouraged members who have not yet participated to do so.
- The Chair confirmed that one new Board member had been selected from interviews that had taken place recently and they would take up post at the end of the summer.
- The Chair encouraged Board members to complete the Board Self-Evaluation of Effectiveness Questionnaire. Responses received will be consolidated and analysed and a report presented to the Board for review. The findings from the report will inform the annual Board Development Plan.

The Board noted the report as presented.

10. 2025-2026 Internal Audit Plan *(Paper 8) (P)*

A Ritchie referred to Paper 8 and noted that the document outlines the internal audit plan for the upcoming academic year, aimed at ensuring effective internal controls and addressing key risk areas. The College Audit Needs Assessment (CANA) indicates the audits undertaken since 2020-21 and the planned work for 2025-26, expanded to include other areas that may be subject to future audit assignments.

BOM50: D04: The 2025-26 Internal Audit Plan was approved.

15. Committee Chairs' Reports on 4th Quarter Committee Meetings *(Papers 12, 13 and 14)*

The Board received a written report from each Committee Chair outlining a summary of key issues considered by the Standing Committees since the last meeting of the Board.

The confirmed minutes of these meetings will be received by the Board at its next meeting.

The Board noted the report from each Committee Chair.

16. Confirmed Minutes: Standing Committees *(Papers 15, 16 and 17)*

The following confirmed Standing Committee Minutes were received by the Board:

- Learning, Teaching & Quality Committee
- Business, Resources & Infrastructure Committee
- Audit & Risk Committee

The Board received the above minutes from noting.

DRAFT

17. AOCB

Kilwinning Campus Transfer

A Ritchie confirmed that the transfer of the Kilwinning Campus to the College on 13 June was successful and that the affected staff had transferred over to College employment on that date. A Ritchie took the opportunity to thank the College team who were instrumental throughout the whole process.

A Campbell

The Chair noted that this would be A Campbell's last Board meeting and took the opportunity to wish her well in her new role on behalf of the Board of Management and thanked her for her valued support over the years.

F McQueen

A Cox noted that this would also be the Chair's last meeting and took the opportunity to thank her for her support and input over the past few years and wished her well in her new role.

18. Date of Next Meeting: Thursday 25 September 2025 at 4pm

(C/P) Confirmed minutes will be published on College Website; (P) – Paper will be published on the College Website; (R) – Paper is reserved, because it contains data or information of a personal nature, which is restricted by legislation, or because it contains commercially sensitive information, and will not be published on the College Website

Reserved items on next page

DRAFT

Board of Management - Action and Decision Log
Meeting No 51 – 25 September 2025

Meeting Date	Agenda Item	Reference	Details	Action Owner	Due Date	Action / Decision	Open / Complete / Approved / Declined
19.06.25	Item for Homologation	BOM50: D01	The Board approved the decision to appoint S Morrow as the Interim Chair and this would be put forward to the Scottish Government for formal approval.	NA	NA	Decision	Approved
19.06.25	Board Recruitment	BOM50: D02	The Board approved the following: • Non-Executive Board Member new appointment • Co-Opted Board Member • Ratification of Unison Board Member • Noted the three Non-Executive Board Member extension approvals and subsequent acceptances	NA	NA	Decision	Approved
19.06.25	Chairs SNC Proposal	BOM50: D03	The Board approved the proposal to combine the Chairs Meetings with Search and Nomination Meetings under one combined Terms of Reference within the Standing Orders.	NA	NA	Decision	Approved
19.06.25	2025-2026 Internal Audit Plan	BOM50: D04	The 2025-26 Internal Audit Plan was approved.	NA	NA	Decision	Approved
19.06.25	Strategic Risk Register	BOM50: D05	The Board approved the 2024-25 Strategic Risk Register as at June 2025	NA	NA	Decision	Approved
19.06.25	2025-26 Budget	BOM50: D06	The Board noted the contents of the paper and approved: • The 2025-26 budget which provides for an operational surplus of £1,023k which is £ (759)k lower than the required surplus of £1,782k and results in a financial deficit of £ (3,026)k. • The Student Association 2025-26 budget of £80,139. • The College submission of deficit financial forecast position to the SFC based upon the limited level of information being provided regarding the impact of the redistribution funding model and the mitigations available to the College.	NA	NA	Decision	Approved

Ayrshire College *(Paper 3)*

Board of Management Meeting

25 September 2025

Title:	Student Association Report Q1
Purpose:	To provide members with updates on the activities undertaken by the Student Association.
Recommendation:	Committee members are invited to discuss and note the contents of this paper.

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1. Summary/Key Points

The Student Association team consists of two elected officers. The Student President, Darcie Hamilton and Student Vice President, Connor Skipsey. The Student Association is governed by a Student Executive Committee within which students hold various volunteer officer roles. The work of the Student Association is supported by the Student Association Advisor, Linda Corbett and is overseen by the Head of Quality Enhancement, Ann Heron.

2. Proposals and Recommendations

The Student Association proposes to fully launch The Nexus, which is their new online student facing platform. The launch will include a variety of activities aimed at both staff and students.

The Student Association recommends further integration of the Student Learning Experience Model (Sparqs) into the Class Ambassador Programme as part of its work on the Tertiary Quality Enhancement Framework.

3. Associated Risks

None

4. Equality and Diversity Impact Assessment (if applicable)

None

Current Situation

Training and Development

The Student Association team are undertaking a variety of development opportunities including:

- Board Development activity
- attendance at the Sparqs Lead and Change two-day residential conference in August
- Further review of the Sparqs SLE Model and development of activity for the Class Ambassador Programme
- Participation in the Festival of Practice all-staff day

End of Year Evaluation and TOEP

The Student Association team in partnership with Quality Enhancement completed their End of Year Evaluation. This was completed using the Sparqs SLE Model and reflective questions. Actions and development areas were identified and used to populate The Operational and Enhancement Plan. A significant area of work will be the integration of the SLE toolkit reflective questions into the Class Ambassador Programme Meetings.

Student Voice

Class Ambassador Programme

The annual schedules of Class Ambassador meetings are in place and the schedules will be issued to our new and returning Class Ambassadors in due course. We will continue to make the meeting schedules available in a variety of formats.

Upon review of attendance and student feedback, we will move our January and May meetings to online only.

For training of the Class Ambassadors, we will again use the Sparqs two-phase training programme.

Students who volunteer with the Student Association such as Class Ambassadors and Student Officers will be given the opportunity to earn an Ayrshire College Volunteer Award, these will again be graded from Bronze through to Platinum.

We were delighted to present 6 students with an Ayrshire College Volunteer Award at platinum level for the 2024/2025 academic year and hosted a celebration lunch in the Salt & Barrell. Anne Campbell met with the students and along with Doreen Wales, presented their certificates.

Student Community and Activities

Campaign and Events Planning

Last academic year, we created an informal equalities calender which allowed us to set the priorities for the year ahead. We wanted to develop this and so for the upcoming year, we met with key colleagues from different college departments and have worked

to agree on a wider variety of campaigns, events and activities. This has allowed us to streamline our campaign work, avoid overlap and provide consistency of approach.

Freshers

Planning for this year's Freshers in September is well underway. The theme for Freshers is "Get Started" and a key focus will be providing a broad range of resources to students to help them get started with the academic year. We will take Freshers as an opportunity to launch The Nexus to the students by having a laptop out with The Nexus loaded so that students can try it out. We will also give out leaflet with the QR code and link so that students can explore The Nexus in their own time.

Project Updates

SA Funding Scheme
The Student Association will again offer their Extra-Curricular Funding Scheme. We will ring fence some budget for this and review the application criteria. The fund was very successful in AY 2024/2025 so we are likely to follow the same model and process.

The Nexus
We will undertake further launch activity for The Nexus during Freshers including have a laptop out for demonstrations, leaflets for students to take away which will have the QR code. We will have launched to the staff at the Festival of Practice Day and will continue to work with the relevant teams to continue promotional activity.

Brighten Our Campus
The Brighten Our Campus project saw significant activity take place over the summer break. We'd like to extend our thanks to the estates teams and to those students who worked with estates over the summer. There has been significant planting of flowers, particularly in Kilmarnock, large planters have been procured for each campus which will likely house a small tree each. Garden furniture has been purchased and built and will go into the small green area in Kilwinning which was formerly the nursery garden.

Ayrshire College Flower
The Ayrshire College Flower has been planted in some locations around campus, again particularly at Kilmarnock and further activity around the flower will take place in relation to graduation and other key events. We hope to work with the marketing team to do a promotional piece around this. We would like to thank the Horticultural Curriculum Team for their support with the flower.

Conclusion

The Student Association will undertake activities, campaigns and projects relating to the two main pillars of their work, namely The Student Voice and The Student Community and will engage with both internal and external key stakeholders to do so.

Darcie Hamilton
Student President
August 2025

Connor Skipsey
Student Vice President
August 2025

*This paper will be published on the College website

Ayrshire College *(Paper 4)*

Title of Meeting: Board of Management Meeting

Date: **25 September 2025**

Chair Report Purpose: The purpose of this report is to update Board Members on activities carried out by the Interim Chair since being appointed Interim Chair in July 2025.

Recommendation: To Note

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1. Executive Summary

To provide Board Members with an update of key activities I have been involved in since taking on the role of Interim Chair.

- Stakeholder and partner engagement
- Internal College meetings
- Board Development activities
- Board Recruitment activities
- Meetings associated with Colleges Scotland

2. Strategic Objectives

This paper supports our Strategic Ambition through helping fulfil our strategic objectives to deliver outstanding experiences, to be the partner of choice and to play a key role in enabling the future.

This is demonstrated by the range of meetings and activities as described within this quarterly update report.

3. Associated Risks

N/A

4. Equality and Diversity Impact Assessment

An impact assessment is not applicable given the subject of this paper.

5. Publication

This paper will be published on the College website.

6. Stakeholder Engagement

I have met with stakeholders and partners, by way of introductory dialogue. To date this has included MSP Sharon Dowey, with other meetings arranged for the near future.

a. Other Engagements

I was delighted to be able to attend the following events and internal College meetings:

- Excellence Awards
- Recruitment meetings
- Panel Interviews
- Meetings with the College leadership team
- Student Association meeting
- Board member annual reviews
- Board member induction meetings
- Weekly update meetings with the Principal & Chief Executive
- Weekly update meetings with the Board Governance Advisor
- Ayrshire Awards
- Effective political engagement & influencing session
- Colleges Scotland College Chairs & Principals Forum

b. Future activities

- College Graduation Ceremony 26 September 2025
- Weekly update meetings with the Principal & Chief Executive
- Weekly update meetings with the Board Governance Advisor
- Induction follow up meetings with new Board members
- MSP meetings
- College Chairs Group

7. Our Governance

a. Chairs Meetings

The first Chairs meeting will take place on 30 September 2025. I would encourage Board members to pass any suggestions and feedback to their relevant Committee Chairs for discussion.

b. Board and Committee Membership and Recruitment

The Search & Nomination Committee shortlisted and interviewed for the ongoing Non-Executive Board Member vacancies, and we present our Board recruitment recommendations and updates to the Board for this September Board meeting.

The annual Committee membership alterations are ongoing as we update the Standing Orders and Terms of References for the Board.

c. Board Member Development

- Thanks to everyone that participated in the very interactive Board Development session on 02 September. Your contributions were welcomed and very valued.

- Leading for Learning opportunities – Board members who express an interest in participating with this development are offered departmental visits.

- Opportunities for further development are published on the CDN website and shared by the Board Governance Adviser.

- Please advise the Board Governance Adviser of your attendance at any learning that you complete as a representative of the Ayrshire College Board – this information can then be included in your development record.

- New information continues to be shared in the "Board members Knowledge & Development Bank" Teams page.

- The Annual Board Development plan will be updated quarterly, with updates being shared on the "Board members Knowledge & Development Bank" Teams page.

8. Our Communications

Board members receive emails, and Microsoft Teams posts to college accounts regarding Board meetings & information, with personal/work contact being used only for urgent/time sensitive communications.

Please direct any Board News suggestions to the Board Governance Adviser for publishing on the website.

Sharon Morrow
Interim Chair, Board of Management
25 September 2025

Ayrshire College (Paper 10)

Title of Meeting: Board of Management

Date: 25 September 2025

Subject: Annual Review: Ayrshire College Responsibilities and Standing Orders including Section 3 Board and Committee Terms of Reference and 2025/26 Work Plans.

Purpose: To ensure that the Board has met the required commitment to annually review the Board and Standing Committee Terms of Reference and corresponding work plans.

Recommendation: The Board is asked to approve:

1. The revised Board of Management Terms of Reference
2. The revised Standing Committees' Terms of Reference
3. The 2025/26 Board & Committee Work Plans
4. The alterations to the Ayrshire College Responsibilities and Standing Orders presented as V14 in Appendix 6.

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1. Executive Summary

On an annual basis the Board and the Standing Committees of the Board are required to review their Terms of Reference. Corresponding work plans are also reviewed to ensure alignment and provide assurance to support delivery to the Terms of Reference.

- The Terms of Reference from an integral part of the Board Standing Orders and outlines the remit, duties, and composition of the Committee.
- The Board and Standing Committee work plans are designed to ensure fulfilment of the requirements as set out in the corresponding Terms of Reference. This will not preclude reporting on any other significant issues within the remit, as they occur.
- The Board and Standing Committee work plans are aligned to provide assurance that there is a relevant information flow and reporting from the Standing Committees to the Board.
- Additional Sections of the Ayrshire College Responsibilities and Standing Orders have also been reviewed and alterations proposed into a V14 of the entire Ayrshire College Responsibilities and Standing Orders document.

2. Strategic Objectives

The review of Board and Committee Terms of Reference, Workplans and wider Responsibilities and Standing Orders demonstrates the commitment shown by Board members to being engaged in overseeing and governing the College. This directly links to our Strategic Objective of *Enabling the Future* with the Board

leading & influencing; being data informed and intelligence driven; responding to challenges and helping shape the future positively.

3.

Associated Risks

There is a risk that the Board and the Standing Committees could fail to demonstrate that they were fulfilling the requirements of the Terms of Reference because they had not prepared, approved, and implemented a work plan, resulting in a failure to evidence compliance with governing legislation and regulation.

4.

Equality and Diversity Impact Assessment

None required.

5.

Publication

This paper will be published on the College website.

1. Background

On an annual basis the Board and the Standing Committees of the Board are required to review their Terms of Reference. Corresponding work plans are also reviewed to ensure alignment and provide assurance to support delivery to the Terms of Reference.

2. Current Situation

2.1 Board Terms of Reference and work plan 2025/26 (Appendix 1)

The Board is asked to review and approve the Board of Management Terms of Reference and corresponding work plan attached as **Appendix 1.**

Changes are highlighted, with the main alteration being increasing the number of Non-Executive Members from 12 to 14, and the total number of Board members from 20 to 22.

The Board Workplan for 2025/26 includes a new standing item on the Board Agenda of the College Financial Sustainability Plan Update at all four meetings.

2.2 Committee Terms of Reference and Work plans 2025/26 (Appendices 2, 3, 4 and 5)

The following Standing Committees of the Board have undertaken a review of their Terms of Reference (ToRs) and corresponding work plans as part of the first quarter cycle of meetings. Changes were reviewed at Committee level and are now recommended to the Board for approval.

- Appendix 2: Summary of all Workplan alterations
- Appendix 3: Learning, Teaching and Quality Committee
- Appendix 4: Business, Resources, and Infrastructure Committee
- Appendix 5: Audit and Risk Committee

2.3 Ayrshire College Responsibilities and Standing Orders V14 (Appendix 6)

Alterations are proposed to the Responsibilities and Standing Orders, in addition to the Section 3 alterations above.

In summary the additional alterations comprise:

1. *Section 1.3 - Updated OSCR link*
2. *Section 2.1 - date updated of last adoption of 27 March 2025.*
3. *Section 2.5 - Increase number of Non-Executive Members from 12 to 14.*
4. *Section 2.6 - 6 months reduced to 3 months, and addition of attendance is under the acceptable % expected.*
5. *Section 2.7 - addition of Interim Chair.*
6. *Section 2.10 - alteration to People, Infrastructure and Finance Committee to help increase focus on People & Culture.*
7. *Section 2.12 - addition of In Person attendance preferred & acceptable expected attendance % KPI is 75%.*
8. *Section 2.14 - Executive Leadership instead of Senior Management Team.*
9. *Section 3 – Terms of Reference updates*

10. Links to Referenced Documents updated

Date of next review: 26 March 2026 - Next review to include:

- *Section 4 - Scheme of Delegation review (as per Board Development Plan Priority 3 action for July 2026)*

The fully revised document, including the updated Standing Committee ToRs, is presented for approval as V14 in **Appendix 6.**

3. Proposals

The proposals as presented are put forward for approval by the Board.

4. Resource Implications

No specific resource implications have been identified.

5. Consultation

The Executive Leadership Team has been engaged in reviewing the Board and the Standing Committee Terms of Reference and work plans, with the Committees reviewing and recommending their own Committee Terms of Reference and work plans.

The Interim Chair, Board Governance Adviser & Executive Leadership have been engaged in reviewing the additional sections listed in the Ayrshire College Responsibilities and Standing Orders V14.

8. Conclusion

The Board is asked to note the recommendations as detailed and approve the changes and updates accordingly.

The approved V14 of the Ayrshire College Responsibilities and Standing Orders will then be published on the Ayrshire College Website.

Hilary Denholm
Board Governance Advisor
25 September 2025

Appendix 1 **Ayrshire College**

Board of Management Terms of Reference 2025-26

Introduction

The Board of Management is responsible for the overall functioning and strategic direction of the College. The Board of Management is also responsible for planning the future development of the College and for ensuring its effective management.

The Board of Management has ultimate responsibility for all the affairs of the College.

The Board of Management is publicly accountable for the College's stewardship of public funds and given the nature of this obligation demands the highest standards of Corporate Governance.

Remit

The Board of Management is responsible for overseeing all matters related to function and strategic direction of the College. The Board of Management through its Committees will provide strategic leadership to ensure that the College aims and objectives are achieved. The Board will also ensure, through the actions of the Chair, that the requirements in relation to new members' induction and mentoring, from both the Board and board committees' perspective, are properly fulfilled and enacted.

Board of Management Membership

The membership of the Board of Management will be constituted as determined by Statutory Provision.

As currently constituted under Statutory Provision, the Board of Management shall consist of not less than 17 or more than 22persons.

The Board shall comprise:

- The Principal and Chief Executive of the College.
- A person being elected by the teaching (curriculum) staff from among their own number.
- A person being elected by the service/support (non-curriculum) staff from among their own number.
- Two persons as Trade Union nominated members (one nominated by support staff unions and the other nominated by the teaching staff union), in addition to the elected staff representatives, for partnership working.
- 2 persons being appointed by being nominated by the Students' Association of the College from among students of the College (this includes students on a sabbatical year).

- Up to 14 other people, not being members of staff or full-time students, who have experience in different industry sectors, commercial or employment matters, or the practice of a profession, or who represent the Third Sector, Public Sector Bodies or Trades Union, or who otherwise have an interest in the College and in further and higher education and who represent the demography and diversity of the region (these appointments will be the "Non-Executive Members").

Quorum

50% of the Board of Management places occupied will constitute a quorum.

Attendance

The Board of Management may co-opt individuals as appropriate. Details of the proposed co-opted individuals will be approved by the Chair of the Board in advance. The role, remit and term of membership of the co-opted individuals will be determined by the Board.

The Executive Leadership Team and other Staff, as required, may be invited to attend meetings of the Board of Management to provide information and reports as appropriate.

The Board has the option of meeting without any members of staff present. Where the Board Governance Professional has been also been excluded, the Chair of the Board shall arrange for a full minute of the meeting to be recorded, which shall include a full explanation of why the Board Governance Professional was excluded from the meeting.

Meetings

The Board shall normally meet four times during the academic year
~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any member of the Board of Management may request to convene additional meetings as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Chair of the Board of Management will instruct the Board Governance Professional to call meetings of the Board. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

Where, in the opinion of the Chair, an exceptional and urgent matter of business requires to be considered by the Board at shorter notice than that provided for above, the Chair may instruct the Board Governance Professional to call a meeting of the Board of Management at a time, date and place determined by the Chair.

Duties

The Board of Management has responsibility *for overseeing the business of the College, determining its future direction, and fostering an environment in which the*

College vision, mission and objectives are achieved, and the potential of all learners is maximised. The Board of Management is the employer of all staff of the College.

The Board of Management must ensure compliance with Statutory Provision and their ordinances, schedules, and provisions; together with all advice, guidance and direction provided, from time to time, by the Scottish Government, Scottish Funding Council, Quality Assurance Agency or other properly constituted agency which regulate the College and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.

The following items are retained for approval by the Board of Management, upon advice from or recommendation by the relevant Committee where appropriate, and may not be delegated:

1. To approve Strategies presented by the relevant Committees.

2. To approve the planning cycle proposed by the Executive Leadership Team for the preparation of the Outcomes Framework and Assurance Model, the College Strategic Plan, and to approve the Plan itself before publication.

3. To approve the annual accounts, following consideration by the Business, Resources and Infrastructure Committee and Audit and Risk Committee.

4. To approve the College budget proposals, following consideration by the Business, Resources and Infrastructure Committee.

5. To approve the appointment of the Principal and Chief Executive.

6. To approve any financial packages, in excess of statutory provisions, for severance payments, following consideration by the Performance Review and Remuneration Committee.

7. To receive and consider at each meeting the Strategic Risk Register, and to advise the Audit and Risk Committee accordingly.
8. To receive, consider and approve recommendations from the Search and Nomination Committee on the membership of new and reappointed Board Members, prior to submission to the Scottish Ministers for approval;[1]

9. To ensure that appropriate and adequate induction procedures are in place for all new Board Members.

10. To ensure that the arrangements made to implement the College Health and Safety Management System are effective.

Authority

[1] In the interests of practicality, this may be undertaken by circulation where a meeting of the Board is not immediately scheduled.

The Board of Management is authorised to investigate any matters in any reasonable manner as it sees fit. The Board of Management is authorised to receive and record information received as a part of any investigatory process from persons who are not members of the Board and who are not employees of the College provided they wish to co-operate in the provision of information and whilst taking account of policy and legal rights and responsibilities.

The Board is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Board will decide on the business of the meeting that may be fully published on the College website. Normally it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Board by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the Principal for checking and then to the Chair of the Board for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Board shall submit draft minutes to the next Board meeting for approval.

Board Members should be clear that as members of a board of a college sector public body, they are required to act in the best interests of the public body, as opposed to any individual constituency from which they have been nominated or elected.

Representative members need to be aware of their obligations to the board and reconcile these with their obligations to their constituency. While representative members can raise matters from the perspective of their constituency, they should not promote the interests of, or lobby on behalf of, the constituency when sitting as a college or regional college board member.

They are not expected to report back to their constituencies the work and discussions of the Board.

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Board of Management Work Plan 2025-26

25 September 25	11 December 25	26 March 26	18 June 26
Reports to this meeting	**Reports to this meeting**	**Reports to this meeting**	**Reports to this meeting**
2025-26 Board of Management and Committee Terms of Reference & Work Plans with Responsibilities & Standing Order update V14 Board Recruitment Voluntary Severance Scheme (2025-2028)	2024-25 Financial Statements to July 2025: i. Board of Management Report and Financial Statements ii. Annual Report to the Board of Management and Auditor General iii. Letter of Representation	2026-27 Board & Committee Meeting Dates Board Recruitment Responsibilities & Standing Order Section 4 review	2025-26 Budgets for Academic Year ending 31 July 2026
2024-25 Board Effectiveness Report and 2025-26 Board Development Plan	~~Board Responsibilities & Standing Orders Annual Update~~ (moved to Sept)	2025-26 Self-Evaluation Report & Action Plan	~~2024-25 Education Scotland Annual Engagement Visit Report~~
2024-25 Board Chair Annual Evaluation Report	2024-25 Audit Committee Chair's Annual Report 2024-25 Internal Audit Annual Report	2025-26 SFC Indicative Funding: Revenue & Capital 2026-27 Budget Update	2025-26 SFC Funded Capital & Revenue Expenditure
SFC ~~5 Year~~ Financial Forecast Return (FFR)	2024-25 Annual Freedom of Information Report	2025-26 First Draft SFC Funded Capital & Revenue Expenditure Programme	~~ICT, Annual Report~~
~~2023-24 Business Growth Annual Review~~	2024-25 Annual Health, Safety Wellbeing Report	Financial Regulations Annual Review	~~Digital Strategy, Annual Report~~
~~2023-24 Final Outcome Agreement Self-Evaluation Report~~ Draft 2024-25 Self Evaluation Report	2024-25 Annual Procurement Report 2024-25 Annual Complaints Report	Mainstreaming Equality and Diversity, Annual Report	Outcome of PIF Co Self Evaluation Process
~~2025-26 Self-Evaluation Report & Action Plan~~	2025-26 Self-Evaluation Report & Action Plan (moved from Sept)	~~2024-25 Internal Audit Annual Report~~ (moved to Nov)	2026-27 Internal Audit Plan
Reports to each meeting	**Reports to each meeting**	**Reports to each meeting**	**Reports to each meeting**
Student Association Report Q1	Student Association Report Q2	Student Association Report Q3	Student Association Report Q4
Chair's report	Chair's report	Chair's report	Chair's report
Principal's report	Principal's report	Principal's report	Principal's report
College Financial Sustainability Plan Update	College Financial Sustainability Plan Update	College Financial Sustainability Plan Update	College Financial Sustainability Plan Update
Q1 Performance Dashboard	Q2 Performance Dashboard	Q3 Performance Dashboard	Q4 Performance Dashboard
Management Accounts as at 31 July 2025	Management Accounts as at 31 October 2025	Management Accounts as at 31 January 2026	Management Accounts as at 30 April 2026
Strategic Risk Register	Strategic Risk Register	Strategic Risk Register	Strategic Risk Register

Committee Chairs Reports	Committee Chairs Reports	Committee Chairs Reports	Committee Chairs Reports
Receipt of Confirmed Committee Minutes	Receipt of Confirmed Committee Minutes	Receipt of Confirmed Committee Minutes	Receipt of Confirmed Committee Minutes

Paper 10 - Appendix 2

Combined Board and Committee alterations to workplans for 2025/26: recommended additions and ~~deletions~~

LTQC	**04 Sept 2025**	**27 November 2025**	**05 March 2026**	**28 May 2026**
Reports to this meeting	Nexus demonstration	Learning, Teaching & Student Experience Strategy Update	~~Education Scotland Annual Engagement Report~~ Student Support Update	Learning & Teaching Academy Update
Standing item reports		Student Support Funds Update (now every 6 months)		Student Support Funds Update
~~BRIC/~~PIFCo	**09 September 2025**	**18 November 2025**	**10 March 2026**	**09 June 2026**
Reports to this meeting	Voluntary Severance Scheme (2025-28) Final IiP Review Outcomes Digital Update Report 6 monthly Procurement Framework	***Financial statements joint with ARC*** Infrastructure Strategy Update Report	Committee Self Evaluation Employer Engagement Strategy Update Report Digital Update Report 2024-25 Climate Change Report	Outcome of Committee Self Evaluation Process People Strategy Update Report
Standing item reports	~~Transformational Projects Update~~ HR & HSW update (moving to 6 monthly reports) ~~ICT update~~ Digital Update Report SAI Operations update ~~Property Update~~ moved to 2nd meeting, 6 monthly & Sustainability included	~~Transformational Projects Update~~ SAI Operations Update Property & Sustainability Update	~~Transformational Projects Update~~ HR & HSW Update (Aug 25 - Jan 26) Digital Update Report SAI Operations Update	~~Transformational Projects Update~~ SAI Operations Update Property & Sustainability Update
ARC	**16 September 2025**	**18 Nov (Financial Sts) & 02 Dec 2025**	**17 March 2026**	**09 June 2026**

DRAFT

Reports to this meeting	Review of Risk Management policy ~~Internal Audit Plan~~ Internal Audit Progress Report ~~Business Continuity Plan Review~~	***Financial statements joint with BRIC*** ~~National Fraud initiative~~ ~~ICT Annual report~~ Cyber Incident Response Plan Review of effectiveness of External Auditor moved from meeting 3 to 2	Business Continuity Plan Review (moved from 1st meeting date to 3rd) Review effectiveness of Internal Auditor moved from meeting 4 to 3	~~Fraud, Risk & Bribery Update Report~~ Fraud Risk Assessment ~~2025-26 SFC Funding Implications~~ 2025-26 Budget ~~Review effectiveness of Audit and Risk Committee~~ as contained within annual report
Standing item reports	Assurance map	Assurance map	Assurance map	Assurance map
BOARD	**25 September 2025**	**11 December 2025**	**26 March 2026**	**18 June 2026**
Reports to this meeting	Recruitment Paper Risk Management Policy Review Voluntary Severance Scheme (2025-28) ~~2023-24 Business Growth Annual Review~~ ~~2023-24 Final Outcome Agreement Self-Evaluation Report~~ DRAFT 2024-25 Self Evaluation Report	2025-26 Self-Evaluation Report & Action Plan (moved from Sept)	Scheme of Delegation Review Financial Regulations Annual Review	~~2024-25 Education Scotland Annual Engagement Visit Report~~ ~~ICT, Annual Report~~ ~~Digital Strategy, Annual Report~~ Outcome of PIF Co Self Evaluation Process
Standing item reports	College Financial Sustainability Plan Update	College Financial Sustainability Plan Update	College Financial Sustainability Plan Update	College Financial Sustainability Plan Update

DRAFT

Paper 10 - Appendix 3

Learning, Teaching and Quality Committee
Terms of Reference 2025-26

Introduction

The Learning, Teaching and Quality Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'the Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to the strategic development and delivery of learning, teaching and the student experience, including monitoring and reporting on the associated quality and performance.

Committee Membership

The Committee membership shall consist of a minimum of six members from the Board, which should include at least one elected staff representative and at least one elected student representative, and elected staff union representatives.

The Committee Chair and remaining members will be appointed by the Board.

Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members. The Board will seek to ensure that all members will normally serve at least one year as a member of the Committee during their period of appointment.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted individuals will be determined by the Committee.

Attendance is open to all Vice Principals, and, where appropriate, other staff may be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Board shall normally meet four times during the academic year. ~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any member of the Committee may request to convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will be made available to members at least five working days before the day of the meeting.

Duties

1. To review and agree strategies within the Committee's overall remit and recommend for approval by the Board of Management.

~~2.~~ To seek assurance that the Curriculum Delivery Plan is in alignment with regional and national economic priorities, the strategic direction of the College and meets the requirements of the SFC's Outcomes Framework and Assurance Model

3. To review and monitor the progress against curriculum development and delivery including new areas of skills delivery and adoption of technology and digital learning.

4. To review and scrutinise key performance indicators (KPIs) as a requirement of the Outcomes Framework and Assurance model in relation to, for example, student success including, but not limited to, student retention, student outcome data, Scottish Index of Multiple Deprivation (SIMD) and post course destinations. Consider action to be taken to improve performance where the KPIs fall below national benchmarks.

5. To review and monitor the progress and outcomes of engagement with the Quality Assurance Agency.

6. To review and monitor plans and processes to enhance learning, teaching and assessment and the student experience.

7. To review and monitor all College services which are provided to support the student journey, including the quality of learning and teaching and student satisfaction.

8. To review and monitor equality and diversity outcomes, scrutinise data and receive reports on learner profiles and interventions.

9. To review and monitor the use of student funds including bursaries, educational maintenance allowance (EMA) childcare and discretionary funds.

10. To receive and review student feedback on their college experience using a range of methods and monitor actions for improvement.

11. To receive and consider an annual report on services to support the student experience which will incorporate safeguarding.

12. To receive and consider a Student Satisfaction Annual Report.

13. To receive and consider the Committee's extract from the current version of the Strategic Risk Register and to advise the Audit Committee accordingly.

14. To receive and consider Internal Audit reports as they relate to the remit of the Committee.

15. To receive and consider reports on apprenticeship and work-based learning programmes.

16. To celebrate success with staff and students.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate executive management representative for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

Learning and Teaching Committee Work Plan 2025-26

04 September 2025	27 November 2025	05 March 2026	28 May 2026
Reports to this meeting			
2025-26 Committee Terms of Reference & Work Plan	2026-27 Draft Curriculum Delivery Plan	2024-25 College Sector KPIs	2025-26 SFC Student Satisfaction and Engagement Survey
2024-25 External Verification Report	2025-26 First Impression Survey Analysis	2024-25 SFC Student Satisfaction and Engagement College Sector Benchmarking Report	
Draft 2025-26 Self-Evaluation and Action Plan	Final 2025-26 Self-Evaluation and Action Plan		
2024-25 Interim Ayrshire College Performance Indicator Report	2023-24 SFC College Leaver Destination Survey College Sector Benchmarking Report		
2023-24 College Sector KPI Benchmarking Report	2024-25 Outcomes Framework and Assurance Model Contextual Commentary and Case Studies		
	Learning, Teaching & Student Experience Strategy Update	Student Support Presentation Update	Learning & Teaching Academy Presentation Update
Reports to each meeting			
Student Association Report Q1 & Nexus Demonstration	Student Association Report Q2	Student Association Report Q3	Student Association Report Q4
Performance Dashboard Update	Performance Dashboard Update	Performance Dashboard Update	Performance Dashboard Update
2024-25 Student Support Funds: Final Position at July 2025		Student Support Funds position update	
Employer Engagement and Innovation Report Q1	Employer Engagement and Innovation Report Q2	Employer Engagement and Innovation Report Q3	Employer Engagement and Innovation Report Q4
Strategic Risk Register	Strategic Risk Register	Strategic Risk Register	Strategic Risk Register

Committee Membership

Ayrshire College

Board of Management Committee Structure AY 2025-26

Sharon Morrow
Interim Chair

Matthew Wilson
Vice Chair

Alison Sutherland
Senior Independent Member

Audit and Risk Committee
Min 4x Board
1 Jane Grant (Chair)
1 Michael Ross (Vice Chair)

1 Gillian Longmuir
1 Brian Green

4 Marko Prororic
7 Chris Boyce

Business, Resources & Infrastructure Committee
6 x Board incl Prinp
1 Matthew Wilson (Chair)
1 Tracey Dalling (Vice Chair)

1 Jason Currie
1 Alicia Clyde

2 Darcie Hamilton
3 Janette Steel
5 Angela Cox
7 Lisa Keggans

Learning, Teaching & Quality Committee
6x Board incl staff & student
1 Alison Sutherland (Chair)
1 Brian Green (Vice-Chair

1 Iain Shearer
1 Michael Ross
1 Jason Currie
1 Gillian Longmuir
1 Jane Grant

2 Darcie Hamilton
2 Connor Skipsey
3 Janette Steel
4 Marko Prororic
5 Angela Cox
5 Gayle Watson
7 Chris Boyce
7 Lisa Keggans

Performance, Review and Remuneration Committee
[1]Alison Sutherland (Chair)

[1] Matthew Wilson
1 Jane Grant

Sharon Morrow

Chairs & Search and Nomination Committee
Sharon Morrow (Chair)

1 Matthew Wilson
1 Jane Grant
1Alison Sutherland

+
External Member for recruitment (x1)

Index

[1] Non-Executive Board Member
[2] Elected Member, Student President/Vice President
[3] Elected Member, Curriculum Staff
[4] Elected Member, Service Staff
[5] Principal/CEO – Ex-officio Board Member
[6] Co-optee Committee Member
7 Elected member - Union

Business, Resources and Infrastructure Committee
(People, Infrastructure & Finance Committee)
Terms of Reference

Introduction

The Business, Resources and Infrastructure Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee is a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for:

- overseeing all matters related to the College estate including land, buildings, moveable assets, and equipment and/or regulations and ensure that any guidance published by the Scottish Funding Council is observed.

- overseeing all matters related to the College's continuing organisational development including oversight of the development, planning, and delivery of the overarching People Strategy, promoting a positive and inclusive culture, and reviewing and monitoring the quality and performance of associated programs of work.

- overseeing all matters related to strategic and operational financial planning of the College, how this reflects upon the strategic resource management of the College and provide assurance to the Board on the ongoing financial management and performance of the College.

Committee Membership

The Committee membership shall consist of a minimum of six members from the Board, including the Principal of the College who will be a standing member of the Committee. The Board will seek to ensure that an appropriate range of expertise and knowledge related to the remit of the Committee is included within the Committee membership.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

The Committee Chair and remaining members will be appointed by the Board. Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted individuals will be determined by the Committee.

Attendance is open to all Vice Principals, and, where appropriate, other staff may be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Board shall normally meet four times during the academic year. ~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any Member of the Committee may request to convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

Committee Performance and Evaluation

To ensure continuous improvement and alignment with best governance practices, the Committee will undertake an annual self-evaluation using the attached self-evaluation template. The evaluation will assess the Committee's effectiveness using the following key metrics:

- **Fulfilment of Remit**: Completion rate/performance management against of the annual work plan and coverage of all areas within the Committee's remit.
- **Decision-Making and Impact**: Timeliness and implementation rate of decisions and recommendations, and their alignment with strategic objectives.
- **Governance and Compliance**: Adherence to the Terms of Reference, audit outcomes, and compliance with regulatory and funding requirements.
- **Membership and Engagement**: Attendance rates, member participation, and skills and experience requested within the Committee.
- **Meeting Efficiency**: Timeliness of agenda and paper distribution, meeting duration, and follow-up on action items.
- **Risk Oversight**: Frequency and quality of Strategic Risk Register reviews and effectiveness of risk mitigation oversight.
- **Stakeholder Confidence**: Feedback from the Board and relevant stakeholders on the Committee's performance and value.

The outcomes of the evaluation will inform an action plan for improvement and be reported to the Board of Management.

Duties

1) Provide guidance and direction to College Management as appropriate.

2) Consider and propose strategies / underlying frameworks within the Committee's overall remit and recommend for approval by the Board of Management.

3) Consider and report on ~~any other relevant~~ key professional services functions of the College that are out with the Learning, Teaching and Quality Committee remit.

4) Ensure compliance with the Scottish Funding Council's Financial Memorandum regarding ~~the Colleges estate and~~ all strategic financial decisions and actions.

~~Human Resources~~ People & Culture

5) Ensure that a positive and inclusive culture is embedded across the College.

6) Ensure that there is strong and effective leadership which supports and encourages personal and professional development and the empowerment of teams.

7) Review and monitor progress against delivery of key strategic objectives and scrutinize related key performance indicator (KPI) reports to ensure that the College delivers to the People Strategy.

8) Ensure that the College meets all aspects of the Public Sector Equality Duty and Equality Act 2010, through publishing equality outcomes and reporting on mainstreaming activity to embed equality across all College activities.

9) Ensure that the College maintains the highest standards in health, safety & wellbeing and meets all legislative requirements**.**

10) Ensure that the College actively supports all staff in maintaining positive wellbeing through delivering evidence-based initiatives and programmes consistent with the People Strategy.

11) Ensure that the College is managing and developing effective, open, and transparent internal communications and dialogue with staff and the trade unions recognised by the College.

Infrastructure and Cyber Security

12) Regularly review all property assets.

13) Discuss and make recommendations to the Board on estate and digital infrastructure projects over £250,000 considering the strategic robustness and financial viability of the proposals.

14) Oversee the implementation of estate and digital infrastructure projects to ensure that projects are developed within the parameters of the Infrastructure Strategy ~~specified by the Board of Management.~~

15) Consider the College's property portfolio making recommendations to the Board for the disposal of and acquisition of land and buildings, including their financial liability.

16) Review and provide assurance on the College's Cyber Security arrangements, Incident Response Plan and compliance with relevant legislation and standards.

17) Promote a culture of cyber awareness and ensure staff and leadership receive appropriate training.

18) Ensure cyber resilience is embedded in digital infrastructure planning, business continuity, and third-party risk management.

19) Ensure the principles of sustainability are embedded in managing the College.

Finance

20) Consider and make recommendations to the Board on the annual financial budget for the College.

21) Monitor the receipt of funds in the form of financial allocations, together with supplementary income, ensuring all funds are applied for the purposes specified in the allocation.

22) Monitor in-year expenditure against budget and advise the Board including any requirement for remedial action.

23) Consider financial benchmarking and performance information on a variance reporting basis.

24) Recommend for Board approval, the College's borrowing requirement and all borrowing/loan agreements, granting security and/or giving guarantees as appropriate within the regulations as set out in the Financial Memorandum with the Scottish Funding Council.

25) Oversee the agreement and implementation of the College Financial Regulations and systems of delegated authority to ensure a robust financial control environment is in place.

26) At a joint meeting with the Audit and Risk Committee consider the College's accounting policies, Financial Statements and external auditor's report prior to submission to the Board of Management recommending the adoption of the audited Annual Accounts.

Risk Management

27)Receive and consider the Strategic Risk Register.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published except where the exclusions listed in paragraph 2.8 of the Board of Management Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate senior management representatives for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

Business, Resources and Infrastructure Committee (BRIC) Self-Evaluation

This template is designed to support the BRIC in evaluating its performance and effectiveness in line with its Terms of Reference and best practice governance standards.

1. Committee Effectiveness

- How effectively has the Committee fulfilled its remit and responsibilities?
- Are decisions and recommendations timely, evidence-based, and aligned with strategic goals?
- Are outcomes and impacts of Committee work clearly documented and communicated?

2. Governance and Compliance

- Is the Committee operating in accordance with its Terms of Reference?
- Are legal, regulatory and funding body requirements being met?
- Are risk management processes robust and regularly reviewed?

3. Membership and Skills

- Does the Committee have the right mix of skills, experience, and diversity?
- Are members actively engaged and contributing effectively?
- Is there a succession plan for key roles such as the Chair?

4. Meeting Processes

- Are meetings well-structured, with clear agendas and timely distribution of papers?
- Is the frequency of meetings appropriate to the workload?
- Are minutes accurate and actions followed up effectively?

5. Strategic Alignment

- How well does the Committee's work align with the College's strategic objectives?
- Are key strategies (e.g., People, Infrastructure) effectively supported and monitored?

6. Areas for Improvement

- What are the Committee's key strengths?
- What areas require development or change?
- Are there opportunities for training or external benchmarking?

7. Action Plan

- Based on the evaluation, what actions will be taken to improve Committee performance?
- Who is responsible for each action and what are the timelines?
- How will progress be monitored and reported?

Business, Resources, and Infrastructure Committee Work Plan 2025-26 **Appendix 2**

Remit	9 September 25	18 November 25	10 March 26	9 June 26
	Reports to this meeting	Reports to this meeting	Reports to this meeting	Reports to this meeting
Duties	2025-26 Terms of Reference & Work Plan (1)		Committee Self Evaluation	Outcome of Committee Self Evaluation Process
	Procurement Framework (2/4/22)	Procurement Annual Report (3)		
			Internal Audit - Financial Regulations and Compliance	Internal Audit – Cyber Incident Response Plan Internal Audit – Non SFC Income
				Financial Governance Compliance Report (15/18)
		Infrastructure Strategy Update Report	Employer Engagement Strategy Update Report	People Strategy Update Report
People & Culture	HR & HSW Update Report (Feb 25 to July 2025) (4/5/7/8/10)		HR & HSW Update Report (Aug 25 to Jan 26)	
		Health, Safety and Wellbeing Annual Report (4/5/7/8/10)		
			Mainstreaming Equality and Diversity - Annual Report (7)	
Estates and Infrastructure		Property and Sustainability Update Report (11/12/14)		Property and Sustainability Update Report (11/12/14)
			2024-25 Climate Change Report	
	Digital Update Report (3)		Digital Update Report (3)	

Remit	9 September 25	18 November 25	10 March 26	9 June 26
	Reports to this meeting	Reports to this meeting	Reports to this meeting	Reports to this meeting
Finance	SFC Financial Forecast Return (FFR) (17)		2026-27 Budget Update (17)	2026-27 Budget (17)
	Management Accounts as at 31 July 2025 (18/20)	Management Accounts as at 31 October 2025 (18/20)	Management Accounts as at 31 January 2026 (18/20)	Management Accounts as at 30 April 2026 (18/20)
		Financial Matters Update Report (21)		Financial Matters Update Report (21)
			Financial Regulations Annual Review (23)	
		2024-25 BOM Report & Financial Statements (24)		
	SAI Business Case (2/3)	SAI Update Report	SAI Update Report	SAI Update Report
Risk Management	Strategic Risk Register (25)	Strategic Risk Register (25)	Strategic Risk Register (25)	Strategic Risk Register (25)

BRIC Committee Structure

Ayrshire College

Board of Management Committee Structure AY 2025-26

Sharon Morrow
Interim Chair

Matthew Wilson
Vice Chair

Alison Sutherland
Senior Independent Member

Audit and Risk Committee
Min 4x Board
1 Jane Grant (Chair)
1 Michael Ross (Vice Chair)

1 Gillian Longmuir
1 Brian Green

4 Marko Prororic
7 Chris Boyce

Business, Resources & Infrastructure Committee
6 x Board incl Prinp
1 Matthew Wilson (Chair)
1 Tracey Dalling (Vice Chair)

1 Jason Currie
1 Alicia Clyde

2 Darcie Hamilton
3 Janette Steel
5 Angela Cox
7 Lisa Keggans

Learning, Teaching & Quality Committee
6x Board incl staff & student
1 Alison Sutherland (Chair)
1 Brian Green (Vice-Chair

1 Iain Shearer
1 Michael Ross
1 Jason Currie
1 Gillian Longmuir
1 Jane Grant

2 Darcie Hamilton
2 Connor Skipsey
3 Janette Steel
4 Marko Prororic
5 Angela Cox
5 Gayle Watson
7 Chris Boyce
7 Lisa Keggans

Performance, Review and Remuneration Committee
[1]Alison Sutherland (Chair)

[1] Matthew Wilson
1 Jane Grant

Sharon Morrow

Chairs & Search and Nomination Committee
Sharon Morrow (Chair)

1 Matthew Wilson
1 Jane Grant
1Alison Sutherland

+
External Member for recruitment (x1)

Index

[1] Non-Executive Board Member
[2] Elected Member, Student President/Vice President
[3] Elected Member, Curriculum Staff
[4] Elected Member, Service Staff
[5] Principal/CEO – Ex-officio Board Member
[6] Co-optee Committee Member
7 Elected member - Union

Audit and Risk Committee
Terms of Reference 2025-26

Introduction

The Audit and Risk Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee is a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'the Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing and providing assurance to the Board on all matters related to:

- external audit
- internal audit
- risk management of the College
- the requirements of the Code of Audit Practice published by Audit Scotland are observed along with all other relevant regulations and legislation
- the College's cyber security governance framework, including review of the Cyber Security arrangements, Incident Response Plan and cyber risk within the Strategic Risk Register.

The Committee will look to ensure that cyber resilience is embedded in business continuity planning and third-party risk management.

The Committee will have a particular engagement with internal and external audit, financial reporting issues and strategic risk management.

Committee Membership

The Committee membership shall consist of a minimum of four Board members who shall be independent and objective in terms of their Audit and Risk Committee function and, in line with good practice, will not include either the Principal or the Chair of the Board.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

At least one member of the Audit and Risk Committee must have recent relevant financial or audit experience.

Committee members are all recommended to complete the College Development Network online training module College Audit Committees.

The Committee Chair will be appointed by the Board.

Committee membership will be reviewed annually by the Board.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit, and term of membership of co-opted individuals will be determined by the Committee.

External and Internal Auditors shall normally attend meetings and will be invited to all meetings.

The Vice Principal - Finance & Infrastructure, and the Chief Financial Controller, and where appropriate other staff, will be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Board shall normally meet four times during the academic year. ~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any member of the Committee may request to convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

The Committee may meet privately without any non-members (with the exception of the Board Governance Professional) for all or part of a meeting if they so decide.

The Committee will normally meet with the external and internal auditors annually without any non-members (with the exception of the Board Governance Professional) being present.

Duties

1) Consider and propose strategies / underlying frameworks within the Committee's overall remit and recommend for approval by the Board of Management

2) Reviewing and advising the Board of Management on the effectiveness of the College's financial and other internal control environment.

3) Reviewing and advising the Board of Management on corporate governance requirements including the strategic processes for risk, control and governance and the governance statement

4) Reviewing and advising the Board of Management on the effectiveness of the College risk management procedures, the presentation of the Ayrshire College Strategic Risk Register and the maintenance of an appropriate balance between risk and opportunity.

5) Appointing the College's Internal Auditors on a contractual basis and agreeing on the terms of reference for an audit service.

6) Reviewing the scope and effectiveness of the work of the internal and external auditor using appropriate performance indicators.

7) Considering issues raised in audit reports, annual management letter and reporting to the Board of Management on the adequacy of the management response.

8) Consider the process for the review of the Financial Statements prior to submission for audit including the external audit plan.

9) At a joint meeting with the Business, Infrastructure and Resources Committee consider the College's accounting policies, Financial Statements and external auditor's report prior to submission to the Board of Management recommending the adoption of the audited Annual Accounts.

10) Agreeing an internal audit plan.

11) Advising the Board of Management on internal and external value for money reviews which secure the effective use of College resources.

12) The Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year.

13) To ensure continuous improvement and alignment with best governance practices, the Committee will undertake an annual self-evaluation as part of the process of compiling the Annual Report to the Board. The process will use the established self-evaluation questionnaire which evaluates the Committee's effectiveness using several key metrics.

14) Reviewing reported cases of impropriety to establish whether they have been appropriately handled.

15) Agree the proposal for tendering for internal audit services or for purchase of non-audit services from contractors who provide audit services.

16) Agreeing the Internal Auditors fee and agreeing the External Auditors fee are within the parameters set by Audit Scotland.

17) At each meeting receive and consider the Strategic Risk Register and comment accordingly to the Board of Management.

18) The consideration and approval of the College Business Continuity Plan on a regular basis.

19) Oversee the College's cyber security governance framework, ensuring alignment with the Strategic Framework for a Cyber Resilient Scotland (2023–2025).

20) Monitor cyber risk as part of the Strategic Risk Register and ensure appropriate mitigation strategies are in place.

21) Approve the College Counter Fraud, Risk and Bribery Policy and Whistleblowing processes and any arrangements for special investigations.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate senior leadership representatives for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

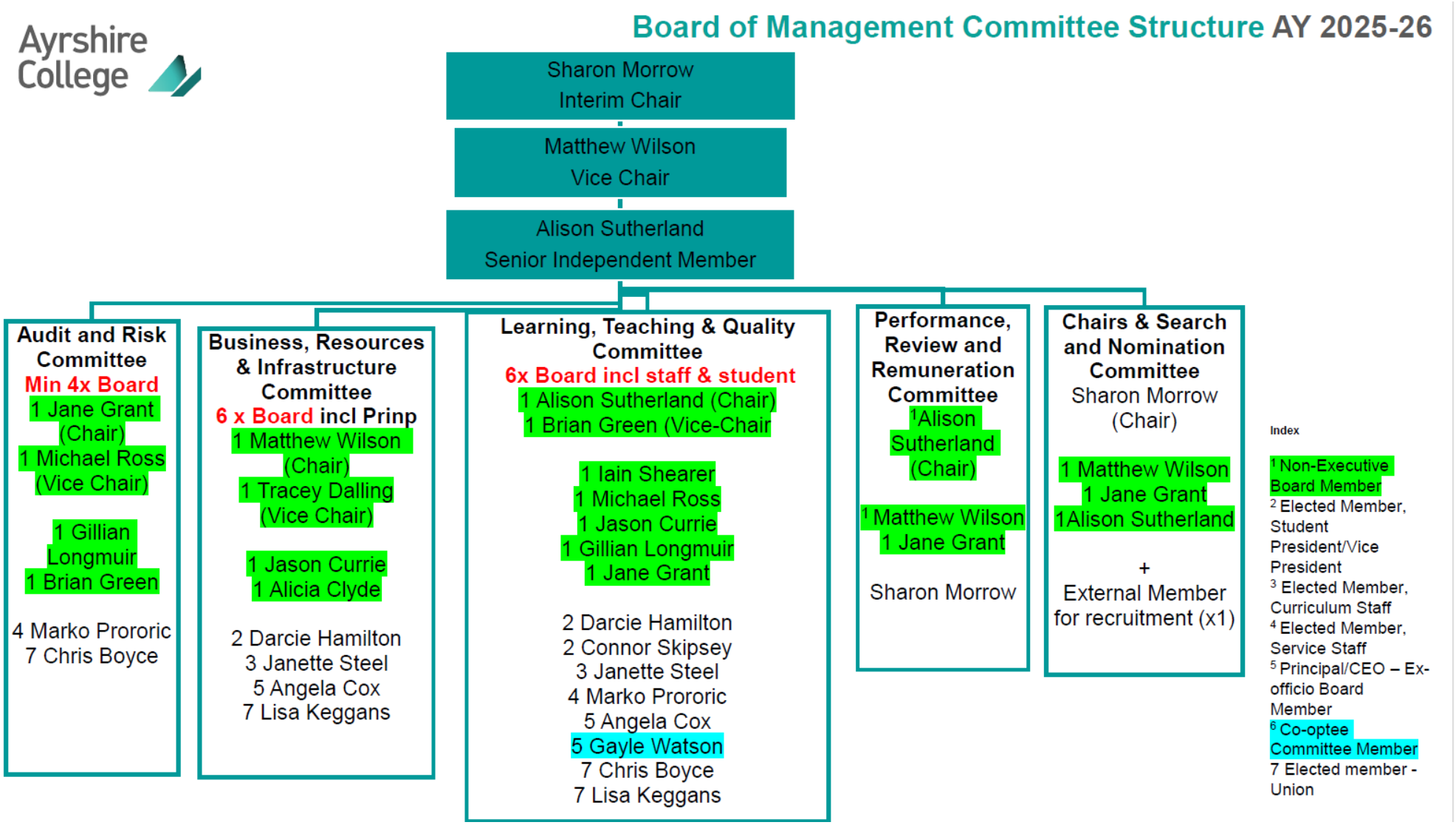
The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

Appendix 2 - 2025-26 Audit and Risk Committee Work Plan

Remit	16 September 2025	18 November 2025	02 December 2025	17 March 2026	02 June 2026
	Reports to this meeting	JOINT WITH BRIC	Reports to this meeting	Reports to this meeting	Reports to this meeting
Governance / Strategy	2025-26 Committee Terms of Reference and Work Plan (1)		Meeting between Committee and External & Internal Auditors (6)		
			2024-25 Audit and Risk Committee Annual Report (11)		2025-26 Audit and Risk Committee Draft Annual Report (11)
					2025-26 Financial Compliance Report (3)
	Digital Update Report (18 / 19)			Digital Update Report (18 / 19)	
					2025-26 Fraud Risk Assessment (17)
			2024-25 Complaints Report (2 / 3)		
			2024-25 Freedom of Information Report (2 / 3)		
Financial Statements / External Audit					2025-26 Budget Update (8)
	2024-25 External Audit Progress Report (8)	2024-25 Financial Statements (8) <u>Wbg</u> 1. 2024-25 Credits Audit 2. 2024–25 EMA Audit 3. 2024-25 Student Support Funds Audit 4. 2024-25 SAAS Audit <u>Azets</u> : 1. 2024-25 Audit Report to the BOM and Auditor General			2025-26 External Audit Plan (8 /14)

Remit	16 September 2025	18 November 2025	02 December 2025	17 March 2026	02 June 2026
	Reports to this meeting	JOINT WITH BRIC	Reports to this meeting	Reports to this meeting	Reports to this meeting
		2. 2024-25 BOM Report & Financial Statements 3. Letter of Representation			
			Review of effectiveness of External Auditor (6)		
Internal Audit		Internal Audit Annual Report (8)			
	2025-26 Internal Audit Plan (6)			Draft 2026-27 Internal Audit Plan (2 / 5 / 14)	2026-27 Internal Audit Plan (2 /5 /14)
			Internal Audit Reports (2/10) • External Communications – Website • Strategic Planning	Internal Audit Reports (2/10) • Financial Regulations and Compliance • Cyber Incident Response Plan	Internal Audit Reports (2/10) • Non-SFC Income • Student Voice
			Internal Audit Progress Report (6)	Internal Audit Progress Report (6)	Internal Audit Progress Report (6)
			Rolling Action Plan (7)	Rolling Action Plan (7)	Rolling Action Plan (7)
				Internal Audit Service Contract Extension / Renewal (5 / 6 / 13)	
				Review effectiveness of Internal Auditor (6)	
Risk Management	Review of Risk Management Policy		Cyber Incident Response Plan (1 /18)	Business Continuity Plan Review (1 / 16)	Review performance relating to risk management (1 / 3)
	Assurance Map (3 / 4)		Assurance Map (3 / 4)	Assurance Map (3 / 4)	Assurance Map (3 / 4)
	Strategic Risk Register (15)		Strategic Risk Register (15)	Strategic Risk Register (15)	Strategic Risk Register (15)

Appendix 3 - ARC Committee Structure



Ayrshire College Board of Management

Responsibilities and Standing Orders

Date of first issue:	12 August 2013
Revision number:	14
Date of approval by the Board of Management:	25 September 2025
Responsibility for Review:	Chair of Board of Management/Board Governance Professional
Date of last review:	27 March 2025
Date of next review:	26 March 2026

Record of Review for September 2025 submission

1. *Section 1.3 - Updated OSCR link*
2. *Section 2.1 - date updated of last adoption of 27 March 2025.*
3. *Section 2.5 - Increase number of Non-Executive Members from 12 to 14.*
4. *Section 2.6 - 6 months reduced to 3 months, addition of attendance is under the acceptable % expected.*
5. *Section 2.7 - addition of Interim Chair.*
6. *Section 2.10 - alteration to People, Infrastructure and Finance Committee to increase focus on People & Culture*
7. *Section 2.12 - addition of In Person attendance preferred & acceptable expected attendance % KPI is 75%.*
8. *Section 2.14 - Executive Leadership instead of Senior Management Team.*
9. *Section 3 – Terms of Reference updates*
10. *Links to Referenced Documents updated*

Date of next review: 26 March 2026 - Next review to include:

- *Section 4 - Scheme of Delegation review (as per Board Development Plan Priority 3 action for July 2026)*

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Section 1: Primary Responsibilities of the Board of Management

1.1 Mission and Strategic Vision of the College

The Board of Management of Ayrshire College (the "Board") shall ensure that Ayrshire College (the "College") provides the best possible education and learning environment for its students.

The Board shall approve the mission and strategic vision of the College, including institutional and longer-term learning and teaching plans, the Outcomes Framework and Assurance Model with the Scottish Funding Council, outcomes of engagement with the Quality Assurance Agency, business plans, annual budgeting and annual accounts, key performance indicators, and ensure that the College meets the interests of all stakeholders, including students, staff, employers, Community Planning Partners, other key stakeholders, local communities and funding bodies.

The Board shall safeguard the good name and values of the College.

The Board shall promote further and higher education in Ayrshire to contribute to sustainable economic growth and to meet the needs of the learners and the employers of the region.

1.2 Appointment of and Delegation to the Principal

The Board shall appoint the Principal as Chief Executive of the College and shall put in place suitable arrangements for monitoring his/her performance. In undertaking the recruitment of a Principal, the Board is responsible for ensuring that processes are in place which are designed to ensure students and staff will have an opportunity to contribute to the recruitment process.

The Board shall delegate to the Principal, as Chief Executive, operational responsibility for the running of the College, including authority for the learning and teaching, corporate, financial, estate and human resource management of the College, and shall establish and monitor such management functions as shall be undertaken by and under the authority of the Principal.

1.3 Statutory and Regulatory Responsibilities

The Board shall be the College's legal authority and, as such, shall ensure that systems are in place for meeting the College's legal obligations, including those arising from contracts, other legal commitments made in the College's name and all statutory provision.

The College is a Registered Charity and as such all Board Members are charity trustees under the terms of the ***Charity Trustees and Investment (Scotland) Act 2005***.

Further information may be found at:
OSCR | Charity trustee https://www.oscr.org.uk/managing-a-charity/managing-charity-trustees/guidance-and-good-practice-for-charity-trustees/charity-trustee-duties/

The Board shall ensure that its Responsibilities and Standing Orders are followed and that appropriate advice is available to enable this to happen.
The Board shall maintain an "arm's length" relationship with the Ayrshire College Foundation as determined by the Treasury rules governing such relationships and by statutory requirements, including the ***Charity Trustees and Investment (Scotland) Act 2005***.

The Board shall act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the College, except where such resource lies within the governance of the Ayrshire College Foundation.

The Board shall be the employer of all staff of the College.

The Board shall ensure that the College complies with statutory, contractual and other duties placed on it through the National Bargaining Process and the National Recognition and Procedures Agreement (NRPA) to which it is a signatory.

The Board shall ensure that the College operates ethically, responsibly and with respect for the environment and for society.

The Board shall seek to reflect in its membership the diversity of the regional community, by providing the maximum opportunity to all with the potential to make a positive contribution to the Work of the Board and by removing any potential barriers.

The Board shall ensure that it maintains an appropriate balance of knowledge, skills, attributes and experience amongst its membership in order to meet its primary responsibilities and maximise its effectiveness.

1.4 Supervision and Accountability of the College

The Board shall be the financial and business authority of the College and shall ensure statutory responsibilities are adhered to, including the maintenance of proper financial statements; the approval of the annual budget and financial statements; and having overall responsibility for decisions in relation to the assets, property and estate of the College and how they are used.

The Board shall ensure that clear procedures are in place for the management, health and wellbeing of employees of the College.

The Board shall ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls; systems in respect of risk assessment and management; clear procedures for

handling internal grievances; clear procedures for managing conflicts of interest; and clear procedures for public interest disclosure, etc, all so as to ensure sustainability of the College and safeguard its assets.

The Board shall ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against approved plans and key performance indicators, which should be benchmarked against other comparable institutions, wherever possible.

The Board shall ensure in consultation with the Students' Association that arrangements are in place to ensure the proper management of the health, safety, wellbeing and security of students, including meeting all statutory requirements.

The Board shall ensure that processes are in place to annually monitor and evaluate its own performance and to put into place rolling action plans against which future performance may be measured.

The Board shall ensure that processes are in place for evaluating the effectiveness of its individual members. This process will be led by the Chair.

The Board shall ensure that a process is in place for evaluating the effectiveness of the Chair. This process will normally be led by the Vice-Chair.

Section 2: Standing Orders – Board of Management

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

It is not the intention that these Standing Orders will ever be used to subvert the will of Parliament or reinstate within the Standing Orders repealed legislative provision.

The Standing Orders were adopted by the Board on 27 March 2025. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

2.2 Introduction

The Board of Management of Ayrshire College is established under the terms of the Statutory Provisions contained within:

Further and Higher Education (Scotland) Act 1992 (Schedule 2);

The Further and Higher Education (Scotland) Act 2005 (Schedule 2B);

The Post-16 Education (Scotland) Act 2013 (Schedule 2).

Ayrshire College is a charity registered in Scotland under the terms of the ***Charities and Trustee Investment (Scotland) Act 2005*** with registered number SC021177.

Statutory provisions may from time to time be amended by Government and at all time these Standing Orders will be governed by the extant statutory provision.

These Standing Orders set out the Board's practice on those issues that it has powers to determine.

The Standing Orders also address the arrangements for the reporting of members' interests and the responsibilities and duties of board members.

At all times the Standing Orders will be compliant with Code of Good Governance for Scotland's Colleges and the statutory provisions that determine the governance of the Board.

The Standing Orders to be read in conjunction with the following:

- The Statutory Provisions as defined above and from time to time amended.

- **The Equality Act 2010 (specific duties) (Scotland) Regulations 2012 (as amended)**

- **The Charities and Trustees Investment (Scotland) Act 2005 (Section 66)**

- **The *Ethical Standards in Public Life etc (Scotland) Act 2000***;

- The Code of Good Governance for Scotland's Colleges

- the Financial Regulations, including the Financial Memorandum and the Scottish Public Finance Manual; and

- The Board of Management Code of Conduct, as set out in Section 5 below.

2.3 Interpretation

In this document the following definitions shall apply:

- "Board" means the Board of Management of Ayrshire College;

- "Chair" means Chairing Member appointed by Scottish Ministers;

- "Vice Chair" means the person appointed by the Board to deputise in the absence of the Chair;

- "Board Member" means a member of the Board;

- "Non-Executive Board Member" is a non-elected Board member appointed by the Board from the community through the processes conducted by the Search and Nomination Committee and as approved by Scottish Ministers.

- "Senior Independent Member" (SIM) means a "non-executive" board member appointed by the Board for the purposes of providing a sounding board for the Chair and to serve as an intermediary for the Principal, Board Governance Professional and other members as appropriate.

- "College" means Ayrshire College;

- "Committee" means any of the committees referred to in this document and any other committee established by the Board from time to time and the terms "Committees" and "Committee Member" shall be construed accordingly;

- "Financial Memorandum" means the financial memorandum of the College as amended from time to time;

- “SFC” or “Funding Body” means The Scottish Further and Higher Education Funding Council or any other body which takes over or adopts its functions and obligations; and

- “Statement of Primary Responsibilities” means the statement of primary responsibilities of the Board, as amended from time to time.

In the event of a dispute as to the interpretation of any part of the College Standing Orders, the ruling of the Chair shall be final. In all instances, the content of the Statutory Provisions and the Code of Good Governance for Scotland’s Colleges, as appropriate, shall be determinant.

2.4 Purpose and Powers

The whole Board is collectively responsible and accountable for all Board decisions. Board members must always make decisions in the best interests of the College as a whole rather than selectively or in the interests of a particular group.

The Board of Management shall have the duty to:

- manage and conduct the business of the College in accordance with the Statutory Provisions and the terms of the Statement of Primary Responsibilities; and

- ensure that the College provides relevant, high quality and efficient learning opportunities to students at the College.

The Board has the responsibility for the appointment of the College Principal, and for the conduct of any disciplinary or other action taken against the Principal as the result of an allegation of misconduct or the investigation of a grievance.

The Board has powers as defined, and from time to time amended, by Statutory Provision. These powers may be viewed by consulting the currently extant Statutory Provisions.

The Board shall provide public benefit in Ayrshire and elsewhere as determined by Statutory Provision

The Board may pay to Board Members such reasonable expenses as they may determine, subject to any criteria issued from time to time by the Scottish Funding Council.

The Board may be given direction of a general or a specific character by the Scottish Government or the Scottish Funding Council (or its equivalent) with regard to the discharge of its functions, and it is the duty of the Board to comply with any directions given. For the avoidance of doubt, this duty applies only where the Scottish Government or the Scottish Funding Council (or its

equivalent) has a statutory power and/or prescribed authority to direct the Board.

The Board has a duty to keep proper accounts, which shall be prepared and audited as required by the Scottish Funding Council and the Financial Regulations.

Subject to the responsibilities of the Board, the Principal is responsible for the executive management of the College, including its financial management, internal organisation and discipline.

2.5 Membership

The Board Membership shall reflect that constituted within the statutory provision. As currently constituted and set out in the Board Terms of Reference, the Board shall consist of not less than 17 or more than 22 persons, being made up of a Chair appointed by Scottish Ministers, the Principal (ex-offico), elected members and up to 14 non-executive members.

In seeking applications for and appointing its non-executive membership, the Board will take full cognisance of the diversity and demography of the Ayrshire region and equal opportunity requirements and will seek to reflect this in its appointments.

When making non-executive appointments the Board will take full account of any guidance produced by the Scottish Government and/or SFC and any requirements contained within statutory instruments.

The Board shall appoint a Board Governance Professional to the Board of Management who will be responsible for the administration of the Board.

Arrangements for any elections to the Board shall be delegated to the Board Governance Professional (see section 7 below), with the exception of the election of Trade Union Staff members where an agreed process is in place that the Unions will be responsible for .

Board Members (except the Principal) may resign at any time, by giving notice in writing to the Chair.

Board Members who are members of staff (including the Principal & Union representatives) or students of the College cease to be Board Members if they cease to be staff or students of the College.

Upon the vacancy or expected vacancy amongst the Board Members (not staff, Union or student representatives) it is for the Board to select and appoint a person to fill the vacancy. A Search and Nomination Committee shall determine procedures for filling a vacancy. The Search and Nomination Committee will include an appropriate external member, who has no connection with the Board or the College and whose appointment will be approved by the Board.

A person nominated to fill a vacancy may attend Board meetings prior to the resignation of the Board Member they are replacing, and may speak at meetings, but not take part in any vote on a Board item.

Without prejudice to the rights of any Committee to co-opt members from time to time, the Board may from time to time co-opt persons to any Committee and may at any time revoke such co-option. Any person co-opted to any Committee (a "Co-optee") may attend any meeting of that Committee and take part in that Committee's discussions. Co-optees may not chair any Committee, nor may they vote in any decisions determined by a vote of any Committee, but they shall in all other respects have equivalent status to Committee Members.

2.6 Board Members Period of Office

A member of the Board (other than the Principal or Student Representatives) shall hold office for a period of up to 4 years.

Board Members must be over the age of 16 at the time of their appointment.

At the expiry of a Board Member's period of appointment, they may be considered, on one occasion only, for a period of re-appointment of up to 4 years. In considering a re-appointment, it is the responsibility of the Board to consider whether its needs will be most effectively met by extending an appointment or by making a new appointment.

An appointment may be extended (for one single period) only if:

a) the Board Member has performed satisfactorily, with evidence of regular assessments of performance to evidence this;
b) the Board Member's skills, knowledge, attributes and experience remain relevant to the anticipated future needs of the Board.

Where a Board Member does not have their period of appointment extended or where they have served for two periods of appointment including an extension, they may re-apply for appointment through the normal Board Member recruitment process.

Board Members who have been absent without reasonable excuse from the Board for more than 3 months, or whose absence is under the % acceptable expected may, by resolution of the Board and notice in writing from the Chair, be removed from the Board. In addition, Board Members may also be dismissed for reasons other than poor attendance, as set out in their Letter of Appointment and Terms and Conditions of Service.

No Board Member may act as such unless and until:

- the Board's recommendation for appointment has been approved by Scottish Ministers: and

- they have completed the Protection of Vulnerable Groups scheme (PVG) clearance.

Board Members shall at all times comply with:

- any duties imposed on Board Members in their capacity as charity trustees pursuant to **section 66 of the Charities and Trustee Investment (Scotland) Act 2005**;

- any other legislation and/or statutory or regulatory guidance applicable to the College from time to time; and

- the terms of the Board of Management Code of Conduct (as set out in Section 5 below).

2.7 Appointment of Chair, Vice Chair and Senior Independent Member

The Chair (Chairing Member) will be appointed by the Scottish Ministers. The Chair is responsible for Leadership of the Board and ensuring its effectiveness in all aspects of its role.

In the event of a long-expected absence of a Chair, an Interim Chair will be appointed by the Scottish Ministers, who shall have the authority and duties that the Chair would have under these Standing Orders.

The Board shall appoint one of its non-executive members to be Vice Chair of the Board of Management. When deputising for the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

The period of appointment of the Vice Chair shall normally be until the end of their current period of appointment as a Board Member.

If both the Chair and Vice Chair are absent from any meeting of the Board then the Board Members present shall choose one of their numbers to act as Chair for the meeting.

The Board shall appoint a Senior Independent Member (SIM) from its non-executive membership whose role it will be to provide a sounding board for the Chair and to serve as an intermediary for the other Board Members and the Board Governance Professional when necessary. The Senior Independent Member should also be available where contact through the normal channels of Chair, Principal or Board Governance Professional has failed to resolve an issue or for where such contact is inappropriate.

The period of appointment of the SIM shall normally be until the end of their current period of appointment as a Board Member.

The Chair may at any time by giving notice in writing to the Scottish Ministers resign their office as a member.

In the event of the Chair resigning their office, the Vice Chair will assume the role of acting Chair until the Scottish Ministers appoint a new Chairing Member.

The Vice Chair may at any time by notice in writing to the Board Governance Professional to the Board of Management, resign their office.

The SIM may at any time by notice in writing to the Board Governance Professional to resign their office.

At the first meeting following the expiry of their term of office, or following their resignation, the Board shall, appoint a new Vice Chair or a SIM from amongst their number. In the event of more than one nomination being received for the position, an election for appointment to the role shall immediately be arranged by the Board Governance Professional.

The Vice Chair or the SIM retiring at the end of their term of office will be eligible for re-nomination if they are reappointed to the Board.

When the Chair, the Vice Chair or the SIM cease to be a member of the Board, they shall no longer hold any office of the Board.

2.8 Proceedings

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 Board shall make publically available on the college website for anyone who wishes to inspect them, copies of the following documents:

- the agenda for any meeting of the Board or any Board Committee;
- the confirmed minutes of such meeting as agreed by the Board or, as the case may be, the Committee.
- The papers considered at any Board or Committee meeting.

The above shall not apply to any document or part thereof which relates to:

- an employee, former employee or applicant for employment at the College;
- a person who is, or has been, or is likely to be a student at the College;
- any information, the disclosure of which is prohibited by anything in any enactment or rule of law; or

- any information that the Board believes should be treated as confidential because of its commercial nature or otherwise.

2.9 Meetings of the Board and Committees

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.

The Board Governance Professional shall produce an annual programme of meetings that shall be presented to the Board for approval.

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.

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.

Board and Committee meetings shall normally be held round table at a previously designated location with members attending in person. Where appropriate and necessary for the conduct of business, meetings may be held virtually with all or some members attending and contributing virtually by means of remote communication.

2.10 Committees of the Board of Management

The Board shall appoint such Committees as it considers necessary.

The Chair of the Board and the Principal may attend any meetings of any Committee (other than the Audit and Risk Committee, which they may only attend by invitation) but may not vote unless they are members of the Committee.

Committees may include persons who are not Board Members, but such persons will not be entitled to vote at meetings of the Committee.

The arrangements for the conduct of Board meetings shall also apply to its Committees.

The Board, unless resolved otherwise, will establish, as a minimum, the following Committees:

- Learning, Teaching and Quality Committee.
- People, Infrastructure and Finance Committee.
- Audit and Risk Committee.
- Performance Review and Remuneration Committee; and

- Search and Nomination Committee.

Committees, in consultation with the Board, shall determine the frequency and dates of their meetings.

Committees shall determine or advise the Board on any matters which the Board remits to them.

The appointed internal auditors and external auditors of the College shall receive as a matter of course all papers including agendas and minutes presented to the Board of Management and any of its Committees. The internal auditor and external auditor shall have a right to attend any such meetings.

2.11 Quorum and Voting Rights

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.

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.

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.

Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.

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 Governance Professional 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 Governance Professional 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 at the next relevant meeting of the Board or Committee.

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.

No one shall be entitled to record their 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 their dissent recorded.

No proposal nor any amendment to any such proposal shall be moved if it involves a reconsideration of any question or proposal that 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.

2.12 Attendance at Board and Committee Meetings

The Board Governance Professional shall have oversight of all Board and Committee meetings 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.

It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff and Trade Union 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.

Where circumstances dictate, and/or it is deemed by the Board/Committee to be appropriate, attendance and contribution at a meeting by members may be undertaken virtually and by remote communication. In addition, where circumstances dictate and/or it is deemed to be appropriate, entire meetings may be wholly conducted virtually with all members attending and contributing to the meeting by virtue of remote communication.

In Person attendance at meetings is preferable, in particular where Chairing the meeting, with an annual acceptable expected attendance KPI of 75%.

The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances, the Board Governance Professional shall be present at the meeting unless requested by the Chair to leave. Where the Board Governance Professional 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, Trade Union and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

2.13 Agenda

The Board Governance Professional in consultation with the Chair and Principal shall prepare the draft Board agenda. Other members may place an item on the agenda for discussion (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 Board Governance Professional shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.

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.

All matters for consideration by the Board or Committee shall be clearly identified on the agenda as for publication or whether it be a matter reserved as confidential under the circumstances described in paragraph 2.8 above.

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
- Student Related Business
- 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).

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.

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.

2.14 Board and Committee Papers

Board and Committee papers may be submitted by the Chair, the Principal, a member of the Executive Leadership Team or the Board Governance Professional.

The Board Governance Professional 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 Governance Professional shall advise members of this and advise of the reason for the delay and when papers might be expected.

2.15 Minutes of Board and Committee Meetings

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.

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

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

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 that shall be labelled 'final version'.

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

The Board Governance Professional 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.

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.

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 minutes shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.

All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board following their confirmation. Only final versions of minutes shall be published on the College Website.

2.16 Board Members' Interests and Conflicts of Interest

In accordance with the terms of the Ethical Standards in Public Life Etc. (Scotland) Act 2000, a Register of Interests will be maintained by the Board Governance Professional. Such Register of Interests shall be available for inspection on the College Website and at all reasonable times at the main Board of Management office of the College or as otherwise required by the Standards Commission for Scotland. It is the responsibility of members of the Board to declare all relevant information and to promptly notify any changes. Guidance is provided in the Code of Conduct for Members of the Board of Management of Ayrshire College which is detailed within Section 5 below.

A conflict of interest arises when a board member has a direct or indirect interest in the outcome of any agenda item under consideration that a member of the public would reasonably assume could compromise their impartiality. Board members have a responsibility to ensure that all contributions they make to discussions and decision-making and all acts they undertake as board members are impartial. It will be the responsibility of each individual board member to declare when such a conflict of interest arises for them. The decision of the Board or Committee Chair in relation to all matters relating to conflicts of interest will be final.

2.17 Confidentiality of Information

Any information received or obtained by any person in connection with their functions as a Board Member, or a member of any Committee, shall be treated by them as confidential to the Board or that Committee and shall not, without the express prior approval of the Board and the Board Chair, be discussed with any other person other than a member of the Board or Committee privy to that information prior to the meeting concerned.

This confidentiality extends to co-opted members of the Board and its Committees. In addition, observers and co-optees attending any meeting of the Board and its Committees are also required to observe the confidentiality of all of the papers, information, discussions and decisions they are privy to. Where observers or co-optees are not already covered by a confidentiality requirement by virtue of their employment or other arrangement (e.g. government or local authority employees) they will be asked to sign an undertaking to that effect.

Papers, discussion and decisions agreed by the Board to be confidential and reserved items shall be separately minuted and maintained by the Board Governance Professional and shall not be made available to anyone other than members of the Board and the Board Governance Professional. Members of the Board may not discuss such matters with anybody other than Board Members privy to that information without the express prior approval of the Board and the Board Chair.

In particular, Board Members must treat the following information as confidential and must not divulge or disclose any such information to any third party:

- personal information held about individuals;
- information relating to a person who is, has been, or is likely to be a student of the College.
- any information the disclosure of which is prohibited by anything in any Statutory Provision
- matters relating to the business of the College, its transactions and financial affairs.
- matters relating to the business of the College's funders, partners, contractors and
- other third parties with which the College has or may have business or commercial relationships.
- matters related to or concerned with legal disputes, actions or the like concerning the College; and
- matters which are identified by the Board as being confidential or which, given their nature, may be regarded as being confidential to the College.

For the avoidance of doubt, any breach of confidentiality by a board member or members, co-opted members and observers will be considered a very serious matter, will be fully investigated, and may lead to suspension or dismissal from the Board and/or legal action.

2.18 Scheme of Delegation

The Board has an agreed Scheme of Delegation (see Section 4 below), which defines the powers delegated to the Chair of the Board, the Committees, the Principal, and the Board Governance Professional. The Scheme of Delegation shall be reviewed and updated from time to time as agreed by the Board.

Matters which are dealt with under delegated authority by the Chair of the Board, a Board Committee, the Principal, or the Board Governance Professional do not need further confirmation by the full Board unless the Scheme of Delegation so requires.

The Board will be kept informed of matters determined under delegated authority by the Chair of the Board, a Board Committee, the Principal, or the Board Governance Professional.

If the Board has reasonable grounds to suspect that powers granted under the Scheme of Delegation have been misused or exceeded by any party the Board may take whatever steps it considers reasonable and appropriate to investigate the matter, and to act upon any findings so made. In any such circumstance, the Board will seek legal advice before proceeding, and may seek advice from other bodies such as the SFC and the Standards Commission as appropriate.

2.19 Financial Regulations and Scheme of Financial Delegation

The Board of Management separately approves detailed Financial Regulations that set out practical parameters, guidance and responsibilities relating to financial control. These Financial Regulations are updated on an agreed cycle and include a Scheme of Financial Delegation which sets out the financial authorities, including financial spending limits, delegated to the Principal (See Section 4 below).

2.20 Suspension, Alteration and Review of the Standing Orders

Any one or more provisions of these Standing Orders may be suspended, except where such suspension might lead to an action contrary to law, provided that at least two thirds of the members present vote to do so.

No alteration of these Standing Orders shall be made without notice of any proposed alteration having been given in the notice calling a meeting at which the alteration is to be considered and a majority of the Board Members present and voting at such meeting voting in favour of the alteration being made and adopted.

The Board shall, at least once every three years, review its Responsibilities and Standing Orders in order to determine whether any amendments and/ or additions should be made thereto.

Section 3: Standing Orders – Board and Committees' Terms of Reference

3.1 Board of Management Terms of Reference

Introduction
The Board of Management is responsible for the overall functioning and strategic direction of the College. The Board of Management is also responsible for planning the future development of the College and for ensuring its effective management.

The Board of Management has ultimate responsibility for all the affairs of the College.

The Board of Management is publicly accountable for the College's stewardship of public funds and given the nature of this obligation demands the highest standards of Corporate Governance.

Remit
The Board of Management is responsible for overseeing all matters related to function and strategic direction of the College. The Board of Management through its Committees will provide strategic leadership to ensure that the College aims and objectives are achieved. The Board will also ensure, through the actions of the Chair, that the requirements in relation to new members' induction and mentoring, from both the Board and board committees' perspective, are properly fulfilled and enacted.

Board of Management Membership
The membership of the Board of Management will be constituted as determined by Statutory Provision.

As currently constituted under Statutory Provision, the Board of Management shall consist of not less than 17 or more than 22 persons.

The Board shall comprise:

- The Chair, appointed by Scottish Ministers.
- The Principal and Chief Executive of the College.
- A person being elected by the teaching (curriculum) staff from among their own number.
- A person being elected by the service/support (non-curriculum) staff from among their own number.
- Two persons as Trade Union nominated members (one nominated by support staff unions and the other nominated by the teaching staff union), in addition to the elected staff representatives, for partnership working.

- Two persons being appointed by being nominated by the Students' Association of the College from among students of the College (this includes students on a sabbatical year).

- Up to 14 other people, not being members of staff or full-time students, who have experience in different industry sectors, commercial or employment matters, or the practice of a profession, or who represent the Third Sector, Public Sector Bodies or Trades Union, or who otherwise have an interest in the College and in further and higher education and who represent the demography and diversity of the region (these appointments will be the "Non-Executive Members").

- While observers attending board meetings will receive information provided to other members of the board (including papers and minutes), they may not be permitted to formally vote on matters submitted for a vote however, they may be granted the right to speak at meetings, following permission by the Chair. The Chair would also determine if there were any reserved matters that it was not appropriate for an observer to receive papers or be included in discussion.

The Board of Management is responsible for ensuring the internal and external induction of its members and for their ongoing training and development in line with the requirements and provisions of the Scottish Government, Scottish Funding Council (SFC), Colleges Scotland and the College Development Network (CDN).

Quorum
50% of the Board of Management places occupied will constitute a quorum.

Attendance
The Board of Management may co-opt individuals as appropriate. Details of the proposed co-opted individuals will be approved by the Chair of the Board in advance. The role, remit and term of membership of the co-opted individuals will be determined by the Board.

The Executive Leadership Team and other Staff, as required, should attend meetings of the Board of Management to provide information and reports as appropriate.

The Board has the option of meeting without any members of staff present. Where the Board Governance Professional has been also been excluded, the Chair of the Board shall arrange for a full minute of the meeting to be recorded, which shall include a full explanation of why the Board Governance Professional was excluded from the meeting.

Meetings
The Board shall normally meet four times during the academic year. ~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any member of the Board of Management may convene additional meetings as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Chair of the Board of Management will instruct the Board Governance Professional to call meetings of the Board. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

Where, in the opinion of the Chair, an exceptional and urgent matter of business requires to be considered by the Board at shorter notice than that provided for above, the Chair may instruct the Board Governance Professional to call a meeting of the Board of Management at a time, date and place determined by the Chair.

Duties

The Board of Management has responsibility for overseeing the business of the College, determining its future direction and fostering an environment in which the College vision, mission and objectives are achieved, and the potential of all learners is maximised. The Board of Management is the employer of all staff of the College.

The Board of Management must ensure compliance with Statutory Provision and their ordinances, schedules, and provisions; together with all advice, guidance and direction provided, from time to time, by the Scottish Government, Scottish Funding Council, Quality Assurance Agency or other properly constituted agency which regulate the College and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.

The following items are retained for approval by the Board of Management, upon advice from or recommendation by the relevant Committee where appropriate, and may not be delegated:

1. To approve Strategies presented by the relevant Committees.

2. To approve the planning cycle proposed by the Executive Leadership Team for the preparation of the Outcomes Framework and Assurance Model, the College Strategic Plan, and to approve the Plan itself before publication.

3. To approve the annual accounts, following consideration by the People, Infrastructure and Finance Committee and Audit Committee.

4. To approve the College budget proposals, following consideration by the People, Infrastructure and Finance Committee.

5. To approve the appointment of the Principal and Chief Executive.

6. To approve any financial packages in excess of statutory provisions, for severance payments, following consideration by the Performance Review and Remuneration Committee.

7. To receive and consider at each meeting the Strategic Risk Register, and to advise the Audit and Risk Committee accordingly.

8. To receive, consider and approve recommendations from the Search and Nomination Committee on the membership of new and reappointed Board Members, prior to submission to the Scottish Ministers for approval;[1]

9. To ensure that appropriate and adequate induction procedures are in place for all new Board Members.

10. To ensure that the arrangements made to implement the College Health and Safety Management System are effective.

Authority

The Board of Management is authorised to investigate any matters in any reasonable manner as it sees fit. The Board of Management is authorised to receive and record information received as a part of any investigatory process from persons who are not members of the Board and who are not employees of the College provided, they wish to co-operate in the provision of information and whilst taking account of policy and legal rights and responsibilities.

The Board is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Board will decide on the business of the meeting that may be fully published on the College website. Normally it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Board by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the Principal for checking and then to the Chair of the Board for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Board shall submit draft minutes to the next Board meeting for-approval.

[1] In the interests of practicality, this may be undertaken by circulation where a meeting of the Board is not immediately scheduled.

Board Members should be clear that as members of a board of a college sector public body, they are required to act in the best interests of the public body, as opposed to any individual constituency from which they have been nominated or elected.

Representative members need to be aware of their obligations to the Board and reconcile these with their obligations to their constituency. While representative members can raise matters from the perspective of their constituency, they should not promote the interests of, or lobby on behalf of, the constituency when sitting as a college or regional college board member.

They are not expected to report back to their constituencies the work and discussions of the Board.

3.2 Audit and Risk Committee Terms of Reference

Introduction

The Audit and Risk Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee is a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'the Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing and providing assurance to the Board on all matters related to:

- external audit
- internal audit
- risk management of the College
- the requirements of the Code of Audit Practice published by Audit Scotland are observed along with all other relevant regulations and legislation
- the College's cyber security governance framework, including review of the Cyber Security arrangements, Incident Response Plan and cyber risk within the Strategic Risk Register.

The Committee will look to ensure that cyber resilience is embedded in business continuity planning and third-party risk management.

The Committee will have a particular engagement with internal and external audit, financial reporting issues and strategic risk management.

Committee Membership

The Committee membership shall consist of a minimum of four Board members who shall be independent and objective in terms of their Audit and Risk Committee function and, in line with good practice, will not include either the Principal or the Chair of the Board.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

At least one member of the Audit and Risk Committee must have recent relevant financial or audit experience.

Committee members are all recommended to complete the College Development Network online training module College Audit Committees.

The Committee Chair will be appointed by the Board.

Committee membership will be reviewed annually by the Board.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit, and term of membership of co-opted individuals will be determined by the Committee.

External and Internal Auditors shall normally attend meetings and will be invited to all meetings.

The Vice Principal - Finance & Infrastructure, and the Chief Financial Controller, and where appropriate other staff will be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet four times during the academic year. ~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any member of the Committee may request to convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

The Committee may meet privately without any non-members (with the exception of the Board Governance Professional) for all or part of a meeting if they so decide.

The Committee will normally meet with the external and internal auditors annually without any non-members (with the exception of the Board Governance Professional) being present.

Duties

1) Consider and propose strategies / underlying frameworks within the Committee's overall remit and recommend for approval by the Board of Management

2) Reviewing and advising the Board of Management on the effectiveness of the College's financial and other internal control environment.

3) Reviewing and advising the Board of Management on corporate governance requirements including the strategic processes for risk, control and governance and the governance statement

4) Reviewing and advising the Board of Management on the effectiveness of the College risk management procedures, the presentation of the Ayrshire College Strategic Risk Register and the maintenance of an appropriate balance between risk and opportunity.

5) Appointing the College's Internal Auditors on a contractual basis and agreeing on the terms of reference for an audit service.

6) Reviewing the scope and effectiveness of the work of the internal and external auditor using appropriate performance indicators.

7) Considering issues raised in audit reports, annual management letter and reporting to the Board of Management on the adequacy of the management response.

8) Consider the process for the review of the Financial Statements prior to submission for audit including the external audit plan.

9) At a joint meeting with the Business, Infrastructure and Resources Committee consider the College's accounting policies, Financial Statements and external auditor's report prior to submission to the Board of Management recommending the adoption of the audited Annual Accounts.

10) Agreeing an internal audit plan.

11) Advising the Board of Management on internal and external value for money reviews which secure the effective use of College resources.

12) The Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year.

13) To ensure continuous improvement and alignment with best governance practices, the Committee will undertake an annual self-evaluation as part of the process of compiling the Annual Report to the Board. The process will use the established self-evaluation questionnaire which evaluates the Committee's effectiveness using several key metrics.

14) Reviewing reported cases of impropriety to establish whether they have been appropriately handled.

15) Agree the proposal for tendering for internal audit services or for purchase of non-audit services from contractors who provide audit services.

16) Agreeing the Internal Auditors fee and agreeing the External Auditors fee are within the parameters set by Audit Scotland.

17) At each meeting receive and consider the Strategic Risk Register and comment accordingly to the Board of Management.

18) The consideration and approval of the College Business Continuity Plan on a regular basis.

19) Oversee the College's cyber security governance framework, ensuring alignment with the Strategic Framework for a Cyber Resilient Scotland (2023–2025).

20) Monitor cyber risk as part of the Strategic Risk Register and ensure appropriate mitigation strategies are in place.

21) Approve the College Counter Fraud, Risk and Bribery Policy and Whistleblowing processes and any arrangements for special investigations.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website,

should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate senior leadership representatives for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

3.3 People, Infrastructure and Finance Committee: Terms of Reference

Introduction

The People, Infrastructure and Finance Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee is a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for:

- overseeing all matters related to the College estate including land, buildings, moveable assets, and equipment and/or regulations and ensure that any guidance published by the Scottish Funding Council is observed.

- overseeing all matters related to the College's continuing organisational development including oversight of the development, planning, and delivery of the overarching People Strategy, promoting a positive and inclusive culture, and reviewing and monitoring the quality and performance of associated programs of work.

- overseeing all matters related to strategic and operational financial planning of the College, how this reflects upon the strategic resource management of the College and provide assurance to the Board on the ongoing financial management and performance of the College.

Committee Membership

The Committee membership shall consist of a minimum of six members from the Board, including the Principal of the College who will be a standing member of the Committee. The Board will seek to ensure that an appropriate range of expertise and knowledge related to the remit of the Committee is included within the Committee membership.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

The Committee Chair and remaining members will be appointed by the Board. Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted individuals will be determined by the Committee.

Attendance is open to all Vice Principals, and, where appropriate, other staff may be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet four times during the academic year. ~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any Member of the Committee may request to convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

Committee Performance and Evaluation

To ensure continuous improvement and alignment with best governance practices, the Committee will undertake an annual self-evaluation using the attached self-evaluation template. The evaluation will assess the Committee's effectiveness using the following key metrics:

- **Fulfilment of Remit**: Completion rate/performance management against of the annual work plan and coverage of all areas within the Committee's remit.
- **Decision-Making and Impact**: Timeliness and implementation rate of decisions and recommendations, and their alignment with strategic objectives.
- **Governance and Compliance**: Adherence to the Terms of Reference, audit outcomes, and compliance with regulatory and funding requirements.

- **Membership and Engagement**: Attendance rates, member participation, and skills and experience requested within the Committee.
- **Meeting Efficiency**: Timeliness of agenda and paper distribution, meeting duration, and follow-up on action items.
- **Risk Oversight**: Frequency and quality of Strategic Risk Register reviews and effectiveness of risk mitigation oversight.
- **Stakeholder Confidence**: Feedback from the Board and relevant stakeholders on the Committee's performance and value.

The outcomes of the evaluation will inform an action plan for improvement and be reported to the Board of Management.

Duties

1) Provide guidance and direction to College Management as appropriate.

2) Consider and propose strategies / underlying frameworks within the Committee's overall remit and recommend for approval by the Board of Management.

3) Consider and report on key professional services functions of the College that are out with the Learning, Teaching and Quality Committee remit.

4) Ensure compliance with the Scottish Funding Council's Financial Memorandum regarding all strategic financial decisions and actions

People & Culture

5) Ensure that a positive and inclusive culture is embedded across the College.

6) Ensure that there is strong and effective leadership which supports and encourages personal and professional development and the empowerment of teams.

7) Review and monitor progress against delivery of key strategic objectives and scrutinize related key performance indicator (KPI) reports to ensure that the College delivers to the People Strategy.

8) Ensure that the College meets all aspects of the Public Sector Equality Duty and Equality Act 2010, through publishing equality outcomes and reporting on mainstreaming activity to embed equality across all College activities.

9) Ensure that the College maintains the highest standards in health, safety & wellbeing and meets all legislative requirements.

10) Ensure that the College actively supports all staff in maintaining positive wellbeing through delivering evidence-based initiatives and programmes consistent with the People Strategy.

11) Ensure that the College is managing and developing effective, open, and transparent internal communications and dialogue with staff and the trade unions recognised by the College.

Infrastructure and Cyber Security

12) Regularly review all property assets.

13) Discuss and make recommendations to the Board on estate and digital infrastructure projects over £250,000 considering the strategic robustness and financial viability of the proposals.

14) Oversee the implementation of estate and digital infrastructure projects to ensure that projects are developed within the parameters of the Infrastructure Strategy.

15) Consider the College's property portfolio making recommendations to the Board for the disposal of and acquisition of land and buildings, including their financial liability.

16) Review and provide assurance on the College's Cyber Security arrangements, Incident Response Plan and compliance with relevant legislation and standards.

17) Promote a culture of cyber awareness and ensure staff and leadership receive appropriate training.

18) Ensure cyber resilience is embedded in digital infrastructure planning, business continuity, and third-party risk management.

19) Ensure the principles of sustainability are embedded in managing the College

Finance

20) Consider and make recommendations to the Board on the annual financial budget for the College.

21) Monitor the receipt of funds in the form of financial allocations, together with supplementary income, ensuring all funds are applied for the purposes specified in the allocation.

22) Monitor in-year expenditure against budget and advise the Board including any requirement for remedial action.

23) Consider financial benchmarking and performance information on a variance reporting basis.

24) Recommend for Board approval, the College's borrowing requirement and all borrowing/loan agreements, granting security and/or giving guarantees as appropriate within the regulations as set out in the Financial Memorandum with the Scottish Funding Council.

25) Oversee the agreement and implementation of the College Financial Regulations and systems of delegated authority to ensure a robust financial control environment is in place.

26) At a joint meeting with the Audit and Risk Committee consider the College's accounting policies, Financial Statements and external auditor's report prior to submission to the Board of Management recommending the adoption of the audited Annual Accounts.

Risk Management

27) Receive and consider the Strategic Risk Register.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate senior management representatives for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

3.4 Learning, Teaching and Quality Committee Terms of Reference

Introduction

The Learning, Teaching and Quality Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated, 'the Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to the strategic development and delivery of learning, teaching and the student experience, including monitoring and reporting on the associated quality and performance.

Committee Membership

The Committee membership shall consist of a minimum of six members from the Board, which should include at least one elected staff representative and at least one elected student representative, and elected staff union representatives.

The Committee Chair and remaining members will be appointed by the Board. Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members. The Board will seek to ensure that all members will normally serve at least one year as a member of the Committee during their period of appointment.

The Committee will aim to maintain the position of a Vice Chair to support succession planning.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted individuals will be determined by the Committee.

Attendance is open to all Vice Principals, and, where appropriate, other staff may be invited to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall normally meet four times during the academic year. ~~on a quarterly basis but shall meet on a minimum of three occasions per annum.~~

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.
The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will be made available to members at least five working days before the day of the meeting.

Duties

1. To review and agree strategies within the Committee's overall remit and recommend for approval by the Board of Management.

2. To seek assurance that the Curriculum Delivery Plan is in alignment with regional and national economic priorities, the strategic direction of the College and meets the requirements of the SFC's Outcomes Framework and Assurance Model.

3. To review and monitor the progress against curriculum development and delivery including new areas of skills delivery and adoption of technology and digital learning.

4. To review and scrutinise key performance indicators (KPIs) as a requirement of the Outcomes Framework and Assurance Model in relation to, for example, student success including, but not limited to, student retention, student outcome data, Scottish Index of Multiple Deprivation (SIMD) and post course destinations. Consider action to be taken to improve performance where the KPIs fall below national benchmarks.

5. To review and monitor the progress and outcomes of Engagement with the Quality Assurance Agency.

6. To review and monitor plans and processes to enhance learning, teaching and assessment and the student experience.

7. To review and monitor all College services which are provided to support the student journey, including the quality of learning and teaching and student satisfaction.

8. To review and monitor equality and diversity outcomes, scrutinise data and receive reports on learner profiles and interventions.

9. To review and monitor the use of student funds including bursaries, educational maintenance allowance (EMA) childcare and discretionary funds.

10. To receive and review student feedback on their college experience using a range of methods and monitor actions for improvement.

11. To receive and consider an annual report on services to support the student experience which will incorporate safeguarding.

12. To receive and consider a Student Satisfaction Annual Report.

13. To receive and consider the Committee's extract from the current version of the Corporate Risk Register and to advise the Audit Committee accordingly.

14. To receive and consider Internal Audit reports as they relate to the remit of the Committee.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will be published: except where the exclusions listed in paragraph 2.8 of these Standing Orders apply.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate executive management representative for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work and recommendations of the Committee to the next scheduled Board meeting for information/approval and submit confirmed Committee minutes to the first meeting of the Board immediately following their approval.

3.5 Performance Review and Remuneration Committee Terms of Reference

Introduction

The Performance Review and Remuneration Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for overseeing all matters related to Performance Review and Remuneration of those members of staff whose remuneration consideration lies outwith the scope of the National Recognition and Procedures Agreement (NRPA) and provide assurance to the Board on all such matters. In undertaking its deliberations, the Committee should take evidence from a range of sources. In particular, students and staff should have a role in contributing views/evidence to the Committee as appropriate.

The Board Chair will report on the performance of the Principal and make recommendations in relation to the Principal's remuneration accordingly. There is no requirement for the Chair to bring proposals relating to the Principal's progression on the incremental scale to the Committee, as the Principal's progression will be included in the annual monitoring report.

For all other staff whom the Committee has responsibility for considering performance and remuneration, reporting and recommendations will be the responsibility of the Principal.

Committee Membership

The Committee shall be chaired by an appropriate Board Member appointed by the Board on the recommendation of the Chair and membership will be the Board Chair, The Board Vice Chair, the Chairs of the Board Committees and the Senior Independent Member (SIM). At the discretion of the Board Chair, in discussion with the Chair of the Committee, additional members may be added from time to time with the approval of the Committee. The Principal may not be a member of this Committee.

The Principal shall be in attendance for the Committee except where discussions relate to their Performance and Remuneration.

The Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit and term of membership of individuals will be determined by the Committee.

The Committee may invite other persons to attend meetings of the Committee to provide information and reports as appropriate.

Meetings

The Committee shall meet as appropriate, but not less than once per academic year. Meetings should coincide with pay review outcomes and performance review outcomes.

Any member of the Committee may convene additional meetings of the Committee as and when required by giving a minimum of ten working days' notice to the Board Governance Professional to call a meeting.

The Committee Chair will instruct the Board Governance Professional to call meetings of the Committee. The agenda and supporting papers will normally be made available to members at least five working days before the day of the meeting.

Where a progression on the incremental scale for an individual is routine and allied to confirmation of satisfactory performance by the appropriate line manager, the increment will be awarded timeously and without immediate reference to this Committee. In order to ensure the Committee retains an oversight of these matters, a monitoring report will be brought annually to the Committee confirming the increments awarded and that these were confirmed by the appropriate named line manager.

By exception, where a progression on the incremental scale for an individual was not routine, i.e., where the appropriate line manager did not confirm satisfactory performance over the previous year or another concern had been raised, the matter, together with a rationale for the decision, will be referred immediately to this Committee for consideration.

Reports on the performance of the Principal, Vice Principals and Directors continue to be brought to this Committee as a part of the evidence base for the application of any pay uplift being awarded to those staff whose salaries

are the responsibility of this Committee and who are not covered included in the NRPA[2].

Where no nationally negotiated pay uplift had been agreed in any given academic year for those staff included within the NRPA, the Committee would meet annually in any case, normally in the 4th quarter, to receive reports on the performance of the staff for which it is responsible and to receive the annual monitoring report on incremental progression awards.

Ad-hoc meetings of the Committee may be necessary where NRPA uplift was agreed outwith the annual meeting in the 4th quarter. It was also noted that when each individual reached the top of their incremental scale, contracted incremental progression would cease.

Duties

1. To discuss the Performance of those members of staff who are not included within the scope of the NRPA in line with the College's Performance Review frameworks.

2. To agree remuneration for those members of staff who are not included within the scope of the NRPA.

3. To receive an annual monitoring report on the contractual incremental progression of staff for whom this Committee has remunerative responsibility and oversight.

4. To consider, by exception, any recommendation that a member of staff for whom this Committee has remunerative responsibility and oversight be not progressed on their incremental scale, together with the rationale for this recommendation.

5. To consider applications from individuals who were outwith the scope of the NRPA and who were in the employ of the College at the effective date of a National Bargaining pay award, but who left their College employment prior to a decision being taken to implement and backdate the agreement/pay award. Consideration will be based on the receipt of a request in writing from the individual concerned. As a general principle, and subject to confirmation of satisfactory performance and all other matters being in order, it is expected that any former member of staff would normally be treated in the same manner as current staff in terms of a payment being made.

6. To take account of any advice given by the Scottish Funding Council in terms of remuneration.

[2] The National Recognition and Procedures Agreement (NRPA) covers all staff other than the Principal, Vice Principals and Directors. Those staff included in the NRPA will automatically receive any nationally negotiated pay uplift. This Committee considers whether such pay uplift should be applied to the non-NRPA staff and will consider performance reports as a part of the decision-making process.

7. To take account of any guidance issued by the Treasury or other relevant Government bodies on public sector salaries.

8. To consider benchmarking information across the Sector and job evaluation processes as appropriate in determining remuneration strategies for staff out with the scope of the NRPA.

9. To report to the Board of Management on remuneration policies for staff out with the scope of the NRPA.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference.

The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that can be published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers will not be published: as per the exclusions listed in paragraph 2.8 of these Standing Orders.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the appropriate executive management representative for checking and then to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously, and any amendments advised to the Board Governance Professional.

The Chair of the Committee shall report on the work of the Committee to the next scheduled Board meeting for information/approval.

3.6 Chairs with Search and Nomination Committee Terms of Reference

Introduction

The Chairs with Search and Nomination Committee is identified as a Committee of the Ayrshire College Board of Management. The approved Terms of Reference and information on the composition and frequency of the Committee will be considered as an integral part of the College Standing Orders.

The Committee will be a Standing Committee of the Board of Management. For the purposes of the Terms of Reference, unless otherwise indicated 'The Board' means the Ayrshire College Board of Management.

Remit

The Committee will be responsible for providing advice to the Chair around matters relevant to the Board. There will be a focus on leadership, clarity of purpose, cohesive board, constructive relationships, and considered decision-making.

It will also be responsible for the recruitment and recommendation of new members and consideration of re-appointment of current members of the Board of Management.

For the avoidance of doubt, all approval of membership rests with the Board of Management and then Scottish Ministers.

Committee Membership

The Committee shall be chaired by the Board Chair and membership will be the Board Chair, the Board Vice Chair, the Chairs of the Board Committees and the Senior Independent Member (SIM).

When considering new appointments to the Board, the Committee will also include advice from an external member who will advise the Committee. The appointment of the external member will be approved by the Board.[3]

The Principal may not be a member of this Committee.

The Committee membership will be reviewed annually by the Board, taking account of the remaining terms of office of the Committee members.

The Board Governance Professional will be in attendance.

[3] The Board is required to co-opt an appropriate independent person, external to Ayrshire College, to play a full role in the recruitment and recommendation of new Board Members to Scottish Ministers

Quorum

50% of the total membership of the Committee will constitute a quorum.

Attendance

The Committee may co-opt additional individuals as appropriate. Details of proposed co-opted individuals will be notified to the Chair of the Board in advance. The role, remit and term of membership of co-opted individuals will be determined by the Committee.

Meetings

The Committee shall meet as appropriate following a cycle, approximately two or three times a year, but not less than once per academic year. The Committee shall meet as required in accordance with the remit.

Duties

1. The Committee provides advisory support to the Chairing Member.
2. The Committee considers matters referred by the Board.
3. The Committee ensures that the advertisement of vacancies for Board Members uses a wide range of media and targets, specifically, communities which may be under-represented on the Board.
4. The Committee recruits and provides recommendations to the Board of Management and, following Board Approval, Scottish Ministers on the appointment and reappointment of Board Members.
5. The Committee will give due regard to issues of equality, diversity, demography and opportunity in any appointments recommended.
6. The Committee shall conduct the search and nomination processes in a fair, equitable and non-discriminatory manner.
7. The Committee shall develop and monitor procedures for the appointment, reappointment, induction and governance arrangements of Board Members.

Authority

The Committee is authorised to investigate any matters which fall within its Terms of Reference. The Committee is authorised to seek and obtain any information it requires from any senior manager or employee of the College, its advisors or member of the Ayrshire College Board of Management whilst taking account of policy and legal rights and responsibilities.

Reporting Arrangements

At the end of each meeting, the Committee may further decide on the business of the meeting that will be fully published on the College website, should this differ from that recorded on the meeting agenda. Unless otherwise recorded, it would be expected that complete minutes and papers

will not be published due to the nature of the discussions at this Committee as per the exclusions listed in paragraph 2.8 of the Standing Orders.

Minutes will be kept of the proceedings of the Committee by the Board Governance Professional. These will be circulated, in draft form normally within ten working days to the Chair of the Committee for consideration. It is expected that minutes will be checked timeously and any amendments advised to the Board Governance Professional. The Chair of the Committee shall report on the work of the Committee to the next scheduled Board meeting.

Section 4: Standing Orders – Scheme of Delegation

Principles

4.1 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, 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.

4.2 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 People, Infrastructure and 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.

4.3 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. 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.

4.4 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 the Board Governance Professional. 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).

4.5 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 Board Governance Professional.

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 Governance Professional 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 Governance Professional are absent.

Scheme of Delegation of the Board of Management of Ayrshire College ("the Board") – Approved by the Board on 14 December 2017

4.6 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 Governance Professional.

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.

4.7 Authority Reserved to the Board

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

I. determining the objectives of the Board

II. final approval of the College's Strategic Plan and Regional Outcome Agreement

III. approval of the year-end Annual Report and Accounts

IV. approval of the Annual Budget

V. final consideration of the Annual Audit Report

VI. approval of the Strategic Risk Register

VII. acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council

VIII. appointment of Board members, in accordance with the 1992 Act and the College Sector Board Appointments: 2014 Guidance

IX. appointment and removal of the Principal

X. appointment and removal of the Board Governance Professional (in accordance with paragraph D.13 of the Code)

XI. approval of terms and conditions of appointment of Board members

XII. approval of the Students' Association constitution and the election regulations for student officers

XIII. delegation of functions of the Board including remits of Committees and this Scheme of Delegation

XIV. the making, amendment and revocation of the Standing Orders of the Board.

4.8 Delegation to Committees

4.8.1 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.

4.8.2 In accordance with paragraph C.8 of the Code, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments.

4.8.3 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.

4.8.4 The Board may delegate functions to a specific Committee, and this shall be clearly detailed within the minutes of the appropriate meeting.

4.8.5 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.

4.8.6 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.

4.9 Delegation to Chair of the Board

4.9.1 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:

I. exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that.

II. an extraordinary Board meeting is called in the case of material decisions.

III. a proposal is circulated, and a decision is approved by email (in accordance with the Standing Orders) and is thereafter homologated at the next Board meeting.

4.9.2 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.

4.9.3 represent the Board within the College and externally.

4.9.4 issue communications on behalf of the Board in whatever form is appropriate, both within and out with the College.

4.9.5 monitor, review and record the Principal's performance at least annually against performance measures agreed by the Board.

4.9.6 monitor, review and record the Board Governance Professional's performance at least annually against performance measures agreed by the Board.

4.9.7 ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair as appropriate.

4.9.8 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Board Governance Professional.

4.9.9 initiate action further to a decision of the Board to appoint a new Principal or Board Governance Professional.

4.10 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 Governance Professional. The Principal has delegated authority to:

4.10.1 General Management

I. as appropriate, take such measures as may be required in emergencies, subject to advising the Chair where possible and homologation 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.

II. 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.

III. 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.

IV. 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.

V. 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.

VI. give a direction in special circumstances that any member of staff shall not exercise a delegated function.

VII. 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.

VIII. authorise the issue of press releases for publication and broadcasting on behalf of the College.

IX. authorise the publication of any document on behalf of the College.

X. 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 delegated to a Committee or is reserved to the Board.

XI. raise funds for and supply them to any of the activities which the Board has power to undertake.

XII. provide courses as required by outside agencies and negotiate appropriate charges for these.

XIII. determine the dates of the College holidays and other details of the College's academic calendar.

XIV. appoint a senior member of staff to deputise for the Principal during periods of planned absence.

4.10.2 Staff Management

I. 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.

II. consult and negotiate with representatives of recognised trade unions on behalf of the Board.

III. 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.

IV. supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.

V. 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.

VI. grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.

VII. represent the Board in negotiating and implementing conditions of service in relation to relevant College staff, including participation in national collective bargaining.

VIII. 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.

IX. 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.

X. establish any other procedures required for the orderly management of College staff.

4.10.3 Student Management

I. arrange for the provision of appropriate curriculum and support services for students and clients.

II. 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.

III. administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.

IV. 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.

V. 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.

VI. take appropriate disciplinary action including exclusion, against students in accordance with any policies of the Board.

VII. provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

4.10.4 Property Management

I. 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.

II. apply to the appropriate authority for any necessary statutory consents.

III. grant any way leave or servitude over property of the College on such terms as may be appropriate.

IV. 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.

4.10.5 Financial Management

I. 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.

II. 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.

III. 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.

IV. terminate contracts when it is in the best interests of the College to do so.

V. check the financial standing of potential contractors.

VI. 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.

VII. administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.

VIII. take out any necessary insurances to protect the interests of the College.

IX. settle any claims whether or not such claims are insured or whether or not a court action has been raised.

X. spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.

XI. 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.

XII. 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.

XIII. 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.

4.10.6 Absence of the Principal

I. In the absence of the Principal, the Executive 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.

II. After a period of four weeks' unplanned continuous absence of the Principal, the Board shall designate a Vice 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.

4.10.7 Delegation to the Board Governance Professional

The Board Governance Professional has delegated authority to:

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

II. 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.

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

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

V. 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)

4.10.8 Absence of the Board Governance Professional

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

4.10.9 Previous Schemes

This Scheme of Delegation replaces any versions previously approved by the Board.

Section 5: Standing Orders – Board of Management Code of Conduct: approved by the Board of Management, June 2022

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF MANAGEMENT OF AYRSHIRE COLLEGE

Section 1: **Introduction to the Code of Conduct**

My Responsibilities
Enforcement

Section 2: **Key Principles of the Code of Conduct**

Section 3: **General Conduct**

Respect and Courtesy
Remuneration, Allowances and Expenses
Gifts and Hospitality
Confidentiality
Use of Public Body Resources
Dealing with my Public Body and Preferential Treatment
Appointments to Outside Organisations

Section 4: **Registration of Interests**

Category One: Remuneration
Category Two: Other Roles
Category Three: Contracts
Category Four: Election Expenses
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Section 5: **Declaration of Interests**

Stage 1: Connection
Stage 2: Interest
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Section 6: **Lobbying and Access**

ANNEXES

Annex A Breaches of the Code
Annex B Definitions

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

1.1 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the Ethical Standards in Public Life etc. (Scotland) Act 2000 (the "Act").

1.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.

1.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in Section 2 and set out how the provisions of the Code should be interpreted and applied in practice.

My Responsibilities

1.4 I understand that the public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.

1.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of my public body, have referred to myself as a board member or could objectively be considered to be acting as a board member.

1.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.

1.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and my public body's rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland ("Standards Commission") and my public body, and endeavour to take part in any training offered on the Code.

1.8 I will not, at any time, advocate or encourage any action contrary to this Code.

1.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of my public body. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

Enforcement

1.10 Part 2 of the Act sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at **Annex A**.

SECTION 2: KEY PRINCIPLES OF THE MODEL CODE OF CONDUCT

2.1 The Code has been based on the following key principles of public life. I will behave in accordance with these principles and understand that they should be used for guidance and interpreting the provisions in the Code.

2.2 I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.

The key principles are:

Duty
I have a duty to uphold the law and act in accordance with the law and the public trust placed in me. I have a duty to act in the interests of the public body of which I am a member and in accordance with the core functions and duties of that body.

Selflessness
I have a duty to take decisions solely in terms of public interest. I must not act in order to gain financial or other material benefit for myself, family or friends.

Integrity
I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

Objectivity
I must make decisions solely on merit and in a way that is consistent with the functions of my public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship
I am accountable to the public for my decisions and actions. I have a duty to consider issues on their merits, taking account of the views of others and I must ensure that my public body uses its resources prudently and in accordance with the law.

Openness
I have a duty to be as open as possible about my decisions and actions, giving reasons for my decisions and restricting information only when the wider public interest clearly demands.

Honesty
I have a duty to act honestly. I must declare any private interests relating to my public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership
I have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of my public body and its members in conducting public business.

Respect
I must respect all other board members and all employees of my public body and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

SECTION 3: GENERAL CONDUCT

Respect and Courtesy

3.1 I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.

3.2 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.

3.3 I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.

3.4 I accept that disrespect, bullying and harassment can be:

a) a one-off incident,
b) part of a cumulative course of conduct; or
c) a pattern of behaviour.

3.5 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal and non-verbal conduct.

3.6 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies and training material (where appropriate) to ensure that my knowledge and understanding is up to date.

3.7 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.

3.8 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.

3.9 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.

3.10 I will respect and comply with rulings from the Chair during meetings of:

a) my public body, its committees; and
b) any outside organisations that I have been appointed or nominated to by my public body or on which I represent my public body.

3.11 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

Remuneration, Allowances and Expenses

3.12 I will comply with the rules, and the policies of my public body, on the payment of remuneration, allowances and expenses.

Gifts and Hospitality

3.13 I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services ("gift or hospitality") that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.

3.14 I will never **ask for** or **seek** any gift or hospitality.

3.15 I will refuse any gift or hospitality, unless it is:

a) a minor item or token of modest intrinsic value offered on an infrequent basis;
b) a gift being offered to my public body;
c) hospitality which would reasonably be associated with my duties as a board member; or
d) hospitality which has been approved in advance by my public body.

3.16 I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.

3.17 I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.

3.18 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, my public body.

3.19 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to my public body at the earliest possible opportunity and ask for it to be registered.

3.20 I will promptly advise my public body's Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that my public body can monitor this.

3.21 I will familiarise myself with the terms of the Bribery Act 2010, which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality

3.22 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.

3.23 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.

3.24 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit my public body (even if my personal view is that the information should be publicly available).

3.25 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

Use of Public Body Resources

3.26 I will only use my public body's resources, including employee assistance, facilities, stationery and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.

3.27 I will not use, or in any way enable others to use, my public body's resources:

a) imprudently (without thinking about the implications or consequences);
b) unlawfully;
c) for any political activities or matters relating to these; or
d) improperly.

Dealing with my Public Body and Preferential Treatment

3.28 I will not use, or attempt to use, my position or influence as a board member to:

a) improperly confer on or secure for myself, or others, an advantage;
b) avoid a disadvantage for myself, or create a disadvantage for others or
c) improperly seek preferential treatment or access for myself or others.

3.29 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.

3.30 I will advise employees of any connection, as defined at Section 5, I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

Appointments to Outside Organisations

3.31 If I am appointed, or nominated by my public body, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.

3.32 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and my public body.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.

4.2 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member, and register any changes to those interests within one month of those changes having occurred.

4.3 The interests which I am required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

Category One: Remuneration

4.4 I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:

a) employed;
b) self-employed;
c) the holder of an office;
d) a director of an undertaking;
e) a partner in a firm;
f) appointed or nominated by my public body to another body; or
g) engaged in a trade, profession or vocation or any other work.

4.5 I understand that in relation to 4.4 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.

4.6 I understand that if a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under Category Two, “Other Roles”.

4.7 I must register any allowances I receive in relation to membership of any organisation under Category One.

4.8 When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.

4.9 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph 6.7 of this Code.

4.10 Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.

4.11 When registering a directorship, it is necessary to provide the registered name and registered number of the undertaking in which the directorship is held and provide information about the nature of its business.

4.12 I understand that registration of a pension is not required as this falls outside the scope of the category.

Category Two: Other Roles

4.13 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.

4.14 I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.

Category Three: Contracts

4.15 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.19 below) have made a contract with my public body:

a) under which goods or services are to be provided, or works are to be executed; and
b) which has not been fully discharged.

4.16 I will register a description of the contract, including its duration, but excluding the value.

Category Four: Election Expenses

4.17 If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.

Category Five: Houses, Land and Buildings

4.18 I have a registrable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of my public body.

4.19 I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to my public body and to the public, or could influence my actions, speeches or decision-making.

Category Six: Interest in Shares and Securities

4.20 I have a registerable interest where:

a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or
b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.

Category Seven: Gifts and Hospitality

4.21 I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.

Category Eight: Non–Financial Interests

4.22 I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).

Category Nine: Close Family Members

4.23 I will register the interests of any close family member who has transactions with my public body or is likely to have transactions or do business with it.

SECTION 5: DECLARATION OF INTERESTS

Stage 1: Connection

5.1 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.

5.2 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.

5.3 A connection includes anything that I have registered as an interest.

5.4 A connection does not include being a member of a body to which I have been appointed or nominated by my public body as a representative of my public body, unless:

a) The matter being considered by my public body is quasi-judicial or regulatory; or
b) I have a personal conflict by reason of my actions, my connections or my legal obligations.

Stage 2: Interest

5.5 I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

Stage 3: Participation

5.6 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.

5.7 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.

5.8 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.

5.9 I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept the appointment or nomination.

SECTION 6: LOBBYING AND ACCESS

6.1 I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations and companies. I must distinguish between:

a) any role I have in dealing with enquiries from the public;
b) any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
c) lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with my public body (for example contracts/procurement).

6.2 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or my public body's, decision-making role.

6.3 I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of my public body or any statutory provision.

6.4 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon my public body.

6.5 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of my public body.

6.6 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.

6.7 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the Lobbying (Scotland) Act 2016.

6.8 I will not accept any paid work:

a) which would involve me lobbying on behalf of any person or organisation or any clients of a person or organisation.

b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence my public body and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of my public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

ANNEX A: BREACHES OF THE CODE

Introduction

1. The Ethical Standards in Public Life etc. (Scotland) Act 2000 ("the Act") provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.

2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.

3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the Standards Commission for Scotland ("Standards Commission") and the post of Commissioner for Ethical Standards in Public Life in Scotland ("ESC").

4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body's Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.

5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

Investigation of Complaints

6. The ESC is responsible for investigating complaints about members of devolved public bodies. It is not, however, mandatory to report a complaint about a potential breach of the Code to the ESC. It may be more appropriate in some circumstances for attempts to be made to resolve the matter informally at a local level.

7. On conclusion of the investigation, the ESC will send a report to the Standards Commission.

Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:

    - Do nothing;
    - Direct the ESC to carry out further investigations; or
    - Hold a Hearing.

9. Hearings are held (usually in public) to determine whether the member concerned has breached their public body's Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities, that there has been a contravention of

the Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

Sanctions

10. The sanctions that can be imposed following a finding of a breach of the Code are as follows:

    - **Censure**: A censure is a formal record of the Standards Commission's severe and public disapproval of the member concerned.
    - **Suspension**: This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. Partial suspension means that the member is suspended from attending some of the meetings of the public body. The Commission can direct that any remuneration or allowance the member receives as a result of their membership of the public body be reduced or not paid during a period of suspension.
    - **Disqualification**: Disqualification means that the member is removed from membership of the body and disqualified (for a period not exceeding five years), from membership of the body. Where a member is also a member of another devolved public body (as defined in the Act), the Commission may also remove or disqualify that person in respect of that membership. Full details of the sanctions are set out in section 19 of the Act.

Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

    - That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or
    - That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found here.

12. The decision to impose an interim suspension is not, and should not be seen as, a finding on the merits of any complaint or the validity of any allegations against a member of a devolved public body, nor should it be viewed as a disciplinary measure.

ANNEX B: DEFINITIONS

“Bullying” is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted.

"Chair" includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

“Code” is the code of conduct for members of your devolved public body, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.

"Cohabitee" includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

“Confidential Information” includes:

- any information passed on to the public body by a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public;
- information of which the law prohibits disclosure (under statute or by the order of a Court);
- any legal advice provided to the public body; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

"Election expenses" means expenses incurred, whether before, during or after the election, on account of, or in respect of, the conduct or management of the election.

“Employee” includes individuals employed:

- directly by the public body;
- as contractors by the public body, or
- by a contractor to work on the public body’s premises.

“Gifts” a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services or facilities at a cost below that generally charged to members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

“Harassment” is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

“Hospitality” includes the offer or promise of food, drink, accommodation, entertainment or the opportunity to attend any cultural or sporting event on terms not available to the general public.

“Relevant Date” Where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5 April immediately following that date and in each succeeding year, where the interest is retained on that 5 April.

“Public body” means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

“Remuneration" includes any salary, wage, share of profits, fee, other monetary benefit or benefit in kind.

“Securities” a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

“Undertaking” means:
a) a body corporate or partnership; or
b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

Section 6: Standing Orders – Board of Management Register of Interests

6.1 Register of Interests

The Ayrshire College Code of Conduct for Board of Management members and the Ethical Standards in Public Life etc. (Scotland) Act 2000 require Board of Management members to declare any “registerable interests”.

This section provides proforma documents that require to be completed within one month of appointment to the Board. As a Board of Management member you must at all times ensure that any registerable interests that you have are registered and you must notify the College whenever your circumstances change in such a way as to require change or an addition to your entry in the Board of Management’s register. You can do this by completing another Register of Interests application and providing it to the Board Governance Professional, who is the responsible person for the Register of Interests at the College.

If you require additional space please attach additional sheets. Please sign and date at the bottom of the application.

It is a requirement that you review your Register of Interests every 12 months.

Please note that the Register of Interests is publicly accessible. The College is required to provide information to the public about where the Register of Interests can be accessed and must provide access to the Register of Interests to any member of the public on request. This information will also be published annually in the College annual Financial Statements and Report of the Board of Management. This information will be published on the College’s website.

This information will be held for five years after you cease to be a member of the Board of Management, as required by the Standards Commission for Scotland.

For further information about the categories of interest which must be registered, please refer to the Board of Management Code of Conduct, or you may contact the Board Governance Professional for further advice.

Ayrshire College Board of Management

Register of Interests 2024-25

Board Member's Name: ……..

Signature: ……..

Date: ……..

Date of Appointment to Board: ……..

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category One: **Remuneration**	**Section 3.12** **Section 4.4 – 4.12**	I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being: a) employed; b) self-employed; c) the holder of an office; d) a director of an undertaking; e) a partner in a firm; f) appointed or nominated by my public body to another body; or g) engaged in a trade, profession or vocation or any other work.	
Category Two: **Other Roles**	**Section 4.13 - 4.14**	Any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship. The registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.	
Category Three: **Contracts**	**Section 4.15 – 4.16**	I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.19 of the Code) have made a contract with my public body: a) under which goods or services are to be provided, or works are to be executed; and b) which has not been fully discharged. I will register a description of the contract, including its duration, but excluding the value.	

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category Four: **Election Expenses**	**Section 4.17**	If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.	
Category Five: **Houses, Land and Buildings**	**Section 4.18 – 4.19**	I have a registrable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of my public body. I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, *the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to my public body and to the public, or could influence my actions, speeches or decision-making.*	
Category Six: **Interest in Shares and Securities**	**Section 4.20**	I have a registerable interest where: a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.	

Category	Code Reference/ Further guidance	Summary Description	Declaration
Category Seven: **Gifts and Hospitality**	**Section 3.13 – 3.21** **Section 4.21**	I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.	
Category Eight: **Non-Financial Interests**	**Section 4.22**	I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).	
Category Nine: **Close Family Members**	**Section 4.23**	I will register the interests of any close family member who has transactions with my public body or is likely to have transactions or do business with it.	

Section 7: Standing Orders – Staff Board Member Election Rules

For the Appointment of Teaching (Curriculum) and Service/Support (Non-Curriculum) Staff Members to the Board of Management of Ayrshire College

Election Rules

1 In accordance with Schedule 2 to the Further and Higher Education (Scotland) Act 1992 ("Schedule 2), the Board must include two members of staff. One shall be appointed by being elected by the teaching ("academic") staff of the college from amongst their own number and the other shall be appointed by the non-teaching ("support") staff of the college from amongst their own number.

2 Paragraph 3B(1) of Schedule 2 provides that such elections must be held in accordance with rules made by the Board.

3 Before making, varying or replacing these Election Rules, the Board must, as required under 3B of Schedule 2, consult the representatives of any trade union which the Board recognises as being, or which otherwise appears to the Board to be, representative of the academic/support staff of the College.

4 Having consulted relevant representatives as required under paragraphs 3(B)(2) and (3) of Schedule 2, these election rules have been made by the Board under paragraph 3(B)(1) of Schedule 2. These rules were made by the Board on ..... *(Date)* and come into effect on ..... *(Date).*

5 For the purposes of these election rules, staff groups are defined as follows:

- **Teaching Staff (Curriculum)** – all staff (including Managers) who are on the academic staff payroll
- **Service/Support Staff (Non- Curriculum)** – all staff (including Managers) who are on the support staff payroll

6 Appointments shall proceed as follows:

(a) The appointment shall be made by election administered by the Returning Officer (the Returning Officer shall normally be the Board Governance Professional. Where the Board Governance Professional is unavailable, the Board must appoint another staff member to act as Returning Officer).

(b) The Returning Officer shall communicate to staff any vacancies that arise and request nominations for membership from the Academic or Support Staff as relevant.

(c) Such nominations must be received by the Returning Officer by the date specified in the communication, being not less than seven days from the date of the communication.

(d) Each nomination must be signed by the nominee.

(e) If more than one nomination is received, the Returning Officer shall thereafter arrange for an election to be conducted using an appropriate electronic system and shall notify each member of the academic or support staff of the college as appropriate of the names of the nominees and the process to be followed.

(f) The election shall be completed by the date and time specified in the notice issued by the Returning Officer being not less than seven days from the date of the issue of the notice of the election. Only academic members of staff may vote for the academic member and only support staff may vote for the support staff member. All staff members who are eligible to vote shall each be entitled to one vote.

7 The following rules shall be followed as regards counting votes:

(a) The Returning Officer shall offer each nominee the opportunity to be present or represented at the counting of votes.

(b) The counting of votes shall take place within 24 hours of the time set for the close of the election and shall be done by the Returning Officer in the presence of such nominees or their representatives as have chosen to attend.

(c) The nominee receiving the most votes shall be declared elected.

(d) In the event of a tie the election shall be decided by the drawing of cards or lots amongst the nominees with the most number of votes.

(e) In the event of elections for academic and support staff members being held concurrently, the counting of votes shall be done as a separate and consecutive process for each election.

(f) The Returning Officer may use such staff of the College as may be necessary to assist in the counting of votes.

(g) The names of the persons elected shall be reported to the next meeting of the Board after the election, and announced to all staff.

The “counting of votes” may be a physical count of ballot papers where a paper system has been used, or the opening of an electronic report where an electronic voting system has been used.

8 The following rules shall apply in the event of a vacancy arising in respect of the appointment for a staff member:

(a) In the event of an election requiring to be held because of the expiry of the term of office of the respective members of the Board the procedures set out above shall be completed no later than four weeks prior to the date of expiry.

(b) In the event of an election requiring to be held because of a resignation or death of the respective members of the Board the procedures set out shall be completed no later than eight weeks after the vacancy occurs. The eight weeks excludes College vacation periods to ensure that all staff have the opportunity to participate.

Appointment of Teaching (Curriculum) and Service/Support (Non-Curriculum) Staff Members to the Board of Management of Ayrshire College

Sample Advertisement

As you may be aware, membership of the College Board of Management includes two places for College staff members (one curriculum and one support). The position of [***teaching / service/support]*** member will become vacant on [***date].*** The Board has a strong commitment to equality and diversity and particularly welcomes Board members from those groups under-represented on Scotland's public bodies.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are **not** there as "representatives" of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Nominations are sought to fill the current vacancy. Nominations must come from current members of ***[teaching / service/support]*** staff. The nominee must also prepare a support statement, which should give a brief outline of why they should be elected to the Board. This will be used in the event of an election being required.

Where only one nomination is received, that nominee will automatically be elected to the Board. Where more than one nomination is received, an election by electronic secret ballot will take place and the nominee receiving the most votes shall become elected to the Board. In the event of a tie the nominee shall be determined by the drawing of cards or lots.

The term of appointment shall be for a period of four years.

Information about the role and on the role of a Board member is available from the Board Governance Professional.

Nomination forms can be found .....

Should you require any additional information or have any queries, the Board Governance Professional would be happy to meet with you:

Board Governance Professional
Board of Management

Appointment of Teaching (Curriculum) and Service/Support (Non-Curriculum) Staff Members to the Board of Management of Ayrshire College

Sample Nomination Form

Appointment of Curriculum/Support Staff Members to the Board of Management of Ayrshire College
Nomination Form

I wish to nominate myself

Name: .....

Department: .....

For election as the **academic/support** staff member of the Board of Management.

I agree to stand for election, and I have provided a **supporting statement overleaf**.

Notes

- All nominees must be eligible to stand for election as the **academic/support** staff member on the Board of Governors.
- Return Form to: ayrshirecollegeboardoffice@ayrshire.ac.uk by **date/year**
- Late returns shall not be accepted.

Section 8: Standing Orders: Board Members' Letter of Appointment and Terms & Conditions

TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your election by the teaching staff of the College in accordance with the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act").

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date], subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are not there as 'representatives' of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, Board Governance Professional etc.

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:
……

Date:
…….

Full name (in block capitals):
…….....

[name of college] Board of Management

Terms and Conditions of Office for Teaching Staff Board Members

1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant and do not have any status, immunity or privilege of the Crown.

2) You are individually accountable to the Board for your actions and decisions of office.

3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.

4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector[4]. Any individual objectives applying to your office will be agreed with you.

[4] Links to referenced documents are provided at the end of these Terms and Conditions.

6) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.

7) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.

8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.

9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.

10) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.

11) You are not entitled to receive remuneration as a board member.

12) You are entitled to be reimbursed by the Board for expenses as the Board may determine [5] to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.

14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board

[5] Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

and the Scottish Ministers in assessing your suitability for extension or re-appointment.

15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.

16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.

17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.

18) Where you cease to be a member of the teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.

19) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.

20) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.

21) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.

22) At the end of your current period of office, your reappointment is subject to a further election in which all teaching staff of the college will be eligible to vote.

NON-TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your election by the non-teaching staff of the College in accordance with the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act").

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date] (inclusive) subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are not there as 'representatives' of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, and Board Governance Professional, etc. as appropriate].

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:
……

Date:
…….

Full name (in block capitals):
…….....
[name of college] Board of Management

Terms and Conditions of Office for Non-Teaching Staff Board Members

1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.

2) You are individually accountable to the Board for your actions and decisions of office.

3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.

4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector[6]. Any individual objectives applying to your office will be agreed with you.

6) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.

7) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.

8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.

9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.

10) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.

11) You are not entitled to receive remuneration as a board member.

12) You are entitled to be reimbursed by the Board for expenses as the Board may determine[7] to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.

14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in

[6] Links to referenced documents are provided at the end of these Terms and Conditions.
[7] Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.

16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.

17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.

18) Where you cease to be a member of the non-teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.

19) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.

20) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.

21) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.

22) At the end of your current period of office, your reappointment is subject to a further election in which all non-teaching staff of the college will be eligible to vote.

STUDENT (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your nomination by the Students' Association in accordance with the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Education Act 1994.

[optional paragraph for college to add welcome].

The period of your appointment will be for one year from 1 September [insert year], subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Student members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Student members are not there as 'representatives' of the student body; they are there to bring their knowledge, expertise and a student perspective to Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, and Board Governance Professional, etc. as appropriate].

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:
……

Date:
…….

Full name (in block capitals):
…….....
[name of college] Board of Management

Terms and Conditions of Office for Student Board Members

1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.

2) You are individually accountable to the Board for your actions and decisions of office.

3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.

4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act ("the 1992 Act) and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector[8]. Any individual objectives applying to your office will be agreed with you.

6) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.

7) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.

8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.

9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.

10) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.

11) You are not entitled to receive remuneration as a board member.

12) You are entitled to be reimbursed by the Board for expenses as the Board may determine[9] to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.

14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in

[8] Links to referenced documents are provided at the end of these Terms and Conditions.
[9] Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.

16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.

17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.

18) Where you cease to be a student of the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.

19) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.

20) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.

21) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.

22) At the end of your current period of office, your reappointment is subject to nomination by the Students' Association in accordance with the 1992 Act and Section 22 of the Education Act 1994.

NON-EXECUTIVE (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your offer of appointment to the Board further to the approval of the Chair of the Board and Scottish Ministers, as required under the Further and Higher Education (Scotland) Act 1992, paragraph 3(2)(f) of Schedule 2, ("the 1992 Act").

[Optional paragraph for college to add a welcome].

The period of your appointment will be from [date] to [date] (inclusive), subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

[College name] is a major employer in the region, and the Board works closely with staff and students, employers, the Scottish Government and its agencies, and other stakeholders throughout the region and beyond.

Board members are expected to attend meetings regularly, and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of this offer of appointment to the Board on the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Board Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, and Board Governance Professional, etc. as appropriate].

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:
……

Date:
…….

Full name (in block capitals):
…….....
[name of college] Board of Management

Terms and Conditions of Office for Non-Executive Board Members

1) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.

2) You are individually accountable to the Board for your actions and decisions of office.

3) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.

4) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions

effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

5) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector[10]. Any individual objectives applying to your office will be agreed with you.

6) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.

7) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.

8) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.

9) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.

10) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.

11) You are not entitled to receive remuneration as a board member.

12) You are entitled to be reimbursed by the Board for expenses as the Board may determine[11] to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

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[10] Links to referenced documents are provided at the end of these Terms and Conditions.

[11] Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

13) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.

14) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

15) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.

16) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.

17) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.

18) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.

19) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.

20) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.

21) At the end of your current period of office, the Board may extend your appointment for a single period of up to four years. Any such extension will in part be conditional on evidence of satisfactory performance and will require the approval of the Chair of the Board and Scottish Ministers.

TRADE UNION NOMINATED TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your nomination by the teaching staff recognised trade unions of the College in accordance with the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act").

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date], subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Trade union nominated members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Trade union nominated members are not there as 'representatives' of the trade union, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, Governance Professional etc.

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:
……

Date:
…….

Full name (in block capitals):
…….....

[name of college] Board of Management

Terms and Conditions of Office for Trade Union Nominated Teaching Staff Board Members

23) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant and do not have any status, immunity or privilege of the Crown.

24) You are individually accountable to the Board for your actions and decisions of office.

25) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.

26) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions

effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

27) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector[12]. Any individual objectives applying to your office will be agreed with you.

28) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.

29) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.

30) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.

31) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.

32) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.

33) You are not entitled to receive remuneration as a board member.

34) You are entitled to be reimbursed by the Board for expenses as the Board may determine[13] to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

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[12] Links to referenced documents are provided at the end of these Terms and Conditions.
[13] Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

35) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.

36) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

37) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.

38) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.

39) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.

40) Where you cease to be a member of the teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.

41) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.

42) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.

43) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.

44) At the end of your current period of office, your reappointment is subject to a further nomination by the recognised trade unions of the College.

TRADE UNION NOMINATED NON-TEACHING STAFF (REGIONAL COLLEGE)

Date

Name & Address

Dear

Board of Management of [name of college]

I am pleased to confirm your appointment to the Board further to your nomination by the non-teaching staff recognised trade unions of the College in accordance with the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act").

[Optional paragraph for college to add welcome].

The period of your appointment will be for four years from [date] to [date] (inclusive) subject to the provisions of the 1992 Act and to the Terms and Conditions appended to this letter.

As a Board Member, you will have a vital role to play in leading the College, setting its strategy and values and ensuring that effective management and controls are in place to meet its core educational purpose and statutory obligations.

Trade union nominated members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Trade union nominated members are not there as 'representatives' of the trade union, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Board members are expected to attend meetings regularly and are normally also invited to join at least one Board Committee. This brings with it a time commitment which is expected to be a minimum of [number] days per annum.

I should be grateful if you would confirm your acceptance of the appended Terms and Conditions by signing and dating the attached copy of this letter, and returning this to the Governance Professional at the following address:

[address]

Please also complete the Register of Interests form which is enclosed and return this to me as soon as possible.

As a member of the Board, you must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme. Please advise if you already have disclosure through this scheme or if this is the first time you have applied, as the form you are required to complete is different depending on your current status with the scheme.

Once I have received confirmation of your acceptance, you will be provided with an induction pack, and I will arrange induction meetings for you with the [Chair, Principal, and Governance Professional, etc. as appropriate].

In the meantime, if you have any queries or require any further information please do not hesitate to contact me.

I look forward to meeting you again.

Yours sincerely

[Name]
Regional Chair

I accept appointment to the office of member of the Board of Management of [name of college] on the terms and conditions set out below.

Signature:
……

Date:
……

Full name (in block capitals):
…….....
[name of college] Board of Management

Terms and Conditions of Office for Trade Union Nominated Non-Teaching Staff Board Members

23) As a Member you are one of a number of office holders that constitute the Board. Decisions of the Board are collective decisions. The Board is accountable to the Scottish Funding Council (SFC) for its decisions and actions in relation to any funding it receives from the SFC. You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.

24) You are individually accountable to the Board for your actions and decisions of office.

25) Any information which you receive or obtain as a member of the Board shall be treated as confidential, and shall be held and treated in accordance with the College's Code of Conduct for Board members.

26) You will provide active and effective leadership, direction, support and guidance to ensure that the Board delivers, and is committed to delivering, its functions

effectively and efficiently. The main functions of the Board (including its powers and duties) are as set out in the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") and the Further and Higher Education (Scotland) Act 2005, as amended (the "2005 Act").

27) Your main duties as a board member are as set out in the Guide for Board Members in the College Sector[14]. Any individual objectives applying to your office will be agreed with you.

28) [The Board maintains governors', directors' and officers' liability insurance in respect of its members and employees. The insurance policy covers legal claims made against members of the Board in their capacity as Board members.] As a member of the Board you will comply with any and all requirements of any insurance policy which the Board maintains in respect of liability accruing to its officers, directors and members. Failure to comply with the requirements of any such insurance policy may result in insurance cover being withdrawn or otherwise made unavailable.

29) You must undertake induction when taking up this appointment, including participation in the College Development Network's induction programme for board members and any training required in relation to your committee membership. Thereafter, you must undertake appropriate ongoing training and development in respect of your governance role.

30) You must seek to ensure that the Board complies with all legislative and other requirements, including compliance with the SFC Financial Memorandum with the College Sector, the Board's Outcome Agreement with the SFC, the Scottish Public Finance Manual (where appropriate) and the Code of Good Governance for Scotland's Colleges; and has regard to Ministerial guidance on appointments.

31) The College is a registered charity and along with the other Board members you are subject to the general duties of charity trustees set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005.

32) You must comply with the Board's Code of Conduct for Members, adopted under the Ethical Standards in Public Life etc. (Scotland) Act 2000.

33) You are not entitled to receive remuneration as a board member.

34) You are entitled to be reimbursed by the Board for expenses as the Board may determine[15] to be necessary or expedient for the proper discharge of your functions, being mindful of appropriate expenditure limits and the need to ensure value for public money.

[14] Links to referenced documents are provided at the end of these Terms and Conditions.
[15] Both expenses and allowances are calculated by reference to such criteria as the Scottish Ministers may determine in accordance with section 12(5) of the 1992 Act.

35) You are entitled, in performing your functions, to receive from the Board such allowances as the Board may determine.

36) As a member of the Board you will be subject to appraisal of your performance, conducted at least annually, normally by the chair of the Board. Your performance will be appraised against (a) the role of board members set out in Guide for Board Members in the College Sector (b) any individual objectives applying to your office, as agreed with you, and (c) the extent to which you contribute to ensuring that the Board as a whole delivers its functions effectively and efficiently, in accordance with its vision, strategic direction, educational character, values and ethos. Your appraisal reports may be used by the Board and the Scottish Ministers in assessing your suitability for extension or re-appointment.

37) You will be removed from office by the Board (by giving notice to you in writing) in the circumstances set out in paragraph 5B(1) of Schedule 2 to the 1992 Act.

38) Where it appears to the Scottish Ministers that there has been Board failure by the Board of managing the College in terms of section 24(1) of the 1992 Act, you may be removed from office by the Scottish Ministers by order under section 24(2) of the 1992 Act.

39) You will be removed from office by the Scottish Ministers under paragraph 5B(3) of Schedule 2 to the 1992 Act (by giving you notice in writing), if you have been removed from office under section 24 of the 1992 Act or under section 23Q of the 2005 Act.

40) Where you cease to be a member of the non-teaching staff at the College prior to the end of your period of appointment as a member of the Board, you will be deemed to have vacated office.

41) You must be approved through the Disclosure Scotland Protecting Vulnerable Groups (PVG) scheme.

42) You will hold office for the period set out in your letter of appointment or to such earlier date if you are removed or resign from office. You may resign at any time by giving notice in writing to the Board.

43) The Board may, by giving you one month's written notice, change these terms and conditions as necessary or expedient (or as agreed with you), but not the period of office.

44) At the end of your current period of office, your reappointment is subject to a further nomination by the recognised trade unions of the College.

Links to Referenced Documents

Guide for Board Members in the College Sector
https://learnonline.cdn.ac.uk/

Link to College Development Network Governance Hub
https://professionallearning.collegedevelopmentnetwork.ac.uk/

SFC Financial Memorandum with the College Sector
https://www.sfc.ac.uk/wp-content/uploads/uploadedFiles/Financial_Memorandum_with_the_College_Sector_-_1_December_2014.pdf

Ayrshire College Website
https://www1.ayrshire.ac.uk/about-us/governance-and-reporting/
Governance & reporting
Ayrshire College Strategic Ambition
College Policies & Procedures
Board of Management Information
https://www1.ayrshire.ac.uk/about-us/information-on-the-board-of-management/
Meet the Board
https://www1.ayrshire.ac.uk/about-us/meet-the-board-members
Board of Management Documents
https://www1.ayrshire.ac.uk/about-us/board-of-management-documents/
Board Responsibilities and Standing Orders
Ayrshire College Board of Management Code of Conduct
Meeting Documentation

Scottish Public Finance Manual
https://www.gov.scot/publications/scottish-public-finance-manual/foreward-and-scope-of-the-spfm/background-and-applicability/

Code of Good Governance for Scotland's Colleges
https://www.cdn.ac.uk/wp-content/uploads/2024/11/Code-of-Good-Governance-for-Scotlands-Colleges-May-2024-Revision.pdf

College Development Network
https://www.cdn.ac.uk/ https://www.cdn.ac.uk/governance/

College Sector Board Appointments: 2014 Ministerial Guidance
https://www.gov.scot/publications/college-board-appointments-guidance/

Ethical Standards in Public Life etc. (Scotland) Act 2000
Ethical Standards in Public Life etc. (Scotland) Act 2000

Ayrshire College *(Paper 11)*

Board of Management Meeting

25 September 2025

Subject: Board Effectiveness Report 2024-25 & 2025-26 Development Plan

Purpose: To present the Board Effectiveness Report for 2024-25 and the Draft Board Development Plan for 2025-26 for approval.

Recommendation: Board members are asked to prepare and submit/bring to the Board meeting ideas and suggestions for improvements to Board effectiveness, based around the 3 areas identified in section 2.2 and within Appendix 1 Slide 20.

The Board is asked to review and approve both the Ayrshire College Board of Management Board Effectiveness Report 2024-25 & the Board Development Plan for 2025-26.

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1. Executive Summary

On an annual basis, the Board is required to undertake a self-evaluation of effectiveness and develop an annual Board Development Plan; both of which support the Board to evidence compliance with the Code of Good Governance for Scotland's Colleges, the Board of Management Standing Orders and the Code of Conduct.

The College is required to submit these reports to the Scottish Funding Council (SFC) as a requirement of grant funding, and as identified in the Code of Good Governance for Scotland's Colleges and to publish these on the College website. Failure to comply with this requirement could impact on the funding received by the College from the SFC.

An Externally Facilitated Review is required at least every 3 to 5 years, and was conducted in Ayrshire College in 2024, thus was not required this year.

The combination of all the information and reports provided present a comprehensive evaluation and assessment of the Board of Management at Ayrshire College, alongside a measure of the governance arrangements to demonstrate compliance with the requirements of the Code.

There is a recognition that there has been, and there is an ongoing, significant transition with the loss of some experienced members, an Interim Chair newly in position, and the Board having a high proportion of newer board members which means in terms of tenure this is a relatively 'young' board, thus building the new team remains a priority for AY2025-26.

2. Associated Risks

Failure to comply with the requirement to annually submit the Board Self-Evaluation of Effectiveness report and an annual Board Development Plan could impact on the funding received by the College from the SFC.

3. Equality and Diversity Impact Assessment

None required given the content of this paper.

4. Publication

This paper will be published on the College website.

5. Strategic Objectives

The Board Effectiveness Report 2024-25 demonstrates the commitment shown by Board members to being engaged in overseeing and governing the college by way of a high level of attendance at Board Committee and Board meetings. This directly links to our Strategic Objective of *Enabling the Future* with the Board leading & influencing; being data informed and intelligence driven; responding to challenges and helping shape the future positively. The self-evaluation feedback questionnaire aligned with the Code of Good Governance, also links to our Strategic Objective of Enabling the Future.

The Board 2025-26 Development Plan includes prioritised actions to support all our Strategic Objectives. For example our *Partner of Choice* Strategic Objective around innovation and collaboration, making impactful contributions and developing immersive relationships. The plan also supports The Ayrshire Way and includes training & development for Board members through focused 3C time via planned development sessions and workshops.

The sharing of the information in these reports demonstrates and supports our Values of being *Respectful, Supportive, Open & Honest, Innovative.*

1. Background

A Board self- evaluation questionnaire was issued on 27 May 2025 via Microsoft Forms, with results due by 10 June 2025, then collated and reported on.The questionnaire results also assisted with the annual Evaluation of the Effectiveness of the Board Chair Report.

In addition, information from Board attendance records, feedback from Chair one to ones, feedback from Board development & strategy sessions, and points raised at Board Committee and Chair level are all incorporated into this annual Board effectiveness report.

2. Current Situation

- **2.1 Board Attendance Report**

Individual Board member attendance is recorded every year for the Standing Committees that they support, and for the Board of Management meetings.

Key points for AY 2024-25:

- Every meeting attendance level achieved over 70% (good)
- 86% Overall Total attendance was achieved (KPI 90%)
- Virtual attendance assists overall meeting attendance levels
- Flexibility of hybrid attendance is helpful
- Student voice input maintained across Board & Committee level
- All existing board members overall attendance above 70% except one
- Attendance & committee membership is discussed as part of annual reviews
- Committee membership can be adjusted to assist where issues identified, or vacancies highlighted, or development requested
- Committee membership takes into account Skills Matrix and DiSC profiles

The report for Board attendance for AY 2024-25 is available in **Appendix 1**.

- **2.2 Self Evaluation Questionnaire Report**

The questionnaire comprised an evaluation of the activities of the Board of Management by each Board member individually, structured around the Code. Board members were asked to express a level of agreement with a series of statements representing good governance practice, which then informed the self-evaluation report, and helped indicate areas of strength and of future development for the Board.

The Code of Good Governance provides direction on the key principles of governance, under the headings of:

A. Leadership and Strategy
B. Quality of the Student Experience
C. Accountability
D. Effectiveness
E. Relationships and Collaboration

The statements of good governance practice which comprised this evaluation were grouped under these headings and associated sub-headings, and reflected the direction and guidance within the Code. This ensured that the evaluation report was closely aligned with the Code, and that development/improvement actions were specific to the requirements of the Code.

The questionnaire comprised 45 questions within six sections, covering the five sections of the Code of Good Governance for Scotland's Colleges. Board Members indicated the degree to which they agreed with the statements on a scale of 1 to 6, (low = disagree, high = agree), with ample opportunity to add their own comments at each section.

12 of the existing 17 Board members (over 50%) completed the self-evaluation questionnaire with full results and all comments in **Appendix 1.**

Key findings:

- High Overall Scores: Most numeric responses have a mean score above 5.5, with medians consistently at 6, indicating strong agreement across most evaluation areas.

- Highest Score areas:
    - (5.92) Student Association Reports, Governance Support, Board accountability.

- Lowest Score areas:
    - (5.33) Learning provision is relevant to industry needs.
    - (5.42) The Board sets challenging student success targets.
    - (5.50) The Board prioritises the fair & effective management of staff.

Areas for Improvement Identified for Discussion:

1. How does the Board set & measure challenging student success targets? *Should we request a management review to revise the student success targets to ensure they are challenging yet achievable? Do management need to set more specific and measurable goals, or provide additional support to students?*

2. How can the Board demonstrate that it does prioritise the fair & effective management of staff? *Are there additional policies requiring implementation to promote staff well-being, professional development opportunities, and transparent communication between management and staff?*

3. What information does the Board require to ensure that the Learning provision is relevant to industry needs? *How is this measured? Do management consult with industry experts, conduct surveys with employers, and review current curriculum offerings to identify gaps and areas for improvement.*

Key Future Issues identified for Board to address:

- Financial pressures - how can we impact funding crisis Private income vs learning and teaching Staff retention
- Our sustainability and our need to continually evolve to meet the needs of industry and our students
- Perhaps looking closer at Learning and Teaching practices (however I know this is in progress with the new Great Conversations developments and Elevate staff Learning and Development portals) and looking closer at staff wellbeing.
- Plan for continued real-terms funding pressure by strengthening scenario planning, exploring alternative income streams, and monitoring in-year cash flow more rigorously. Where possible tackle cost-of-living barriers, expand mental-health support, and close attainment gaps for care-experienced, SIMD 1-2, and other under-represented groups.
- The election in 2026 will be key in allocation of funds. Positioning the college will be key in ensuring relevance and alignment with Scottish government priorities whilst playing back the local needs of Ayrshire.

- **2.3 Board Development Plan 2025-26 – Appendix 2**

The Board Development Plan provides evidence of compliance with the Code of Good Governance for Scotland's Colleges and is therefore aligned to the principles of the Code.

The plan supports the delivery of the Strategic Ambition Objectives and provides evidence of the Board's role in contributing to the strategic direction of the College. Development recommendations indicate actions planned and impacts expected. Priority levels are given to items to assist with implementation.

The plan takes into account member feedback from the Board annual self-evaluation questionnaire, feedback from Board annual review discussions, feedback from Board development sessions and strategy workshops, and points raised through the Board Committees and Chairs.

The Board Development Plan 2025-26 is presented as a one-year plan with formal annual reporting to the Board of Management. Quarterly updates to document progress updates and status changes are uploaded to the Board Knowledge Bank Teams page for Board members' information by the Board Governance Adviser.

3. Proposal

The Board is asked to review, advise of any further inclusions and feedback, consider if any further actions should be incorporated into the Board Development Plan 2025/26, and approve the reports and the Development plan for publishing and forwarding to the SFC.

4. Resource Implications

External training provision requires budgetary support. No further resource implications require to be noted.

5. Consultation

All Board members were invited to participate in the annual questionnaire, the Chair one to ones, the Board development and strategy sessions, and at Board Committee level.

6. Conclusion

The Board is asked to approve the annual Board Effectiveness Report for 2024-25 and the Board Development Plan 2025/26 for submission to the SFC and note that the report will be uploaded to the College website.

Hilary Denholm
Board Governance Adviser
25 September 2025

Board of Management Attendance
&
Self Evaluation of Effectiveness AY 2024/25

Ayrshire College

Board of Management
25 September 2025

Hilary Denholm, Board Governance Adviser
ayrshirecollegeboardoffice@ayrshire.ac.uk

Measurement criteria for attendance

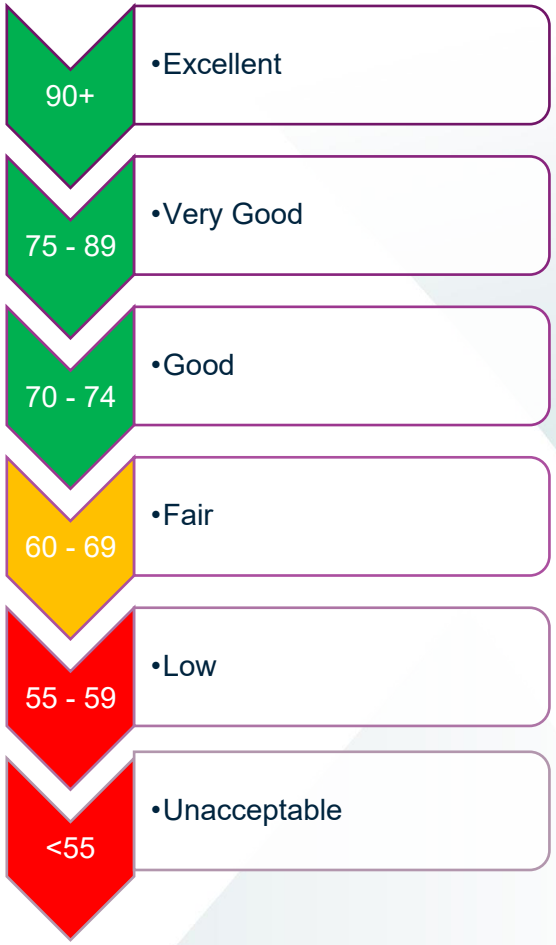
Ayrshire College

"Excellent" to "Unacceptable" six-point scale <55 to 90+

90% attendance benchmark and key performance indicator

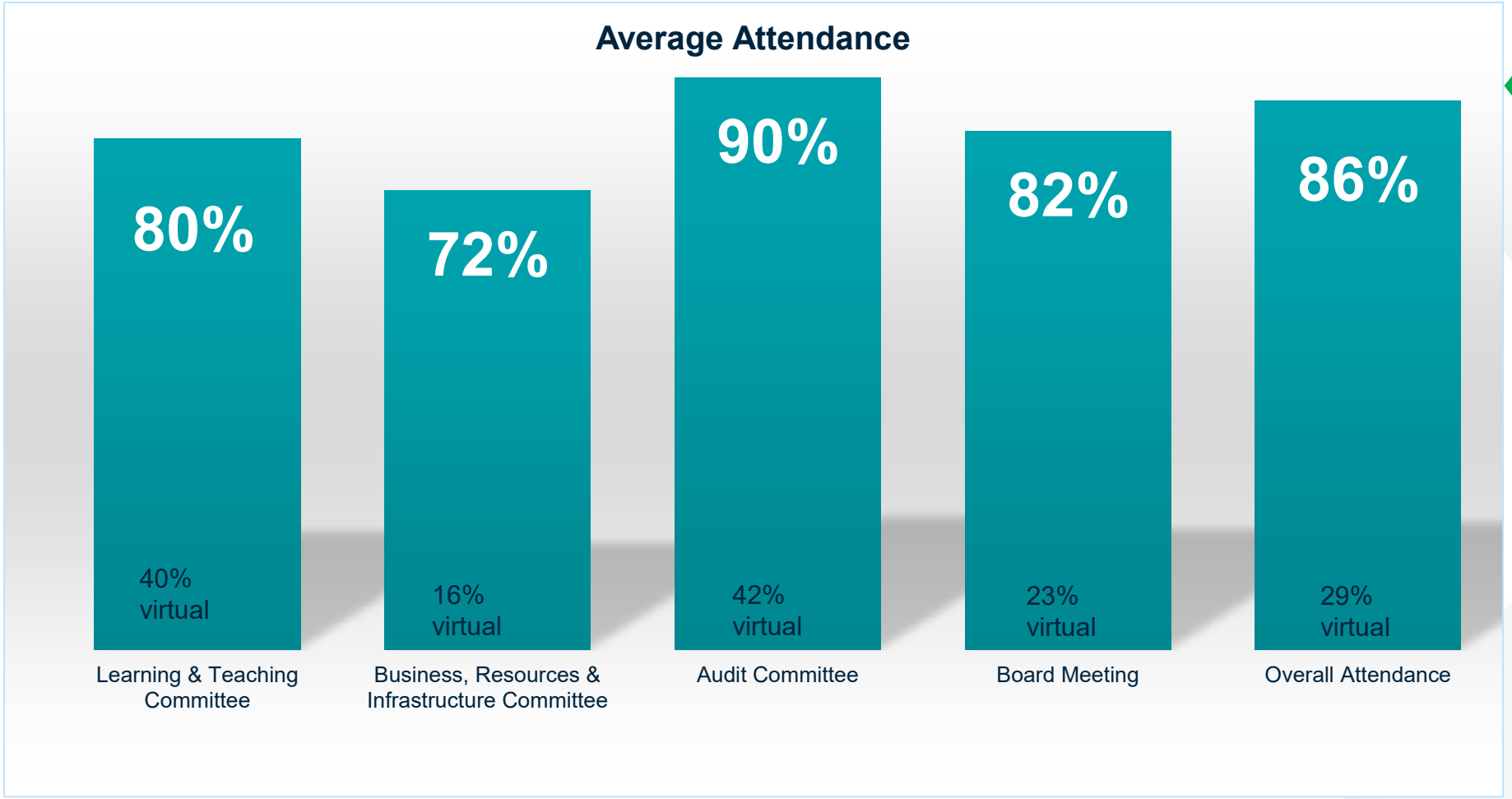
≥ 70% average attendance considered to be acceptable.

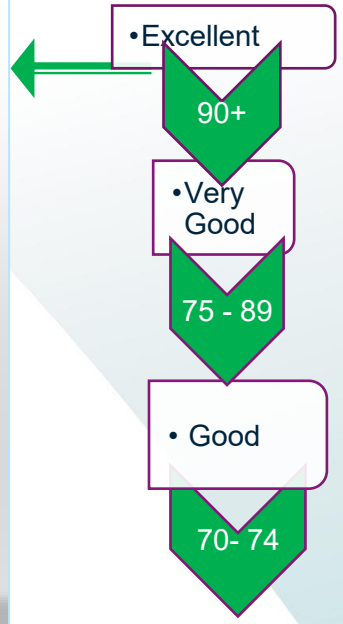
<70% average attendance considered to be less than acceptable and would normally be subject to review and opportunities for improvement explored.



Board and Committee Attendance: 2024/25 overview

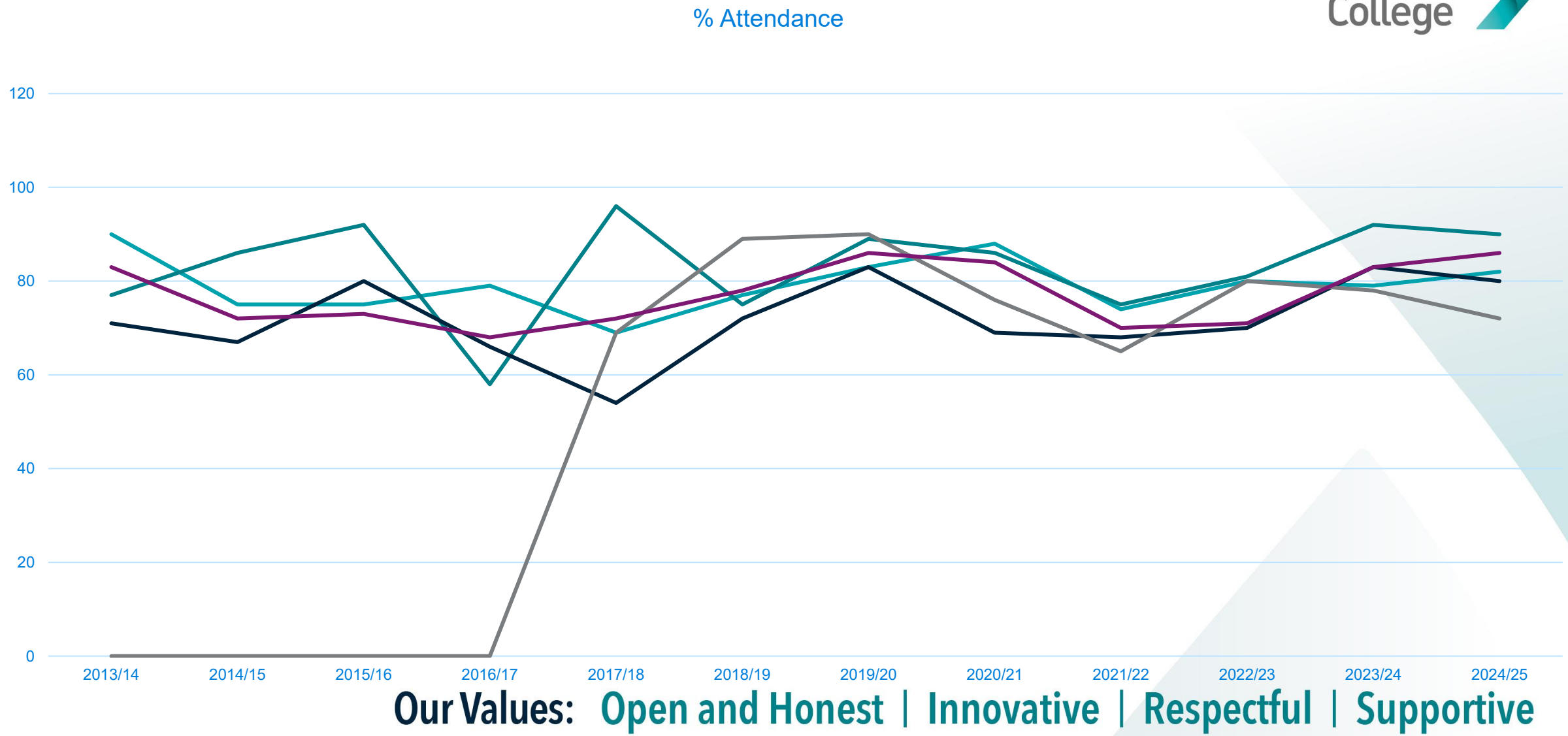
Ayrshire College





Our Values: Open and Honest | Innovative | Respectful | Supportive

Board & Committee Attendance: 2013/14 to 2024/25



Our Values: Open and Honest | Innovative | Respectful | Supportive

Board and Committee Attendance: Key points

Ayrshire College

- Every meeting attendance level achieved over 70% (good)
- 86% Overall Total attendance was achieved (KPI 90%)
- Virtual attendance assists overall meeting attendance levels
- Flexibility of hybrid attendance helpful – is quality of discussion affected?
- Student voice input maintained across Board & Committee level
- All existing board members overall attendance above 70% except one
- Attendance & committee membership is discussed as part of annual reviews
- Committee membership can be adjusted to assist where issues identified, or vacancies highlighted, or development requested
- Committee membership takes into account Skills Matrix and DiSC profiles

Ayrshire College

Board of Management Self Evaluation of Effectiveness AY 2024/25

Self Evaluation Of Effectiveness - Requirement

Ayrshire College

The Board of Management is required under the Code of Good Governance for Scotland's Colleges (section D.24) to:

- Undertake an annual self-evaluation of its performance and effectiveness against its overall duties and responsibilities.
- Commission an externally facilitated evaluation if its effectiveness every 3-5 yrs. (College commissioned external reviews in 2021 & 2024)
- Submit the self-evaluation report & Board Development Plan (including progress on the previous years' plan) to the funding body & publish on-line.
- Compliance with the Code is a condition of grant award by SFC.

Self Evaluation of Effectiveness - Method

Ayrshire College

Self Evaluation of the activities of the Board of Management by each Board member individually, structured around the Code of Good Governance which provides direction on the key principles of governance, under the headings of:

A. Leadership and Strategy
B. Quality of the Student Experience
C. Accountability
D. Effectiveness
E. Relationships and Collaboration

Self Evaluation report helps indicates areas of strength and of future development for the Board.

- Self- Evaluation Questionnaire created in Forms
- Link emailed to Board Members on 27 May
- Completion by 10 June 25 latest
- Scoring scale 1 to 6 (1 low = disagree to 6 high = agrees)
- Comments & Feedback
- Follow up
- Review
- Summarise
- Report results

Self Evaluation of Effectiveness – Summary Results

Ayrshire College

- 12 from 17 members (over 50%) completed following reminder sent 19 June 2025.
- Average completion time 12 minutes.
- High Overall Scores: Most numeric responses have a mean score above 5.5, with medians consistently at 6, indicating strong agreement across most evaluation areas.
- Highest Score areas:
    - (5.92) Student Association Reports, Governance Support, Board accountability.
- Lowest Score areas:
    - (5.33) Learning provision is relevant to industry needs.
    - (5.42) The Board sets challenging student success targets.
    - (5.50) The Board prioritises the fair & effective management of staff.

A: Leadership and Strategy Q1-5

1. The Board has set out clear strategic priorities and aims (scale of 1 to 6, low = disagree, high = agree) (0 point)

5.83
Average Rating

2. The Board regularly reviews performance against the strategic aims (scale of 1 to 6, low = disagree, high = agree) (0 point)

5.67
Average Rating

3. The strategic objectives and priorities of the College are aligned with regional strategy/outcomes = disagree, high = agree) (0 point)

5.67
Average Rating

4. The Board undertakes regular strategic reviews/ scenario planning (scale of 1 to 6, low = disagree, high = agree) (0 point)

5.58
Average Rating

Level 6

Level 5

Level 4

5. Comments/Evidence:

Regular sessions where input is welcomed and valued. Continual updates and progress reports are available.

Board meetings - behaviours and papers as evidence Ensuring the board has the right mix of skills and experience - regular review and targeted recruitment

I think our approach to setting clear strategic aim and objectives, aligns clearly with the requirements of local and national policy and indeed aligns to the needs of employers and students.

I am satisfied we carry out these duties to a high standard

The reports we receive are timely, detailed, and support effective analysis and discussion. Guest speakers have added real value, aligning with strategic priorities. The use of Copilot for summarising has been helpful. Further improvement could come from routinely including executive summaries to aid accessibility.

The strategic objectives are covered in the committee structure and board of management meetings. I feel this governance structure is adequate

Performance review of Strategic Aims is good but i think would be even better with a different approach to reporting. Less dense papers, more Performance Measures

A: Leadership and Strategy Q6-9

6. **Corporate Social Responsibility**

The Board understands and demonstrates the College Values
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.67
Average Rating

7. The Board has a Code of Conduct to which it is committed in practice
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

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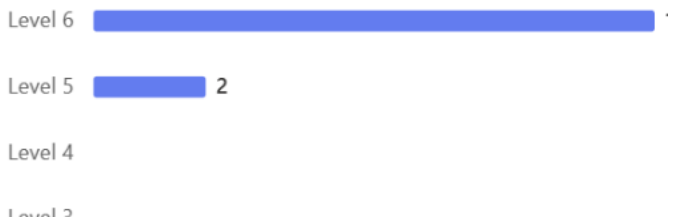
5.83
Average Rating

8. The Board operates according to the Nine Principles of Public Life:
Duty/Public Service, Selflessness, Integrity, Objectivity, Accountability and Stewardship, Openness, Honesty, Leadership, Respect (scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.83
Average Rating



9. Comments/Evidence:

Board meetings - behaviours displayed Board CPD events Code of conduct and other documents shared as part of induction

I believe as a board we actively support the values of the college and the principles of public life. Our code of conduct is clear and regularly reviewed.

This is evident through open and respectful discussions, high levels of integrity, and consistent self-reflection. Papers and presentations reflect these principles in action

B: Quality of Student Experience Q10-13

10. Student members are active at Board level
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.75
Average Rating

11. The Board receives regular reports from the Students' Association
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.92
Average Rating

Level 6
Level 5
Level 4

12. The Board and its Committees prioritise the opinions/views of students
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.83
Average Rating

Level 6
Level 5
Level 4

13. Comments/Evidence:

Student board members play a very active and positive role within the Board. Regular reports of their activities are well received

Board papers - SA report Board meetings - students are involved and listened to Student experience is a priority. Student Ambassador program

I think the student voice is central to what we do as a board. I believe we are supportive of our student colleagues who sit on the board and their SA reports are always first on the report agenda for LTQ and at board. They are a valuable part of the board at AC.

Board have an excellent relationship with the Student Association and their input and views are prioritised through Board meetings and Committees

B: Quality of Student Experience Q14- 17

14. **Learning and Teaching/Student Support**

Learning and Teaching Performance is overseen effectively
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.58
Average Rating

15. The Board sets challenging student success targets
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.42
Average Rating

16. The student experience is central to Board decision-making
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.75
Average Rating

17. Comments/Evidence:

Constant monitoring and evaluation is taken, including challenging decisions

Board papers - SA report Student experience is a priority. Student Ambassador program. Feedback informs decision making

I think we have developed our challenge of student success targets over the past few years. We have greater expectations of our L&T performance. I believe we are driven to ensure our students get support and challenge in their learning and experiences at the college to continually improve student results and success

Q14 - student performance (PIs) is measured in detail however the actual Learning and Teaching performance (assuming this is referring to pedagogy) is not examined in great detail at Board Level, although there are regular updates on initiatives and operational developments with digital and classroom pedagogy. Perhaps I have misunderstood this question. Q15 - I feel this question is an usual one as I feel student success targets are primarily decided by SFC and not the Board of Management.

C: Accountability Q18-24

18. The Board recognises its chain of accountability
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.92
Average Rating

19. The Board is open in its decision-making and facilitates disclosure
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.92
Average Rating

20. The Board delegates responsibilities to appropriate committees
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.92
Average Rating

21. The Board has in place an effective risk management strategy
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.92
Average Rating

22. The College's audit processes are comprehensive and rigorous
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.92
Average Rating

23. The Board publishes high quality Annual Reports
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.83
Average Rating

24. Comments/Evidence:

The degree of rigour is unparalleled with other organisations I have been involved in. I am very confident that risk is managed comprehensively and full reports are available regularly

Board meetings ARC committee papers Information from Alan Ritchie Risk Register

I've seen real positive progress in our risk management processes and feel very assured by the robustness of our policies and processes. We have demonstrated really good internal and external audit results and this is due to the dedication and commitment of our executive and management teams

Changes to the Risk Assessment have been particularly useful. I feel the Board is very rigorous in these processes all round

C: Accountability Q25-29

29. Comments/Evidence:

Staff survey Staff Voice Well-being group for staff Board induction makes responsibilities clear

We have excellent governance processes in place and these have developed further over the past two years. There is transparency and good processes in place, including a great induction program to ensure board members understand the governance processes

Q28 - There are areas of staff wellbeing initiatives that work extremely well and the college aims to look after their staff but I have to highlight that Curriculum staff are very much under the most pressure they have been due to demographic of student pressures, support needs and health and mental health conditions of students. Professional Services Staff are also highly pressured and trying to cope with rising demands of support required and although there are always steps taken operationally, and at Board there is an awareness of these rising demands and that the college try and ensure resources are adequate, I would not say that I have felt this directly falls to Board for discussion in any detail - the general fair and effective management of staff

25. **Remuneration, Sustainability, Staff Governance**

There is a formal process for setting the Principal's remuneration
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

Ayrshire College

26. Funds are planned and used economically, efficiently, and effectively
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.67
Average Rating

Level 6
Level 5
Level 4

5.58
Average Rating

27. Board members are aware of their responsibilities as charity trustees
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

28. The Board prioritises the fair and effective management of staff
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.92
Average Rating

Level 6
Level 5
Level 4

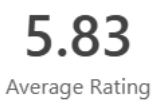
5.50
Average Rating

D: Effectiveness Q30-35

30. The Board Chair promotes open discussion on strategic matters
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

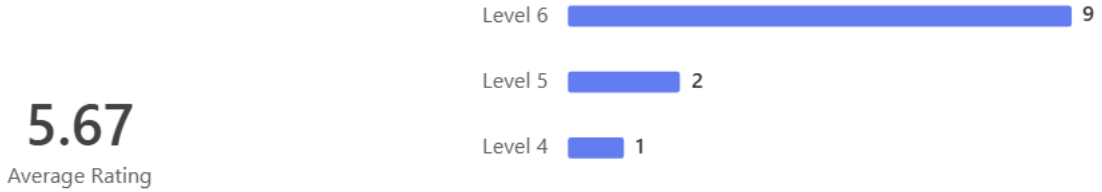
31. The Board has an appropriate mix of skills and works well as a team
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

32. The Principal and Executive Team are clearly accountable to the Board
(scale of 1 to 6, low = disagree, high = agree)
(0 point)



33. The Board is well supported and guided in matters of governance
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

34. The Board is provided with information that is relevant, and of suitable format, frequency and time to enable effective strategic decision making?
(scale of 1 to 6, low = disagree, high = agree)
(0 point)



35. Comments/Evidence:

the Governance arrangements are exceptional. Hilary Denholm is an incredible support to the Board. She, particularly, is to be commended for the work she does.

Board meetings and papers Boardroom behaviours

I think the open discussions we've had as a board have really supported the board to challenge and receive assurance from the executive team. These ad hoc sessions we have had offer greater engagement and an opportunity for the board members to seek assurance. Hopefully the executive find that the board can provide a sounding board as well as experience and skills to particularly challenging issues.

There is a wide range of expertise on Board and I feel changes in members has brought a new dynamic to Board meetings where I feel members try to seek a full understanding and question or challenge where they feel it is appropriate.

As previous commented, less dense board reporting would support more focus on future scenario planning and strategic decision making

D: Effectiveness Q36-39

36. **Board member development and evaluation**

Board recruitment is open and in line with ministerial guidance
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.83
Average Rating

37. There are sufficient opportunities for Board induction and development
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.83
Average Rating

38. Board effectiveness is regularly reviewed using a variety of methods
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.67
Average Rating

Level 6
Level 5
Level 4
Level 3

39. Comments/Evidence:

Regular board and committee self-evaluations and act on findings. Ongoing training and development for board members. Decision-making processes are evidence-based and inclusive

Good recruitment processes are in place which align with the HR processes of the college. There are opportunities to be involved in development days and also board members are encouraged to provide topic ideas for these development days too.

E: Relationships and Collaboration Q40-44

40. The Board ensures effective communication with stakeholders
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.58
Average Rating

41. Learning provision is relevant to industry needs
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.33
Average Rating

42. The College engages well with stakeholders/industry partners
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.67
Average Rating

43. The Board supports the delivery of the Regional Outcome Agreement
(scale of 1 to 6, low = disagree, high = agree)
(0 point)

5.67
Average Rating

Level 6
Level 5
Level 4

44. Comments/Evidence:

Strong partnerships with employers, local authorities, and community organisations. Effective dialogue with trade unions and staff representatives. Promote and support the work of the Student Association. Open communication and engagement with stakeholders, including government bodies and the public

Our learning provision is continually being reviewed to ensure that we can meet the needs of industry. There are challenges around how we can provide these learning opportunities due to our restricted funds such as MA

I think Ayrshire College has an excellent reputation and this is due to the hard work at all levels of the college to foster good relationships with all stakeholders and the effort everyone puts in to keep these relationships strong

Q 45: What are the key issues that you feel need to be addressed by the Board for the future?

Ayrshire College

Financial pressures - how can we impact funding crisis Private income vs learning and teaching Staff retention

Our sustainability and our need to continually evolve to meet the needs of industry and our students

Perhaps looking closer at Learning and Teaching practices (however I know this is in progress with the new Great Conversations developments and Elevate staff Learning and Development portals) and looking closer at staff wellbeing.

Plan for continued real-terms funding pressure by strengthening scenario planning, exploring alternative income streams, and monitoring in-year cash flow more rigorously. Where possible tackle cost-of-living barriers, expand mental-health support, and close attainment gaps for care-experienced, SIMD 1-2, and other under-represented groups.

The election in 2026 will be key in allocation of funds. Positioning the college will be key in ensuring relevance and alignment with Scottish government priorities whilst playing back the local needs of Ayrshire

Self Evaluation of Effectiveness – Discussion Points to help address areas for improvement

Ayrshire College

1. How does the Board set & measure challenging student success targets? Should we request a management review to revise the student success targets to ensure they are challenging yet achievable? Do management need to set more specific and measurable goals, or provide additional support to students?
2. How can the Board demonstrate that it does prioritise the fair & effective management of staff? Are there additional policies requiring implementation to promote staff well-being, professional development opportunities, and transparent communication between management and staff?
3. What information does the Board require to ensure that the Learning provision is relevant to industry needs? How is this measured? Do management consult with industry experts, conduct surveys with employers, and review current curriculum offerings to identify gaps and areas for improvement.

Next steps – Board Development Plan

Ayrshire College

1. Incorporate the feedback from the 24-25 Board Self-Evaluation questionnaire.
2. Incorporate suggestions/training needs from the Annual Appraisal discussions with the Chair, and the Principal.
3. Incorporate suggestions/ideas/development needs from ongoing discussions and development days.
4. Incorporate any relevant ideas/suggestions from the Board sub-group committees and Board meetings.
5. Align with Assurance & Governance mapping.
6. Align with our Strategic Ambition 2024-2027, our Strategic Objectives (Outstanding Experiences, Partner of Choice & Enabling the Future), our Values & The Ayrshire Way.
7. Submit Board Development Plan to Board for approval every year.
8. Update Board Development Plan every quarter.

Ayrshire College

Paper 11- Appendix 2 Board Development Plan 2025-26 DRAFT V1

Principles	Development recommendations	Source	Action Plan	Impact	Lead	Priority	Strategic Ambition Objective	Timeline	Status
A: Leadership and Strategy 1. Conduct in Public Life 2. Vision and Strategy 3. Performance 4. Corporate Social Responsibility	Develop our communication as a board to integrate with the College Communication Plan Be an Ambassador for Ayrshire College and the Board of Management	Interim Chair All board members	Offer quarterly communications using a variety of media from Board Members experiences on their roles (staff, SIM, VC, students). Utilise the Board news section of the website to inform students, staff and stakeholders of the work of the board. Board member visits to specific departments/areas for development. Demonstrate behaviours in line with the Ayrshire College Board of Management Code of Conduct, Ethical Standards Commission and the Ayrshire Way	Increase understanding of the role of the board, increases presence and visibility and may support external relationships such as new Board members. Board members understand, support & demonstrate the College values, ambition, mission, objectives and promote the Ayrshire Way culture. The Ayrshire Way culture will be embedded into how the Board of Management operates	BGA VP-People Interim Chair	1	Outstanding Experiences Enabling the Future Partner of Choice	Establish AY25/26 Ongoing	
	Continue to promote strategic ambition for 2024-2027	Interim Chair Ongoing from AY24-25 Development Plan	Strategic Reviews Option appraisals Scenario planning re people, digital and college sustainability	Board members understand, support & demonstrate the College values, ambition, mission, objectives and promote the Ayrshire Way culture. Ayrshire College remains a sustainable college, providing outstanding experiences, enabling our students to be prepared for the future and be the partner of choice for industry.	Interim Chair	1	Enabling The Future	ongoing throughout AY25/26	02 Sept workshop
	Develop an ongoing adequate suite of KPIs which are implemented and regularly reviewed. Demonstrate Success	Principal ELT All board members Board and Committee papers	Meeting Preparation Respectively challenge and scrutinise the data presented. Internal and External Audit reports presented at regular intervals. Receive regular reports and/or papers at the Audit & Risk, Learning Teaching and Quality and People, Infrastructure and Finance committees	A continuous improvement culture as part of the Ayrshire Way culture is embedded. Staff and students have a clear understanding of expectations from the College. Ayrshire College will have an excellent reputation for successful student outcomes.	ELT Interim Chair	1	Outstanding Experiences Enabling the Future	ongoing throughout AY25/26	
	Operate so far as reasonably practical and within our budget, ways that enhance the environment.	Chair Self Eval questionnaire Principal	Receive regular report. Receive regular reports and/or papers at the Audit & Risk and People, Infrastructure and Finance committees	Improve society and promote a positive brand. Improve Board member knowledge and awareness of College & the Ayrshire Way culture	ELT BGA Chair	2	Enabling The Future	ongoing throughout AY25/26	

Principles	Development recommendations	Source	Action Plan	Impact	Lead	Priority	Strategic Ambition Objective	Timeline	Status
B: Quality of the Student Experience 1. Student Engagement 2. Relevant and High-Quality Learning 3. Quality Monitoring and Oversight	More student engagement at Board level	Self Eval questionnaire BGA Ongoing from AY24-25 Development plan	Involve in recruitment. Involve in Induction, training & development. Involve inboard section of the website and board communications, More contact with Board members to gather student feedback/opinions.	Student perspective in recruiting new board members, plus development for student representatives. Increased two-way communications, information sharing and understanding	BGA SIM	1	Outstanding Experiences	ongoing throughout AY25/26	Icebreaker at Development sessions
	Increase focus on current trends, and forward planning to ensure learning remains relevant and students have outstanding experiences. Reduce our retrospective reporting	Chair	More live updates & reports – support and encourage dashboard development for a range of KPIs to better inform board and improve data analysis by board members.	Information is current to allow analysis, scrutiny and feedback. Focus on bringing prosperity & reducing educational, health and social inequalities amongst our students	Chair ELT	1	Enabling The Future	ongoing throughout AY25/26	Live dashboard reviews on meeting agendas
	Consider additional quality-based reporting	BGA	More information from Quality dept	Improved quality-based reporting	BGA ELT	2	Enabling The Future	July 2026	
C: Accountability 1. Accountability and Delegation 2. Risk Management 3. Audit Committee 4. Remuneratio n Committee 5. Financial and Institutional Sustainability 6. Staff Governance	Delegation review	BGA	Workshop session on the Role of the Board – Feb 2026 To review the Scheme of Delegation which was last reviewed Sept 2000 – take to Board March 2026	Board members especially new members understand fully their role. Assurance re appropriate delegation is in place	BGA	3	Enabling The Future	July 2026	12 Feb 2026 development session
	Risk Management – further development & training	ARC Ongoing from AY24-25 Development plan	Assurance mapping further development	Improved sustainability, risk oversight, wider understanding, enhanced assurance, active register, dynamic response to emerging risks	BGA, Auditors ARC	1	Outstanding Experiences	ongoing throughout AY25/26	Assurance mapping on meeting agendas
	ARC – new member input	ARC Other board members (if they wish to attend)	Specific training via CDN Meetings with VP Finance & Infrastructure Training from WBG	Maximise new member input to ARC	BGA	1	Outstanding Experiences	Feb 2026	12 Feb 2026 development session
	RemCo – new member input	Interim Chair	New member mentoring/coaching Induction notes developed for Chairs & Vice Chairs	Maximise new member input	Interim Chair SIM	1	Enabling The Future	June 2026	Mentors identified
	Maximise Board knowledge. re Finance & Sustainability	Self Eval questionnaire	Specific training/presentations to Board esp on Fair Work training on Financials for Non-Financials Review Sustainability measures/KPIs.	Maximise new member understanding & input. Demonstrate The Ayrshire Way	BGA ELT ELT	2	Enabling The Future	June 2026	WBG training planned AI framework development

Principles	Development recommendations	Source	Action Plan	Impact	Lead	Priority	Strategic Ambition Objective	Timeline	Status
		Ongoing from AY24-25	How is the Board using AI? Advantages? Risks?						Increased People focus BRIC to PIFCo
	Review Governance Reports/Infor to Board	BGA	Dashboard Governance KPIs review including supporting creation of increased number of dashboards KPIs. ARC currently supplied with assurance annual report	Improved governance assurance	BGA	3	Enabling The Future	June 2026	Governance mapping work started July 25
D: Effectiveness	The Board Chair	Interim Chair	Support & Development for new Interim Chair Define Vice Chair role	Demonstrate The Ayrshire Way	BGA	1	Outstanding Experiences	June 2026	Interim Chair Induction checklist completion
	Senior Independent Member (SIM)	Interim Chair, BGA	Succession planning for SIM. Induction notes developed for Chairs & Vice Chairs	Maximise SIM effectiveness. Demonstrate The Ayrshire Way	Interim Chair SIM BGA	1	Outstanding Experiences	ongoing throughout AY25/26	Induction notes developed for Chairs & Vice Chairs
	Board Members	Interim Chair	Demonstrate The Ayrshire Way Teambuilding/Teamworking Mentors for new members Non-Exec time prior to meetings Increase discussion & input to meetings. AI skills Review skills matrix to include AI. Midyear reviews late Jan/Feb Competency review DiSC profiles – added to Induction process. review personal spec & job role descriptor. L4 leading – review the process	Improved attendance rates Timely decisions Effective interaction, challenge, critical thinking and decision making. Demonstrate The Ayrshire Way Consistency across Leadership team re ELT DISC profiling already completed	Interim Chair BGA Chairs & Vice Chairs ELT	1	Outstanding Experiences	ongoing throughout AY24/25	30 min non-exec time invitations sent. mentors for new members DiSC completed new members. Chairs & SNC meetings
	Principal and Chief Executive	Chair & BGA	Promotion of Colleges First approach Great Conversations	Ensure Principal appraisal linked to relevant values, codes etc and is effective & worthwhile	Interim Chair	3	Enabling The Future	July 2026	
	Governance Professional	BGA	1. Test and evaluate Co Pilot benefits for BGA & for Board 2. Governance mapping – efficiencies? 3. Investigate formal learning/qualification. 4. Develop BGA Gantt duties chart. 5. How add value to Board?	Improved awareness, resource pooling, benchmarking Share more governance information with the Board. Increased Board development & knowledge of Governance Simplify BGA duties timeline	BGA	2	Enabling The Future	ongoing throughout AY25/26	Co Pilot & laptops offered to members. Knowledge bank additions
	Board Member Appointment, Induction and Training	Ongoing from AY24-25 Development plan	Maximise new member input. Elevate access for key courses. Use evaluation for Induction/exits. Key meetings in Induction Checklist	Increased scrutiny & discussion Increased feedback received Key meetings planned	BGA ELT	2	Partner of Choice	Jan 2026	Elevate access established. Induction Checklists updated

Principles	Development recommendations	Source	Action Plan	Impact	Lead	Priority	Strategic Ambition Objective	Timeline	Status
			Student association input Ayrshire Way video usage at Induction Group Inductions, peer support	Increased efficiency of resources & teambuilding					Ayrshire Way video used. SA involved in Induction
	Board Evaluation	Ongoing from AY24-25 Development plan	New/additional ways of evaluation Eval at Committee level Update self eval Q to link with Strategic objs Review annual appraisal form re Great Conversations	Increased feedback received Better strategic links & feedback	BGA	2	Enabling The Future	Feb 2026	Self eval Q for BRIC
E: Relationships and Collaboration	Demonstrate Partnership Working	Ongoing from AY24-25 Development plan	Stakeholder map reviewed annually. Stakeholder map included in Board Member induction Social media/website demonstrations of engagement Develop mentorships & peer support. Introduce pre meeting briefing for members. Member input into 3C development sessions Shadowing other college committees	Demonstration of range of stakeholder relationships & College contributions Demonstrate 'The Ayrshire Way'	ELT Chair BGA	1	Partner of Choice	ongoing throughout AY25/26	Pre meeting briefings & non-exec time offered. 02 September development session input
		Ongoing from AY24-25 Development plan	Invite key stakeholder speakers, set informal voluntary meetings and discussion times out with formal meetings.	Demonstration of range of stakeholder relationships & College contributions	ELT Chair BGA	2	Partner of Choice	ongoing throughout AY25/26	Twilight sessions planned Use of internal audit time & skills
		Ongoing from AY24-25 Development plan	Offer dedicated time for informal discussion, focus on significant college issues relevant to the Board with key stakeholders invited to present and engage with the Board. Include briefings and discussions on wider strategic context of post 16 education. Offer briefings and discussions on growth deal and established businesses within the local economy. Ensure members invited to relevant stakeholder visits and meetings	Update & inform Board re current issues, allow for strategic questioning, longer term thinking and discussion, enhance members stakeholder knowledge, assist with informed decision making, maintain understanding of current key employment needs to aid strategic decisions. Demonstrate The Ayrshire Way	ELT Chair BGA	1	Partner of Choice	ongoing throughout AY25/26	Less papers, more discussion Informal pre meeting non-exec time offered. 02 Sept briefing papers & session College Financial Sustainability Plan updates now standing agenda item

Ayrshire College (*Paper 14)*

Title of Meeting: Board of Management

Date: 25 September 2025

Subject: **Risk Management Policy and Procedure Review**

Purpose: The paper provides members with a summary of the work undertaken to review the Risk Management Policy and Procedure, proposes suggested amendments to the Policy and summarises the overall assurance provided by the Policy.

Recommendation: Members of the Board of Management are requested to:
a) Consider the report and proposed changes.
b) Approve the Risk Management Policy and Procedure.

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1 Executive Summary

The Risk Management Policy and Procedure Review document was presented to members of the Audit and Risk Committee at the meeting held on 16 September 2025, where it was recommended to the Board of Management for consideration and approval.

The paper provides a comprehensive review of the College's Risk Management Policy and Procedure. It outlines the work undertaken to review and propose amendments to the Policy and summarises the overall assurance provided by the Policy.

The key points include:

- **Purpose**: The paper aims to summarize the review of the Risk Management Policy and Procedure, propose amendments, and provide overall assurance.

- **Governance Structure**: The Board of Management sets the tone for risk appetite and tolerance, while the Audit and Risk Committee plays a critical role in reviewing the policy and assessing control failures. The Executive Leadership Team (ELT) is responsible for implementing the policy and ensuring timely reporting.

- **Policy Strategic Alignment**: The policy aligns with the College's strategic objectives by encouraging appropriate risk-taking and recognizing that risk appetite varies by activity. It explicitly excludes tolerance for unethical or illegal risks.

- **Risk Scoring and Registers**: The College employs a dual scoring system (inherent and residual risk scores) and maintains strategic and operational risk registers, which are reviewed quarterly.

- **Roles and Responsibilities**: The policy clearly defines roles for risk owners, staff, and the Senior Leadership Team (SLT).

- **Reporting and Continuous Improvement**: The policy outlines a structured reporting process, including quarterly updates to the strategic risk register and integration with financial monitoring.

- **Review Against Best Practice**: The College's policy has been compared to best practice guidance from sources such as the Institute of Risk Management (IRM), ISO 31000, and UK higher education sector standards. The College believes that the policy demonstrates a mature approach to risk governance, scoring and oversight.

2 Associated Risks

There are no further risks required to be considered because of this report.

3 Equality and Diversity Impact Assessment

The Equality Impact Assessment confirms that the policy applies equitably to all staff, students, and stakeholders, with no adverse implications for protected groups. An equality impact assessment has been undertaken as part of the review of this Policy.

4 Publication

The paper can be published on the College website.

Alan Ritchie
Vice Principal, Finance and Infrastructure
16 September 2025

1. Introduction

1.1. The College's Risk Management Policy and Procedure provide a comprehensive framework for identifying, assessing and mitigating risks that could impact strategic objectives, operational continuity and stakeholder confidence.

2. Governance Structure

2.1. Risk governance is anchored by the Board of Management, which sets the tone for risk appetite and tolerance across the College. The Audit and Risk Committee have a critical role in reviewing the risk policy and procedure along with assessing control failures and evaluating the probability and impact of strategic risks. Other Board Committees input to the review of the College Strategic Risk Register in conjunction with reviewing the mitigating actions being taken by the College to lessen the risk exposure.

2.2. The Executive Leadership Team (ELT) is responsible for implementing the risk policy, identifying significant risks and ensuring timely reporting to the Board and its Committees.

3. Policy Strategic Alignment

3.1. The policy aligns with the College's strategic objectives by encouraging appropriate risk-taking and recognising that risk appetite varies by activity. It explicitly excludes tolerance for unethical or illegal risks.

4. Risk Scoring and Registers

4.1. The College employs a dual scoring system (inherent and residual risk scores) with future consideration being to introduced target scores. A five-by-five scoring grid is used to assess impact and probability, supported by detailed guidance in the appendices.

4.2. Strategic and operational risk registers are maintained and reviewed quarterly by the SLT, with oversight from the Audit and Risk Committee. These registers are embedded in the management accounts process and inform financial risk monitoring.

5. Roles and Responsibilities

5.1. The Policy clearly defines roles:

- Risk Owners are accountable for managing specific risks.
- All staff are responsible for embedding good risk management practices in their areas.
- Senior Leadership Team reviews and comments on policy revisions prior to committee consideration.

6. Reporting and Continuous Improvement

6.1. The Policy outlines a structured reporting process, including:

- Quarterly updates to the strategic risk register.
- Integration with financial monitoring and student support fund oversight.
- Recommendations from the Audit and Risk Committee incorporated into policy updates.

7. Review Against Best Practice

7.1. The College has undertaken a review of the College's Risk Management Policy and Procedure compared to best practice guidance from sources such as the Institute of Risk Management (IRM), ISO 31000, and UK higher education sector standards.

7.2. The table below highlights where there is a strong alignment with best practice**:**

Best Practice Area	Evidence from Policy
Clear Governance Structure	Defines roles for Board, Committees, ELT, SLT and staff.
Three Lines of Defence Model	Explicitly adopts this model for assurance and accountability.
Risk Appetite Framework	Includes a nuanced appetite scale from Averse to Hungry, with contextual flexibility.
Risk Scoring Methodology	Uses a 5x5 matrix for probability and impact, with clear RAG thresholds.
Strategic and Operational Risk Registers	Maintains both levels with defined reporting paths and review cycles.

Best Practice Area	Evidence from Policy
Integration with Strategic Planning	Aligns risk identification with strategic and departmental planning cycles.
Risk Treatment Options	Includes Share, Terminate, Reduce, Accept—aligned with ISO 31000.
Monitoring and Review	Scheduled reviews at operational and strategic levels, with deep dives.

7.3. The table below identified areas for enhancement along with the action taken by the College to enhance the Policy:

Best Practice Area	Gap Identified	Recommendation	Action
Training and Awareness	Limited mention	Include a structured training program for staff on risk awareness and reporting.	Training section added to policy – see section (5)
Use of Technology	Not specified	Consider referencing digital tools or platforms used for risk tracking and reporting.	Section added regarding future consideration of software solution – see section (7.3)
Link to Business Continuity	Implicit only	Strengthen the connection between risk management and the Business Continuity Plan (BCP).	Section (9) has been added which makes clear the link between the two areas.

7.4. Following discussion at the Audit and Risk Committee consideration will be given to introducing a “Risk and Opportunity Register.” The objective of this proposed changed would be to identify strategic risks as either having a negative impact on the College mission or as an opportunity for development. This could be achieved relatively simply by updating the current risk register to include a risk type as either “Negative / Opportunity.” This will be discussed with the College Management Team and a change proposal presented to a future Board meeting.

7.5. The College contends that the Policy is comprehensive and well-aligned with sector and international best practices. It demonstrates a mature approach to risk governance, scoring and oversight. To further enhance its effectiveness, the College has:

- Introduce staff training and awareness programs
- Clarify the technological tools used for risk management
- Strengthen the link between risk and continuity planning

(Paper 14(1))

POLICY AND PROCEDURE	**Risk Management Policy and Procedure**
DATE OF FIRST ISSUE	**December 2023**
REISSUE DATE	**N/a**
ISSUE NUMBER	**2**
APPROVING BODY	**Board of Management**
DATE OF APPROVAL	**December 2023**
RESPONSIBLE PERSON	**Vice Principal – Finance and Infrastructure**
EQUALITY IMPACT ASSESSMENT	**September 2025**
REVIEW DATE	**September 2025**

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1. POLICY STATEMENT

1.1. This Policy is to document the overall approach to risk management within the College. This Policy covers several areas in relation to risk management and seeks to explain the following:

- The College's underlying approach to risk management.
- The role and responsibilities of the Board of Management and its sub-committees.
- The roles and responsibilities of members of staff.
- The key aspects of the risk management process.
- The main reporting procedures.

1.2. This Risk Management Policy forms part of the College's internal control and corporate governance arrangements. Ayrshire College ensures that it has transparent and robust processes in place to manage the key risks faced by the College. The College understands that regular review of the risks faced and the actions to manage and mitigate risk is a key responsibility of the Board of Management.

2. RISK MANAGEMENT STATEMENT

2.1. The Risk Management Policy and Procedure applies to all activities, at all levels within the College.

2.2. The following represents the meaning of terminology that is used throughout the Policy:

- **Risk Management:** The coordinated activities, systems, and processes in place to direct and control the College regarding the management of risk.

- **Risk:** The potential 'effect of uncertainty on objectives,' where an effect is a deviation from an intended or expected outcome. A risk will be considered as either a threat (negative) to the College's ability to achieve any given objective or as uncertainty resulting from an opportunity (positive) which offers potential benefits to the institution.

- **Issue:** A certain event which is known and will impact upon the achievement of the College's Priorities and Objectives.

- **Risk Appetite:** This refers to the level of risk the College is willing to tolerate or accept in the pursuit of its objectives.
    - When considering threats, risk appetite defines the acceptable level of exposure deemed tolerable or justifiable by the College.
    - When considering opportunities, risk appetite defines how much the College is prepared to actively put at risk to realise potential or expected benefits.

- **Risk Score:** The calculated level of risk which the College is exposed to in pursuit of its objectives.

- **Risk Owner:** this is the person in authority who is accountable for the effective management of a risk.

Approach to Risk

2.3. The College approach is to minimise the organisations exposure to harmful risk and take advantage of risk opportunities, in particular relation to ethical, social, reputational, compliance and financial risk.

2.4. The College maintains two lines of risk management: Operational and Strategic.

2.5. The College understands that risk is inherent and that encouraging an increased degree of risk taking, (agreeing the level of risk appetite and risk tolerance) in pursuit of its strategic objectives is welcome and necessary.

2.6. It is also understood that in some cases there is no clear strategic benefit from accepting some risks, e.g., risks that are associated with illegal, unethical, or inappropriate and dangerous activity. The College therefore recognises that its appetite and tolerance for risk will always vary according to the activity undertaken.

3. RISK MANAGEMENT PRINCIPLES

3.1. The College follows several risk management principles which provide guidance on the characteristics of effective and efficient risk management, communicating its value and explaining its intention and purpose. Through the application of following principles, the College seeks to develop and maintain a strong and positive effect on compliance, organisational performance, and risk management effectiveness:

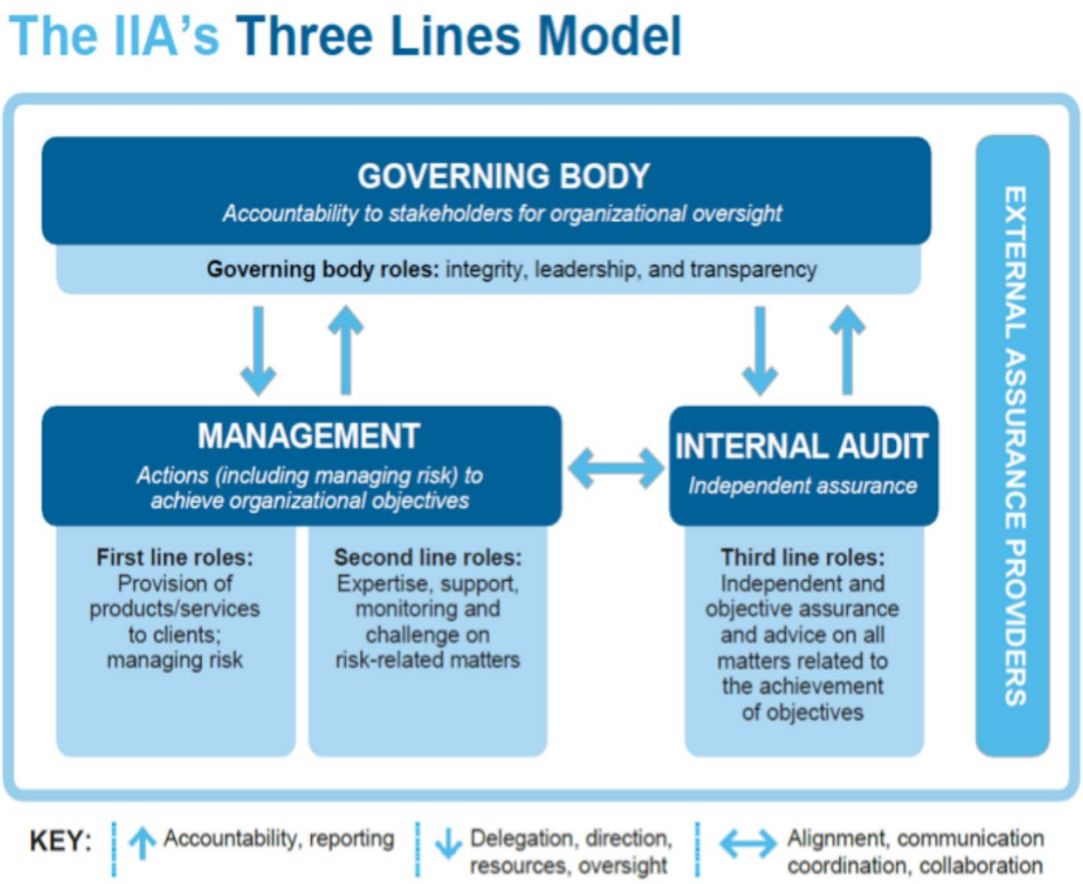
- Creates value.
- Integral part of College processes.
- Part of decision making.
- Explicitly addresses uncertainty.
- Systematic, structured, and timely.
- Based on the best information.
- Tailored.
- Takes human and cultural factors into account.
- Transparent and inclusive.
- Dynamic, interactive and responsive to change.
- Facilitates continual improvement and enhancement of the College.

4. THREE LINES OF DEFENCE - ASSURANCE FRAMEWORK

4.1. The College adheres to the 'Three lines of Defence' model, which is designed to improve the College's approach to internal control, assurance, and risk management.

4.2. The model identifies College arrangements and clear lines of accountability, which are responsible for providing assurance regarding the management of key business areas and risks.

The model is summarised as follows:



5.

TRAINING AND AWARENESS

- The College will ensure that all responsible staff understand the College's risk management framework, their individual and collective responsibilities and are equipped to identify, assess and manage risks effectively in line with the College strategic and operational objectives.

- The objectives of the training and awareness will be to:
  - Embed a consistent understanding of risk management principles across the College.
  - Promote awareness of the College's risk appetite and tolerance levels.
  - Equip staff with the skills to identify, assess, and report risks using the Strategic and Operational Risk Registers.
  - Support the implementation of the Three Lines of Defence assurance framework.

- The College will carry out annual refresher training for all responsible staff to ensure that they are updated on changes to the Risk Management Policy, scoring matrices and reporting procedures. This training will be role specific as noted below:

    - Executive and Senior Leadership Teams: Training on strategic risk identification, scoring (inherent vs. residual), mitigation planning and reporting to Committees and the Board.
    - Heads of Department: Training on maintaining operational risk registers, identifying departmental risks and reporting to the Senior Leadership Team.
    - Board and Committee Members: Training on oversight responsibilities, risk appetite setting and deep dive reviews.

- The training and awareness plan will be reviewed annually.

6. ROLES AND RESPONSIBILITIES

Lines of Responsibility

- The Chair and Committee members of the Board of Management have the responsibility for overseeing risk management.

- The Executive Leadership Team (Principal and Vice Principals) have the responsibility:
    - To oversee, support, and implement policies approved by the Board of Management which improves risk management across the College.
    - To maintain the Board of Management's confidence that risk is being managed effectively within the organisation and that solutions to identified risks are appropriate and in place.

- The Senior Leadership Team (Executive and Assistant Principals) has functional responsibility:
    - To identify and analyse the top risks faced by the College and review the Strategic Risk Register.
    - To regularly review and monitor the 'probability' and 'impact' of top College risks and report progress to the Audit and Risk Committee.
    - For assessing the top risks facing the College and developing strategies to manage and mitigate that risk and reporting progress to the Audit and Risk Committee.
    - To manage and mitigate those risks under their responsibility, individually and collectively.
    - For producing and annually reviewing operational risk registers detailing the top risks in their area of operations. This includes implementation of the management of these risks.

- All staff are responsible for encouraging and embedding good risk management practice within their area of activity.

Role of Board of Management

The Board of Management has a fundamental role to play in the management of risk. Its role is to:

- Provide oversight of the College's risk framework, its risk policies and procedures, and its management of strategic risks.

- Set the tone (risk appetite and risk tolerance) for risk management within the College.
- Know about the most significant risks facing the College.
- Ensure that risk is being managed effectively and solutions to risk mitigation are implemented.

Role of Audit and Risk Committee

- To review new risks or failures of existing control measures.
- To review the 'probability' and 'impact' scoring of strategic level risks on a regular basis.
- To review the adequacy of internal control systems designed to minimise risk.
- To receive the reports on risk management and make appropriate recommendations, which will effectively improve systems of control.

Role of Business, Resources and Infrastructure / Learning, Teaching and Quality Committees

- Complete periodic risk deep dives.
- Review adequacy of internal control systems designed to minimise risk.
- Provide appropriate recommendations, which will effectively improve systems of control.

Role of Executive Leadership Team

- Implementation of the Risk Management Policy and Procedure.
- Promotion of a comprehensive approach to risk management.
- Ensure there are appropriate levels of risk oversight and awareness throughout the College.

Role of Senior Leadership Team

- To identify and analyse the top risks faced by the College and review the Strategic Risk Register.
- To regularly review and monitor the 'probability' and 'impact' of the strategic risks and report progress to the Committees and Board of Management.
- For assessing the top risks facing the College and developing strategies to manage and mitigate that risk and reporting progress to the Board of Management.
- To manage and mitigate those risks under their responsibility, individually and collectively.
- For production and annually reviewing operational risk registers detailing the top risks in their area of operations. This includes implementation of the management of these risks.
- Co-ordinate and ensure that the day-to-day operational objectives are implemented in line with the Risk Management Policy and Procedure.
- Be aware of risks which fall into their area of responsibility, the possible impacts these have, manage, and mitigate risks occurring and monitor outcomes against the risks identified ensuring that procedure notes detail corrective action to minimise future risk.
- Report systematically and promptly on any perceived new risks or failures of existing control measures.

- Report any risk which cannot be controlled at the local level.

Role of Internal Audit

- Ensuring the effectiveness of organisational and financial control systems, including monitoring performance against quality assurance standards

Role of College Staff

- Acknowledge and understand their responsibility for individual risks.
- Understand how they can enable continuous improvement of risk management and risk awareness.
- Report systematically and promptly to a member of the Executive Team or Senior Management Team any perceived new risks or failures of existing risk control measures.

7. RISK REGISTERS AND REPORTING

7.1. The College maintains risk registers at operational and strategic levels.

Strategic – Risks at this level tend to be overarching and will significantly affect most, if not all, of the College and therefore require oversight and continued monitoring by senior management via the Strategic Risk Register.

Operational – Risks at this level are more specific to a business area of the College and therefore require oversight at a department level via an Operational Risk Register.

7.2. These risk registers record details of identified risks along with their analysis and plan for risk treatment. The diagram at **Appendix 1** demonstrates the risk management reporting path within the three lines of defence.

7.3. The College currently maintains risk registers on spreadsheets. It is giving due consideration to investing in a software solution to ensure that the maintenance of the College strategic and operational risks is up to date and live.

RISK MANAGEMENT FRAMEWORK

7.4. The College risk management framework seeks to help deliver objectives, promote sound decision-making, and prioritise resources. **Appendix 2** sets out the College risk management framework.

7.5. The steps outlined in this section require when developing the College risk register template.

8. RISK MANAGEMENT PROCESS AND APPROACH

8.1. The risk management process is cyclical and therefore risk identification is not a one-off exercise; it is a continuous process which is necessary to identify new risks that had not previously arisen, but which might affect the College's ability to achieve its objectives in the area under consideration. Regular review, particularly of operational

risk is therefore necessary. Strategic risk changes less frequently however it is necessary to review and keep well managed.

Recording the Identified Risks

8.2. All identified risks will be recorded in the Strategic Risk Register as outline in **Appendix 3**.

8.3. The Board of Management will be presented with a summary version of the Strategic Risk Register whilst the Committees will be presented with the complete version of the register including the controls and actions.

8.4. Within the Strategic Risk Register there are several fields to populate.

a) **Unique Reference Number**
The Committee with oversight can be identified from the number using the following prefixes:

BOM	Board of Management
LTQ	Learning, Teaching and Quality
BRI	Business, Resources and Infrastructure
A&R	Audit and Risk

b) **Name**
A title which should be concise but contain enough information to distinguish it from the others.

c) **Risk Description**
The description should contain information on the three composite parts of a risk: the cause, the risk event, and the impact on the College Strategic Priorities.

'As a result of <cause/statement of fact>, there is a risk that <uncertain event> may occur, which would result in <an effect on Strategic Priorities>.

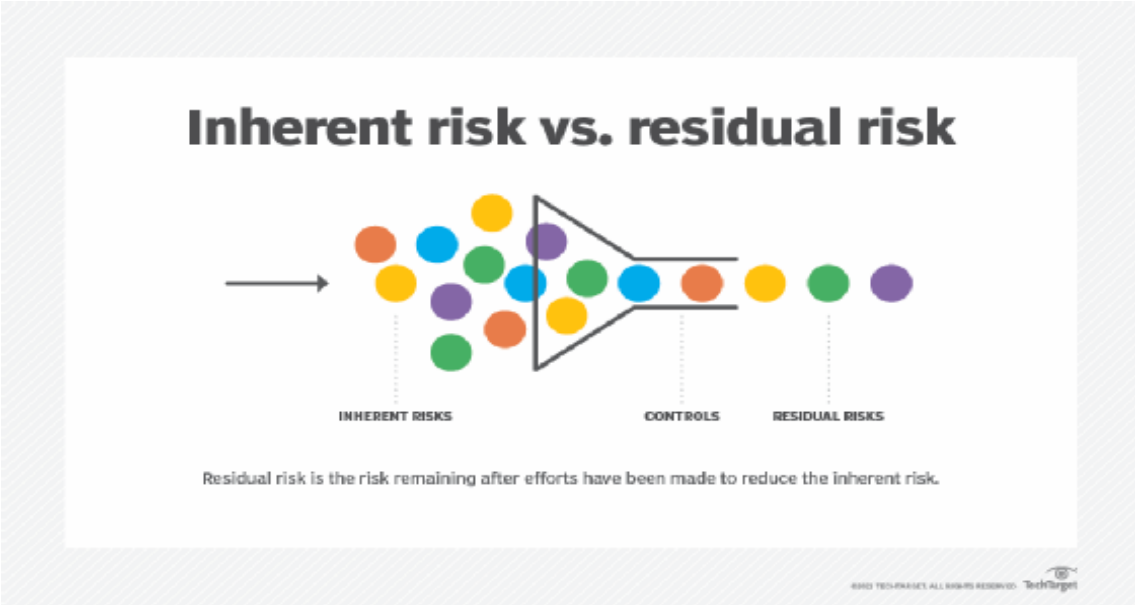
d) **Risk Owned and Managed By**
A senior member of staff that has been given the responsibility and authority to manage a risk and is accountable for doing so.

e) **Risk Scoring**
Risk scoring will be undertaken in the first instance to prioritise risks using a standard 5 by 5 semi-quantitative scale **Appendix 4** for risk probability and impact.

When assessing probability, a consideration of historical information, external drivers, trends, and statistics can be useful in determining an appropriate level. The table at **Appendix 5** provides guidance on how to apply the probability coring.

When assessing impact, it is important that a holistic analysis of the categories of risk be considered, in terms of how the issue would impact on the College (a partnership, a service or a specific project). The table at **Appendix 6** provides guidance on how to apply the impact scoring.

Each risk should have two allocated two risk scores as highlighted in the diagram below:



Inherent Risk Score

Is the amount of risk that exists in the absence of controls. In other words, before the College implements any controls / actions, the risk they face is the inherent risk.

Residual Risk Score

Is the risk that remains after controls have been instigated. It is the risk that remains after the College has taken proper precautions.

The overall risk impact scoring is applied to both the inherent and residual risk scores. This use of a standard scoring threshold promotes consistency in risk assessment.

Risks which fall into the upper boundary (red status) will be considered as critical for management attention and as greater than the acceptable risk appetite. Efforts will be made to reduce risk exposure below the upper boundary. Risks with an overall risk score of 15 or above will be elevated for attention to the Board.
Where appropriate for these elevated risks, a risk response plan will be developed which will seek to reduce the potential impact of the identified risk. There may be certain other strategic risks, such as IT risks, which will require the development of a risk response plan despite having an overall risk score below the elevated level. Whether a risk response plan is required will be considered by the Audit and Risk Committee.

f) **Risk Appetite**

The next step in the risk management cycle is to establish the risk appetite level that the Board of Management is willing to accept in pursuit of its Strategic

objectives. The College accepts that it must take risks, to some extent, to achieve its Priorities and to realise expected benefits. The College is committed to ensuring that all risks taken will be proactively controlled and exposure will be kept to an acceptable level. The College acknowledges that the level of exposure carried by different activities will vary and its threshold for accepting varying levels of risk will change depending on the risk area under consideration, the specific objectives involved, the subsequent activities undertaken and the projected benefits.

The College is clear that it will reject or proactively manage any activity that has the potential to cause significant financial or reputation harm to the institution, most notably where these might endanger the College's ongoing viability, its ability to achieve its key strategic priorities or its ability to meet its regulatory and/or legal obligations.

Risk appetite for individual risks requires to be initially assessed by each of the Committees. The Audit and Risk Committee given its overall responsibilities shall provide scrutiny with the Board of Management ultimately approving the risk appetite within the overall risk register at each of its meetings.

The risk appetite can be classified as Hungry, Open, Cautious, Minimal or Averse. High level statements for each are noted below with further example definitions detailed in the section below.

Averse - Avoidance of risk and uncertainty is a key organisational objective. Willing to accept no risk, or at most, very low risk.

Minimal - Preference for ultra-safe business delivery options. Willing to accept low risk but recognise that this limits the potential for reward.

Cautious - Preference for safe delivery options. Willing to accept medium risk but recognise this may limit the potential for reward.

Open - Willing to consider all options and choose the one that is most likely to result in success. Willing to accept high risk, if this will give an acceptable level of reward.

Hungry - Eager to be innovative and to choose options that offer potentially higher rewards, despite greater inherent risk. Willing to accept very high risk.

Based on these categories, the College's baseline Risk Appetite is defined as 'Averse to Hungry'. This means that, while maintaining a level of prudence, the College is generally willing to consider all options and will accept moderate levels of risk in the pursuit of its Objectives, albeit with a preference for options or activities that limit exposure, even if the rewards are likely to be similarly limited.

It should also be noted that risk appetite will likely vary according to context; for example, capital projects provide a different context and should be considered on individual merit, as projects are usually stand-alone, and fall out with the 'business as usual' activities of the College. Consequently, the College may be prepared to accept higher levels of risk for a project that will feasibly deliver transformative change or bring significant rewards.

g) **Status**

The status of the risk requires to be noted as either:

- Mitigating actions to be taken
  Where this status is selected the mitigating actions must be recorded as noted below.

- Current position acceptable
  The Board / Committee is content to accept the risk and that the controls are sufficient.

- Current position can be relaxed

h) **Controls**

When considering the appropriate risk response, the controls already in place should be recorded.

i) **Risk Mitigation**

Potential mitigating actions should be identified, where applicable (i.e., where a risk requires treatment). Mitigations actions should change or reduce either the probability of a risk materialising, or its impact if it does (or both) and they should also be recorded in the Strategic Risk Register assigned a responsible person/lead and set a target date for completion.

Taking account of the implementation of the agreed mitigation actions the Residual Risk Score should be re-assessed and revised.

After mitigations and risk scores have been identified, the planning process is effectively complete, and the agreed plans should be taken forward for implementation.

Risk Deep Dive Reviews

8.5. The Board Committees will systematically conduct deep dive reviews into risk areas they deem appropriate throughout the year.

Strategic Level Reporting

8.6. The College Strategic Risk Register is monitored and updated by the Senior Leadership Team four times each year.

8.7. A risk management update, along with a copy of the Strategic Risk Register, is submitted to the Audit and Risk Committee and Board of Management for review and feedback.

Operational Level Reporting

8.8. Each department Assistant Principal / Director / Head is responsible for reviewing and presenting their operational risk register to the Senior Leadership Team once per year.

9. INTEGRATION WITH BUSINESS CONTINUITY MANAGEMENT

9.1 Risk management and business continuity are interdependent disciplines. While risk management focuses on identifying and mitigating potential threats, business continuity ensures that the College can maintain or quickly resume essential operations during and after a disruption. This Policy recognises that effective risk management is a prerequisite for robust business continuity planning.

9.2 The key linkages between the two areas are seen as:

- Risks identified through the Strategic and Operational Risk Registers that pose a threat to service delivery, campus operations, or stakeholder safety must be assessed for potential inclusion in the College's Business Continuity Plans.

- The Business Continuity Management Policy provides structured response plans for risks that materialise into incidents, particularly those with high impact scores (e.g., campus closures, IT system failures, health and safety emergencies).

- Risk owners are responsible for ensuring that mitigation actions align with continuity strategies and that contingency plans are in place for critical risks.

9.3 The main responsibilities for ensuring that these links operate effectively are:

- The Senior Leadership Team must ensure that business continuity considerations are embedded in strategic risk assessments and that continuity plans are reviewed in tandem with risk registers.

- Heads of Department must identify operational risks that could disrupt service delivery and ensure these are reflected in departmental continuity plans.

- The Audit and Risk Committee will review the integration of risk and continuity planning during deep dive reviews and strategic reporting cycles.

9.4 The College has a defined monitoring and review process which includes the following:

- Risks with potential continuity implications will be flagged during quarterly Strategic Risk Register reviews.

- Business Continuity Plans will be tested annually, with outcomes informing updates to risk mitigation strategies.

- Lessons learned from incidents or continuity exercises will be used to refine both risk and continuity frameworks.

9.5 The College will continue to strengthen the integration between risk and continuity planning by:

- Enhancing cross-functional collaboration between risk owners and continuity planners.

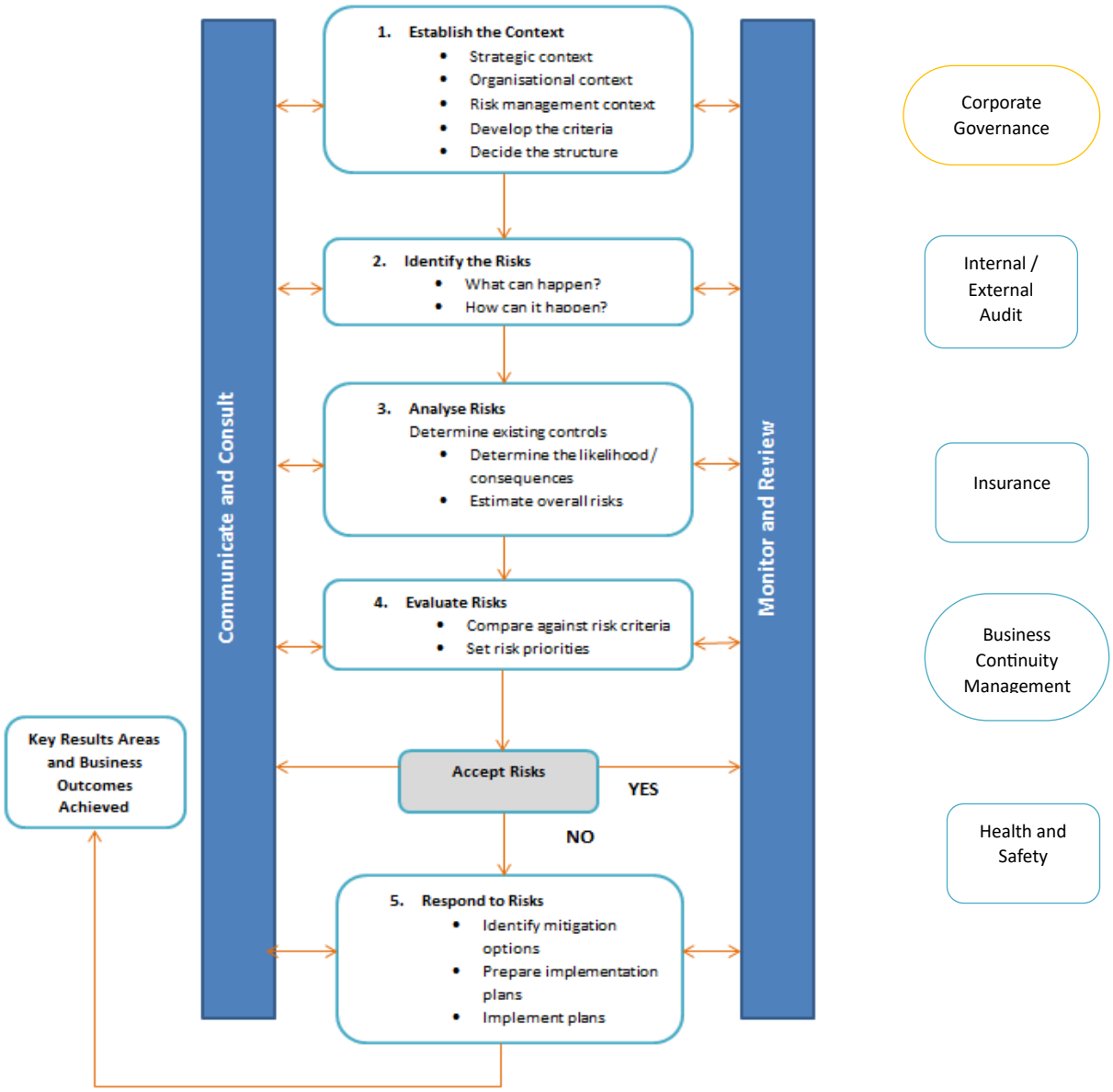
- Aligning training programmes to cover both risk management and business continuity.

- Updating both policies concurrently during the review cycle to ensure consistency and relevance.

Appendix 1 - Risk Management Reporting Path

First Line		Second Line	Third Line
Operational	**Strategic**	**Committee**	**Board**
Heads of Department: • Co-ordinate and ensure that the day-to-day operational objectives are implemented in line with the Risk Management Policy. • Be aware of risks which fall into their area of responsibility and the possible impacts these have. • Report on current 'active' risks highlighting mitigating actions and effect towards risk reduction. • Maintain operational risk register.	Senior Leadership Team: • Identifies the top risks faced by the College and maintains the strategic risk register. • Completes regular review and monitoring of top risks, and reports to the Audit and Risk Committee via update papers and the strategic risk register. • Conducts regular review of all operational risk registers and provides appropriate recommendations.	Audit and Risk Committee: • Risk management update paper and strategic risk register reviewed by Committee to affirm that lines of risk control and assurance are maintained. • Complete periodic risk deep dives. • Review adequacy of internal control systems designed to minimise risk. • Provide appropriate recommendations, which will effectively improve systems of control. Business, Resources and Infrastructure / Learning, Teaching and Quality • Complete periodic risk deep dives. • Review adequacy of internal control systems designed to minimise risk. • Provide appropriate recommendations, which will effectively improve systems of control.	Board of Management: • Provide the authority and responsibility for the establishment, maintenance, support and evaluation of the Risk Management Policy • Set the tone of risk management, including the College's appetite and tolerance for risk. • Understand the most significant risks facing the organisation. • Ensure that risk is being managed effectively and solutions to risk are in place
Review frequency: • Each operational register is reviewed twice per year.	**Review frequency:** • Four times per year.	**Review frequency:** • Approximately four times per year in line with the Board of Management calendar.	**Review frequency:** • approximately four times per year in line with the Board of Management calendar.
Reporting path: • Heads present the operational risk registers to the Senior Leadership Team.	**Reporting path:** • Risk management update paper, including the strategic risk register, presented at relevant Committee meetings.	**Reporting path:** • Board of management • Risk management update paper, including the strategic risk register development for the Board in line with instructions / recommendations provided by the Committee.	**Reporting path:** • External governing bodies and stakeholders. • Summary version published on college website.

Appendix 2 – Risk Management Framework



STEP 1 - ESTABLISH THE CONTEXT

Consideration should be given to the environment and activity in which a risk is being assessed, for example, departmental priorities, current objectives, scope, and activity.

If considering operational risks then think in terms of what could impact the day-to-day processes, people, or systems currently in place. If considering project or programme risks think in terms of what could impact completing the project/programme to the predefined success criteria (time, cost, and quality).

STEP 2 – IDENTIFY THE RISK

The process of risk identification will vary depending on context and the level at which risks are being assessed. For example, at the organisational level, strategic risks should correlate with the key college objectives linked to the College Strategic Plan and should therefore be identified as part of the College cyclical planning process. Similarly, at the departmental level,

risks should align with the key objectives set out in Departmental Plans and should therefore be identified early as part of the planning process. Within a project setting, key risks should be identified at the start of the project lifecycle, during the project initiation/planning phase and mitigated as part of project activity.

A variety of methods can be used for identifying risks. For example, sessions or workshops involving key stakeholders are common approaches. At project level, risk identification may be conducted using standardised checklists which identify risks commonly associated with achievement of project activities, or by benchmarking against similar projects undertaken in the past.

Consider what risks there are or could be, e.g., what, when and how something could happen that represents a source of potential harm to the College.

It is important that any risk assessment is as objective and balanced as possible. Make use of information that is already being collated, discuss with colleagues, and try to identify any similar risks already being considered.

Here is a list of useful questions to apply when considering risk identification:

- Is there any risk to compliance, statutory, regulatory, policy and contractual requirements?
- Is there any danger of litigation to the College, its staff, or students?
- Is there any risk or danger to staff or students?
- Is loss of service or closure of campus a possibility? Does this require a Business Continuity Plan?
- Is there any risk to the reputation of the College with staff, students, stakeholders, or communities?
- Is there a lack of control or management oversight of the identified issue that can be improved?
- Are there any targets or objectives that are not being met or will not be met?
- Does the risk pose a financial problem to the organisation?

STEP 3 - ANALYSE RISKS

Existing controls

It is important to consider and document the controls that are currently in place which prevent risks from occurring or help mitigate (limit) the damage that could occur.

There are three types of controls to consider:

- **Physical Controls** – such as protective equipment, lifting and handling, equipment, warning signs and task design.
- **Procedural Controls** – such as policies, procedures, clinical protocols.
- **Professional Controls** – such as compliance with external regulatory standards, national and local guidelines, quality standards.

Controls are ineffective without the necessary information, instruction, guidance, and training. Therefore, consider the adequacy of any training, equipment, staffing or resources.

It is also essential to think about any gaps in control – e.g., out of date policies, ineffective policies, or absence of procedural documents. The gaps in control should be considered and addressed in the risk register.

STEP 4 - EVALUATION

Risk evaluation is the process of assessing a risk's potential significance and the level of oversight that should be applied.

Significance

Risk significance is applied by considering the acceptability of the risk:

- **Acceptable** - The risk does not necessarily require further treatment or monitoring as the actions and mitigations in place are sufficient to adequately control the risk.

- **Unacceptable** – The risk will require further treatment to reduce its severity / probability to a more acceptable level. Risks in this category will require treatment.

STEP 5 – RESPOND TO RISKS

Based on the outcomes of your evaluation in Step 4 the following treatment options should be considered:

- **Share:** if practical, share some of the risk with partnerships, suppliers, or insurers.
- **Terminate**: cease or take steps to cease the activity causing the risk altogether. Proper operational approvals should be obtained.
- **Reduce**: the most common treatment, reduce the risk by applying additional treatments until the risk becomes acceptable, realised, or redundant.
- **Accept:** some risks may be unavoidable in which case future actions should focus on minimising the impact to the College when the risk is realised.

Action will be taken as soon as possible, at all levels of the College as appropriate, to eliminate or reduce the risk.

STEP 6 – COMMUNICATION AND CONSULTATION

Communication of risk management activities and outcomes across the College is necessary to provide information for decision-making; improving risk management activities and understanding; and when identifying emerging threats.

STEP 7 – MONITORING AND REVIEW

Monitoring and review periods should be a planned part of the risk management process and should take place at intervals appropriate to the nature of the objective and the level of risk.

Appendix 3 – College Risk Register Template

Summary Strategic Risk Register – Board of Management Level

Detailed Strategic Risk Register – Committee and College Level

Appendix 4 - Risk Probability and Impact Scoring

Probability and Impact are each scored from 1 – 5 and are then combined to produce an overall risk score. Probability x Impact = Risk Score

Probability	Insignificant	Minor	Significant	Major	Extreme
Almost certain	5	10	15	20	25
Likely	4	8	12	16	20
Possible	3	6	9	12	15
Unlikely	2	4	6	8	10
Rare	1	2	3	4	5

Impact

The risk matrix below demonstrates how RAG classifications are applied based on the risk score:

RAG SCORE KEY	LEVEL OF RESPONSIBILITY
1-4	**VERY LOW RISK**
5-8	**LOW RISK** Very minimal concern or on Target - Under Management Control When Blue, controls and assurances are adequate/effective in proportion to the risk
9-14	**MODERATE RISK** Minimal concern or on Target - Under Management Control When Green, controls and assurances are adequate/effective in proportion to the risk
15-19	**MEDIUM RISK** At Risk or Late – Under Management Control When Amber, some areas of concern over the adequacy / effectiveness of the controls in place and assurances obtained in proportion to the risk
20-25	**HIGH RISK** At Risk or Late – Not Under Management Control – Action Required When Red, significant concerns over the adequacy/effectiveness of the controls in place and assurances obtained in proportion to the risk

Appendix 5 – Probability Assessment (Vertical)

Probability Score	Risk Assessment	
1	Rare (<5%)	This will probably never happen/recur
2	Unlikely (5% to 20%)	Do not expect it to happen/recur but it is possible
3	Possible (21% to 50%)	Might happen or recur occasionally
4	Likely (51% to 80%)	Will probably happen/recur but is not a persistent issue
5	Almost Certain (>80%)	Will undoubtedly happen/recur, possibly frequently

Appendix 6 - Impact Assessment (Horizontal)

Impact	Score	Example Definition
Insignificant	1	• Unable to deliver 0 to 5% of the college's agreed strategic targets/ EMT & SLT Intervention • Inconvenience to an individual or small group • Financial Implications<£10k. Little damage to assets • Litigation, claim or fine <£2k • Rumours/Potential for public concern/Local media unsubstantiated article • Short-term low staffing level that temporarily reduces service quality (<1 day) • Loss/interruption of < 1hour. Minimal or no impact on the Environment. Critical systems subject to minor incidents • Health and Safety impact could result in minor personal injury
Minor	2	• Unable to deliver 5 to 25% of the college's agreed strategic targets/Principal/Board Intervention • Disruption to an individual or small group • Financial Implications £10k to £100k/minor loss or damage to assets • Litigation, claim or fine £2k to £50k • Local media coverage/short term reduction in public confidence/ Elements of public expectations not being met • Low staffing level that reduces service quality • Loss/interruption of >8 Hours. Minor impact on Environment. Critical systems subject to a series of incidents • Health and Safety impact could result in minor injuries or short-term illness
Significant	3	• Unable to deliver 25% to 50% of the college's agreed strategic targets/SFC and other Agency Interventions • Disruption to a single curriculum area • Financial Implications £100k to £500k/significant loss of assets • Litigation, claim or fine £50k to £250k • Local media coverage/long-term reduction in public confidence • Late delivery of key objective/service due to lack of staff. Unsafe staffing level or competence (>1day). Low staff morale. Poor staff attendance for mandatory/key training • Loss/interruption of >1 day. Moderate impact on Environment. Critical systems subject to a prolonged series of incidents or unavailable for <1 day • Health and Safety impact could result in minor injuries or long-term illness
Major	4	• Unable to deliver over 50% of the college's agreed strategic targets/SFC and other Agency investigations • Significant disruption to multiple curriculum areas • Financial Implications £500k to £1m/major loss of assets

Impact	Score	Example Definition
		• Litigation, claim or fine £250k to £1m or custodial sentence imposed • National media coverage with <3 days service well below reasonable public expectation • Uncertain delivery of key objective/service due to lack of staff. Unsafe staffing level or competence (>5 days). Loss of key staff. Very low staff morale. No staff attendance for mandatory/key training • Loss/interruption of >1 week. Major impact on Environment. Critical systems subject to a prolonged series of incidents or unavailable for > 3 days • Health and Safety impact could result in extensive injuries or long-term illness
Extreme	5	• Unable to deliver over 50% of the college's agreed strategic targets/SFC and other Agency investigations/Potential legal action • Significant disruption to the whole student body • Financial Implications >£1m/complete loss of assets • Multiple civil or criminal actions. Litigation, claim or fine above £1m • National media coverage with >3 days service well below reasonable public expectation/Political concerns MSPs/MPs. Total loss of public confidence. Non-delivery of key objective/service due to lack of staff. • Ongoing unsafe staffing levels or competence. Loss of several key staff. No staff attending mandatory training/key training on an ongoing basis • Permanent loss of service or facility. Catastrophic impact on environment. Critical systems subject to a prolonged series of incidents or unavailable for > 7 days • Health and Safety impact could result in multiple loss of life or severe permanent disabilities

Appendix 7 – Equality Impact Assessment

Section 1:

Decision, Policy or Practice	Risk Management Policy and Procedure
Lead Manager	Alan Ritchie
Purpose of the Decision, Policy or Practice	This Policy is to document the overall approach to risk management within the College. This Policy covers several areas in relation to risk management and seeks to explain the following: • The College's underlying approach to risk management. • The role and responsibilities of the Board of Management and its sub-committees. • The roles and responsibilities of members of staff. • The key aspects of the risk management process. • The main reporting procedures. The Policy forms part of the College's internal control and corporate governance arrangements.
Who is affected by the Decision, Policy or Practice?	The Policy impacts the following groups within the College: • Board of Management members - Provides oversight of the College's risk framework / reviews strategic risk scoring and control measures. • Senior Leadership Team (Executive, Assistant Principals, Directors) - identifies and monitors top strategic and operational risks / maintains and reviews risk registers. • Heads of Department - Maintain operational risk registers / Identify and manage risks within their areas. • Internal Audit - assesses the effectiveness of control systems • All College Staff - Responsible for embedding good risk management practices / contribute to continuous improvement of risk awareness. • External Stakeholders - Receive summary versions of the Strategic Risk Register / may be impacted by reputational, compliance, or service delivery risks.

Consultation and evidence **What involvement and consultation has been done in relation to this decision, policy and practice?**	The development of the policy was supported by guidance from the internal audit team, best practice guidance for higher and further education institutions. Members of THE SLT had the opportunity to input and influence the Policy to ensure that it can be implemented across the College.

Section 2:

Does, or could, the decision, policy or practice have an adverse effect on people sharing the following protected characteristics? (Please tick relevant box)			
Protected Characteristic	**Yes**	**No**	**Unknown**
Age		√	
Disability		√	
Gender Reassignment		√	
Marriage or Civil Partnership		√	
Pregnancy and Maternity		√	
Race		√	
Religion or Belief		√	
Sex		√	
Sexual Orientation		√	
Additional considerations: Care-experienced, Carers, Veterans, and Estranged Students		√	
Details of the adverse effect and how this will be mitigated: None identified at this time. Processes are in place to monitor and review the impact of the Policy and as such, this should mitigate against any potential adverse impacts.			

Does, or could, the decision, policy or practice promote or advance equality of opportunity for people sharing the following protected characteristics? (Please tick relevant box)			
Protected Characteristic	**Yes**	**No**	**Unknown**
Age	√		
Disability	√		

Gender Reassignment	√		
Marriage or Civil Partnership	√		
Pregnancy or Maternity	√		
Race	√		
Religion or Belief	√		
Sex	√		
Sexual Orientation	√		
Additional considerations: Care-experienced, Carers, Veterans, and Estranged Students	√		

Policy will ensure that a risk-based approach is taken across the organisation so that potential risks can be identified, and appropriate protections considered whenever special category data and other high risk processing activities are planned.

The Policy will be supported by relevant staff learning and development opportunities.

In what way does, or could, the decision, policy or practice foster good relations between people who share a protected characteristic and those who do not?
The Policy is part of a wider College focus on assurance. The Policy will be applied consistently across the College and as such, will enable the College to meet its assurance obligations.

Section 3:

Following assessment, should the policy, practice or decision be taken?	Yes
If yes, outline key/priority action(s) being taken to mitigate impact(s)	
To mitigate future impacts, the following key/priority actions have or will be taken: • The Policy Owner will monitor changes to any legislative requirements and best practice relating to risk management development. • The Policy Owner will support College staff in completion of risk assessment documentation to ensure that accountability requirements are met. • The Policy Owner will continue to promote awareness and seek to develop staff knowledge and skills in relation to risk management and wider assurance obligations.	

Section 4:

Monitoring and review **Set out the arrangements for reviewing the impact of the policy, practice or decision once it has been implemented**
The Policy will be reviewed every two years (or sooner if there are relevant changes in assurance best practice.

Signed: EqIA Owner		5-8-2025
Signed: Approved by		
Equality and Inclusion Advisor (received)		

Ayrshire College *(Paper 15)*

Title of Meeting: Board of Management

Date: 25 September 2025

Title: **Strategic Risk Register**

Purpose: The paper presents to the Board of Management:
a) An update of the strategic risks faced by the College following a review by the College Management Team and consideration by the Boards' Committees.
b) The Strategic Risk Register for review and approval.

Recommendation: Members are requested to:
a) Consider the proposed amendments to the Strategic Risk Register.
b) Approve the Strategic Risk Register.

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1 Executive Summary

The Strategic Risk Register was presented to members of the Audit and Risk Committee at the meeting held on 16 September 2025, where it was recommended to the Board of Management for consideration and approval

Members of the Board of Management are requested to review the updates to the College's Strategic Risk Register as of September 2025, reflecting a management team review and approval process.

The register highlights the introduction of new risks and changes in existing risk scores, aiming to maintain alignment with the College's strategic objectives.

New AI Framework Risk: A new risk concerning the absence of a clearly defined AI Framework was added, emphasizing potential failures in delivering AI benefits due to knowledge gaps and misalignment with strategic goals. This risk is owned by the Vice Principal of Finance and Infrastructure with a residual risk score of 12.

Emerging Risks Monitored: Several emerging risks were reviewed, including the UK Supreme Court ruling on gender definitions, cost of living crisis, equality and diversity, student engagement, commercial income targets, mental health and wellbeing, and regulatory compliance. None were deemed to currently impact strategic objectives significantly.

Governance and Review Process: The College has embedded strategic risk management into its operations, with reviews conducted by the Senior Leadership Team in August and scheduled full reviews with the College Management Team in October.

The updated Strategic Risk Register is prepared for approval by the Board of Management.

2 Associated Risks

There are no further risks to consider outside of the content of this paper.

3 Equality and Diversity Impact Assessment

The content of this paper does not require an EDIA to be undertaken.

4 Publication

This paper will not be published on the College website. The Strategic Risk Register will be published once approved by the Board of Management at its next meeting.

Alan Ritchie
Vice Principal, Finance and Infrastructure
25 September 2025

1 Background

1.1. The College has embedded the management of strategic risk into its operations. A review of the register was carried out by the Senior Leadership Team in August and a full review of the register is due to be conducted with the College Management Team in October.

2 Strategic Risk Register

2.1. The Strategic Risk Register can be found at **Appendix 1.**

2.2. The SLT have reviewed and updated the risk register including the controls and mitigating actions.

2.3. This report outlines the key changes between the Strategic Risk Registers from May 2025 and August 2025, highlighting newly added risks, removed risks and changes in scoring or movement for existing risks.

3 Management Team Considerations

a) Newly Added Risks

3.1. Following previous discussions, the risk noted below has been added to the register:

AI Framework Risk

Description: Risk that without a clearly defined AI Framework, AI solutions may fail to deliver anticipated benefits due to knowledge gaps and misalignment with strategic objectives.

Owner: Vice Principal Finance and Infrastructure

Residual Risk Score: 12

Risk Appetite: Open

Movement: ↑ (newly introduced)

b) Emerging Risks

3.2. The following risks were reviewed as potential emerging risks with none of them being considered as impacting on the achievement of the College strategic objectives:

- UK Supreme Court Ruling April 2025 on gender

  The College continues to monitor the outcome of the above ruling and whilst it is not considered as a strategic risk at this time, the management team have noted the following:

  Risk Description
  There is a risk that the College fails to comply with updated legal definitions of sex and gender following the UK Supreme Court ruling. This could lead to adverse impacts on internal culture and external reputation.

  The risk may arise due to:
  - Delays in updating policies and procedures.
  - Lack of staff awareness or training
  - Conflicting expectations from stakeholders and regulators

  Consequences
  - Legal exposure and potential non-compliance with the Equality Act.
  - Reputational damage among students, staff, and external partners.
  - Reduced engagement and morale among staff and students, particularly those affected by gender-related policies.

  The consequences of the ruling will require to be considered as more guidance is made available to both employers and other duty-bearers.

- Cost of Living crisis – whilst this is still relevant the impact on the ability of the College to achieve its strategic objectives is felt to be minimal.

- Equality and Diversity – given the positive work undertaken in this area it is felt that this risk is minimised.

- Engagement with Students – the positive interactions that the College continues to have with the student body means this is not seen as a strategic risk.

- Commercial Income Targets – the review of organisational structures and pressure from external competitors may require this risk to be reevaluated.

- Mental Health and Wellbeing – the College has prioritised addressing the challenges faced under this risk heading and therefore it is not considered as a strategic risk.

- Regulatory and Legal Compliance – the College does not believe that outside of the CDEL/RDEL matter already discussed there are any further strategic risks in this area given the positive external reports on compliance and assurance.

Changes in Risk Scores or Movement

3.3. The following risks were amended following the May 2025 register review and a summary table is presented below:

Risk	May Score	Aug Score	May Movement	Aug Movement
Financial Sustainability	20	25	↑	→
Job Evaluation	20	15	↓	→
Investing in College Infrastructure	16	9	↓	→

3.4. All other risks remained consistent in both description and scoring:

- Cybersecurity
- Climate Change
- Curriculum Offer
- Recruitment and Retention of Staff
- People and Culture

4 Conclusion

4.1. The August 2025 Strategic Risk Register reflects a more focused set of strategic risks, with the introduction of AI governance. Notably, financial sustainability has increased in severity, while infrastructure and job evaluation risks have stabilized.

4.2. The SLT considered the list of emerging risks did not see any of the emerging risks as warranting inclusion in the College Strategic Risk Register.

Ayrshire College Strategic Risk Register

Overall Risk Rating

Probability	Insignificant	Minor	Significant	Major	Extreme
Almost certain	5	10	15	20	25
Likely	4	8	12	16	20
Possible	3	6	9	12	15
Unlikely	2	4	6	8	10
Rare	1	2	3	4	5

Impact

Detailed Description of Risks

The risk matrix below demonstrates how RAG classifications are applied based on the risk score:

RAG SCORE KEY	LEVEL OF RESPONSIBILITY
1-4	**VERY LOW RISK**
5-8	**LOW RISK** Very minimal concern or on Target - Under Management Control When Blue, controls and assurances are adequate/effective in proportion to the risk
9-14	**MODERATE RISK** Minimal concern or on Target - Under Management Control When Green, controls and assurances are adequate/effective in proportion to the risk
15-19	**MEDIUM RISK** At Risk or Late – Under Management Control When Amber, some areas of concern over the adequacy / effectiveness of the controls in place and assurances obtained in proportion to the risk
20-25	**HIGH RISK** At Risk or Late – Not Under Management Control – Action Required When Red, significant concerns over the adequacy/effectiveness of the controls in place and assurances obtained in proportion to the risk

Risk Appetite Statement

	0 NONE Avoidance of risk is a key organisational objective.	1 MINIMAL Preference for very safe delivery options that have a low degree of inherent risk and only a limited reward potential.	2 CAUTIOUS Preference for safe delivery options that have a low degree of residual risk and only a limited reward potential.	3 OPEN	4 SEEK Eager to be innovative and to choose options offering higher business rewards (despite greater inherent risk).	5 SIGNIFICANT Confident in setting high levels of risk appetite because controls, forward scanning and responsive systems are robust.
FINANCIAL How will we use our resources?	We have no appetite for decisions or actions that may result in financial loss.	We are only willing to accept the possibility of very limited financial risk.	We are prepared to accept the possibility of limited financial risk. However, VFM is our primary concern.	We are prepared to accept some financial risk if appropriate controls are in place. We have a holistic understanding of VFM with price not the overriding factor.	We will invest for the best possible return and accept the possibility of increased financial risk.	We will consistently invest for the best possible return for stakeholders, recognising that the potential for substantial gain outweighs inherent risks.
REGULATORY How will we be perceived by our regulator?	We have no appetite for decisions that may compromise compliance with statutory, regulatory of policy requirements.	We will avoid any decisions that may result in heightened regulatory challenge unless essential.	We are prepared to accept the possibility of limited regulatory challenge. We would seek to understand where similar actions had been successful elsewhere before taking any decision.	We are prepared to accept the possibility of some regulatory challenge as long as we can be reasonably confident, we would be able to challenge this successfully.	We are willing to take decisions that will likely result in regulatory intervention if we can justify these and where the potential benefits outweigh the risks.	We are comfortable challenging regulatory practice. We have a significant appetite for challenging the status quo to improve outcomes for stakeholders.
REPUTATIONAL How will we be perceived by the public and our partners?	We have no appetite for decisions that could lead to additional scrutiny or attention on the organisation.	Our appetite for risk taking is limited to those events where there is no chance of significant repercussions.	We are prepared to accept the possibility of limited reputational risk if appropriate controls are in place to limit any fallout.	We are prepared to accept the possibility of some reputational risk if there is the potential for improved outcomes for our stakeholders.	We are willing to take decisions that are likely to bring scrutiny of the organisation. We outwardly promote new ideas and innovations where potential benefits outweigh the risks.	We are comfortable to take decisions that may expose the organisation to significant scrutiny or criticism as long as there is a commensurate opportunity for improved outcomes for our stakeholders.
QUALITY How will we deliver safe services?	We have no appetite for decisions that may have an uncertain impact on quality outcomes.	We will avoid anything that may impact on quality outcomes unless essential. We will avoid innovation unless established and proven to be effective in a variety of settings.	Our preference is for risk avoidance. However, if necessary, we will take decisions on quality where there is a low degree of inherent risk and the possibility of improved outcomes, and appropriate controls are in place.	We are prepared to accept the possibility of a short-term impact on quality outcomes with potential for longer-term rewards. We support innovation.	We will pursue innovation wherever appropriate. We are willing to take decisions on quality where there may be higher inherent risks but the potential for significant longer-term gains.	We seek to lead the way and will prioritize new innovations, even in emerging fields. We consistently challenge current working practices to drive quality improvement.
PEOPLE How will we be perceived by the public and our partners?	We have no appetite for decisions that could have a negative impact on our workforce development, recruitment and retention. Sustainability is our primary interest.	We will avoid all risks relating to our workforce unless essential. Innovative approaches to workforce recruitment and retention are not a priority and will only be adopted if established and proven to be effective elsewhere	We are prepared to take limited risks with regards to our workforce. Where attempting to innovate, we would seek to understand where similar actions had been successful elsewhere before taking any decision.	We are prepared to accept the possibility of some workforce risk, as a direct result from innovation if there is the potential for improved recruitment and retention, and developmental opportunities for staff.	We will pursue workforce innovation. We are willing to take risks which may have implications for our workforce but could improve the skills and capabilities of our staff. We recognize that innovation is likely to be disruptive in the short term but with the possibility of long-term gains.	We seek to lead the way in terms of workforce innovation. We accept that innovation can be disruptive and are happy to use it as a catalyst to drive a positive change.

The College recognises that its appetite for risk varies according to the activity undertaken, and that its acceptance of risk is subject always to ensuring that potential benefits and risks are fully understood before developments are authorised, and that sensible measures to mitigate risk are established.

In terms of priorities, the need to avoid financial, regulatory and reputational risk will take priority over other factors e.g. it will be acceptable to undertake risks in development activities providing they do not expose the College to undue financial, regulatory and reputational risk. Similarly, the College is open to innovation in education and student experience if this supports and enhances its reputation and does not expose it to undue finance or regulatory risks. A balanced assessment must be taken of risks – in many cases there are risks attached to both doing something and doing nothing

The College's appetite for risk across its activities is provided in the following statements:

1) **FINANCIAL** – The College aims to maintain its long-term financial sustainability and its overall financial strength. Whilst targets for financial achievement will be challenging the College has a minimal appetite for risk that puts in peril the long-term sustainability of the College.

2) **REGULATORY**– The College places great importance on governance, and has no appetite for any breaches in statute, regulation, professional standards, bribery or fraud. It wishes to maintain accreditations related to courses or standards of operation, and has no appetite for risk relating to actions that may put accreditations in jeopardy

3) **REPUTATIONAL** – It is regarded as critical that the College preserves its high reputation. The College therefore has a cautious appetite for risk in the conduct of any of its activities that puts its reputation in jeopardy, could lead to undue adverse publicity, or could lead to loss of confidence by the political establishment and funders of its activities.

The above statements take priority over the statements of areas of risk appetite below.

4) **QULAITY**– The College wishes to stimulate students to develop a wish to engage in lifelong learning, encourage an independent attitude and an aspiration to achieve success. It recognises that this should involve an increased degree of risk in developing education and the student experience and is comfortable in accepting this risk subject always to ensuring that potential benefits and risks are fully understood before developments are authorised and that sensible measures to mitigate risk are established.

5) **PEOPLE** – The College aims to value, support, develop and utilise the full potential of our staff to make the College a stimulating and safe place to work. It places importance on a culture of equality and diversity, dignity and respect, collegiality, annual reviews, the development of staff, and the health and safety of staff, students and visitors. It has a cautious appetite for any deviation from its standards in these areas.

Ayrshire College (*Paper 16)*

Title of Meeting: Board of Management

Date: 25 September 2025

Title: Committee Chair's Report - Learning Teaching and Quality Committee Meeting, 04 September 2025.

Purpose: To Inform, update, and alert the Board to any areas of escalation raised at Board Committee level.

Recommendation: The Board is asked to receive and note the report and review any areas escalated by the Committee to the Board.

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1. Executive Summary

To provide the Board with a summary of significant items considered by the Learning Teaching and Quality Committee (LTQC) meeting in advance of the approved minutes being submitted to the Board in December 2025.

The LTQC Chair requests the Board to note:

- The new LTQC membership including a new Vice Chair & a new Co-opted member.
- The very positive report regarding the continued work of the Student Association including The Nexus Virtual Reality Platform being launched during Freshers Week events this month.
- Indicative Ayrshire College AY 2024-25 KPIs show a notable improvement in retention and attainment across FE full-time, FE part-time and HE full-time programmes.
- The excellent groundwork that the Business Engagement & Innovation team undertook over the last year is starting to show dividends with some large initial commercial contracts planned for the coming year.

2. Strategic Objectives

This paper supports our Strategic Ambition through helping fulfil our strategic objectives to deliver outstanding experiences, to be the partner of choice and to play a key role in enabling the future.

This is demonstrated by the review of the Committee annual Workplans, Terms of Reference and Membership, along with the agenda items as described within this quarterly update report.

3. Associated Risks

There is a risk that the Committee could fail to demonstrate that it was fulfilling the requirements of its Terms of Reference because it has not updated the Board of Management, resulting in a failure to evidence compliance with governing legislation and regulation, and the Board's governance requirements.

4. Equality and Diversity Impact Assessment

An impact assessment is not applicable given the subject of this paper.

5. Publication

This paper will be published on the College website.

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6. Background

A meeting of the Learning Teaching and Quality Committee Meeting took place on 28 May 2025.

7. Current Situation

The Committee considered, noted, or approved the following:

Student Association Report Q1
Main activities were highlighted from the report, with verbal updates on activities since the report submission. The Committee welcomed the demonstration of the Student Association Virtual Reality Platform, The Nexus.

2025-26 Committee Terms of Reference & Work Plan
The Committee recommended the revised Terms of Reference and Workplan to the Board of Management subject to minor amendments.

2024-25 Interim Ayrshire College Performance Indicator Report
The Committee were provided with background information and technical guidance on learning and teaching performance indicators, plus information on the College's interim AY 2024-25 performance indicators. Curriculum teams will continue to analyse KPI data as part of their team evaluation activities throughout the academic year, using the information to inform course planning, design, delivery and the development of Team Operating & Enhancement Plans.

2023-24 College Sector KPI Benchmarking Report
The Committee were provided with an update on the college Sector Student Outcomes report for 2023-24. The Committee noted the direct correlation between higher participation levels in industrial action (such as at Ayrshire College) and a decrease in student outcomes in full-time courses. Three subject groupings (Computing and ICT, Social Subjects, and Science) performed below both the Ayrshire College and overall college sector averages. Ayrshire College was 2nd in the Sector in terms of supporting care experienced learners to achieve successful outcomes. College sector benchmarking information for 2024-25 will be brought to the Committee for further discussion and analysis, following publication of the college sector KPIs by the SFC.

DRAFT 2025-26 Self Evaluation Report and Action Plan
The Committee reviewed the DRAFT 2025-26 Self Evaluation Report and Action Plan and recommended approval to the Board. The final version will be brought back to LTQC on 27 November.

2024-25 External Verification Report
The Committee were informed of the overall results of external verification activity during AY 2025-26. In 2024-25, the College hosted 42 External Verification visits for a number of Awarding Bodies and submitted materials to the SQA for 2 central Quality Assurance activities. This was a decrease of 22 external verification activities from 2023-24 which reflects Ayrshire College's continuing low risk status.

Performance Dashboard
The Committee were provided with a demonstration of the Performance Dashboard particularly for the benefit of new Committee members and attendees, plus received an update and overview of performance information.

Employer Engagement and Innovation Report
The Committee were advised on the AY 2024-25 position of Employer Engagement and Innovation provision. A review of Employer Engagement and Innovation for the full academic year indicates a positive overall financial position which is over target. Modern Apprentice starts are showing continued strength in 2024-25 with significant growth experienced since 2020, with the majority of the growth seen in high value, multi-year apprenticeships such as engineering. The excellent groundwork that the Business Engagement & Innovation team undertook over the last year is starting to show dividends with some large initial commercial contracts planned for the coming year.

Strategic Risk Register
The Committee were provided with an update of the strategic risks faced by the College following a review by the College Management Team. The Committee reviewed and recommended the Strategic Risk Register for consideration and approval to the Board.

8. Proposal

The Board is asked to receive and note the report and review any areas escalated by the Committee to the Board.

9. Resource Implications

No further resource implications require to be noted.

10. Consultation

Chair & Board Governance Adviser.

11. Conclusion

The full Learning Teaching and Quality Committee meeting minutes will be brought to the next Board of Management meeting for information following their approval at the next Learning Teaching and Quality Committee meeting.

Alison Sutherland
Chair, Learning Teaching and Quality Committee
25 September 2025

Ayrshire College (*Paper 17)*

Title of Meeting: Board of Management

Date: 25 September 2025

Title: Committee Chair's Report – Business, Resources & Infrastructure Committee Meeting, 09 September 2025.

Purpose: To Inform, update and alert the Board of Management to any areas of escalation raised at Board Committee level.

Recommendation: The Board is asked to receive and note the report and review any areas escalated by the Committee to the Board.

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1. Executive Summary

To provide the Board of Management with a summary of significant items considered by the Business, Resources & Infrastructure Committee meeting in advance of the approved minutes being submitted to the next Board meeting in December 2025.

The Chair requests the Board to note:

- The increased focus on People & Culture on the agenda
- Updated membership including a new Vice Chair & new members
- The Committee expressed concern, as trustees of the Board of Management, on the strategic financial sustainability risks faced by the College and noted the actions planned by the College to address the 2026-27 financial deficit.
- The committee understood the financial position for 2025/26 was stable and that external factors would cause degradation thereafter resulting in sustainability concerns.

2. Strategic Objectives

This paper supports our Strategic Ambition through helping fulfil our strategic objectives to deliver outstanding experiences, to be the partner of choice and to play a key role in enabling the future.

This is demonstrated by the review of the Committee annual Workplans, Terms of Reference and Membership, along with the agenda items as described within this quarterly update report.

3. Associated Risks

There is a risk that the Committee could fail to demonstrate that it was fulfilling the requirements of its Terms of Reference because it has not updated the Board of Management, resulting in a failure to evidence compliance with

governing legislation and regulation, and the Board's governance requirements.

4. Equality and Diversity Impact Assessment

An impact assessment is not applicable given the subject of this paper.

5. Publication

This paper will be published on the College website.

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1. Background

The Business, Resources & Infrastructure Committee Meeting took place on 09 September 2025.

2. Current Situation

The Committee considered, noted or approved the following:

2025-26 Terms of Reference (ToR) & Workplan
The Committee recommended the revised 2025-26 Terms of Reference and Workplan to the Board of Management for approval subject to minor amendments.

Final IiP Review Outcomes
The Committee were presented with the analysis of the IiP review outcomes, noting the increased response rates, and the recommendations being taken forward.

Human Resources and Health, Safety and Wellbeing Update Report (May 2025 to July 2025)
The Committee were provided with an overview of the Human Resources and Health, Safety and Wellbeing activities during the reporting period.

Voluntary Severance Scheme (2025-2028)
The Committee recommended to the Board the Voluntary Severance Scheme, which had been updated to take account of the College's circumstances, financial drivers and Scottish Funding Council (SFC) guidance and in-line with sector benchmarking.

Digital Update Report
The Committee were provided with an overview of the strategic direction, key achievements, operational improvements and priorities that underpin the College's digital transformation and risk management agenda.

Procurement Framework
The Committee received a summary of the Colleges Procurement Framework 2025-28, which sets out the College's strategic direction and objectives in terms of procurement and recommended the Procurement Framework to the Board of Management for approval.

Management Accounts as at 31 July 2025
The Committee were provided with a summary of the College's financial position with an outline of the key variances. The Committee reviewed and recommended the Management Accounts as of 31 July 2025 to the Board of Management for approval.

SFC Financial Forecast Return (FFR)
The Committee were provided with a comprehensive overview of the College's medium-term financial health and planning, with the goal of ensuring financial sustainability in line with the SFC Financial Memorandum requirements. The

Committee expressed concern, as trustees of the Board of Management, on the strategic financial sustainability risks faced by the College and noted the actions planned by the College to address the 2026-27 financial deficit.

SAI Operations Update
The Committee were provided with an overview of the strategic purpose, financial business case, operational setup and governance of SAI Aerospace Training Ltd. The progress made in establishing the subsidiary company was also highlighted and the future strategic objectives were outlined.

Strategic Risk Register
The Committee reviewed and approved the Strategic Risk Register for consideration and approval to the Board of Management.

3 Proposal

The Board is asked to receive and note the report and review any areas escalated by the Committee to the Board.

4 Resource Implications

No further resource implications require to be noted.

5 Consultation

Chair BRIC, Vice Chair BRIC, Board Governance Adviser.

6 Conclusion

The full Business, Resources & Infrastructure Committee meeting minutes will be brought to the next Board of Management meeting for information following their approval at the next Business, Resources & Infrastructure Committee meeting.

Matthew Wilson
Chair, Business, Resources & Infrastructure Committee
25 September 2025

Ayrshire College *(Paper 18)*

Title of Meeting: Board of Management

Date: 25 September 2025

Title: Committee Chair's Report - Audit and Risk Committee Meeting, 16 September 2025.

Purpose: To Inform, update and alert the Board to any areas of escalation raised at Board Committee level.

Recommendation: The Board is asked to receive and note the report and review any areas escalated by the Committee to the Board.

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1. Executive Summary

To provide the Board with a summary of significant items considered by the Audit and Risk Committee meeting in advance of the approved minutes being submitted to the next Board meeting in December 2025.

The Chair requests the Board to note:

- The new membership including a new Vice Chair & new members.
- The strategic financial sustainability risks faced by the College and the potential opportunities for consideration.

2. Strategic Objectives

This paper supports our Strategic Ambition through helping fulfil our strategic objectives to deliver outstanding experiences, to be the partner of choice and to play a key role in enabling the future.

This is demonstrated by the review of the Committee annual Workplans, Terms of Reference and Membership, along with the agenda items as described within this quarterly update report.

3. Associated Risks

There is a risk that the Committee could fail to demonstrate that it was fulfilling the requirements of its Terms of Reference because it has not updated the Board of Management, resulting in a failure to evidence compliance with governing legislation and regulation, and the Board's governance requirements.

4. Equality and Diversity Impact Assessment

An impact assessment is not applicable given the subject of this paper.

5. Publication

This paper will be published on the College website.

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1. Background

A meeting of the Audit and Risk Committee Meeting took place on 16 September 2025.

2. Current Situation

The Committee considered, noted or approved the following:

- **2024-25 External Audit Progress Report**
  The Committee received a progress update on the three related financial statements audit assignments and the SFC Estate Maintenance Funding (CDEL / RDEL) sector wide issue.

- **Committee Terms of Reference and 2025-26 Workplan**
  The Committee reviewed and recommended for approval to the Board of Management the proposed updates to the Committee Terms of Reference subject to minor amendments, and the associated annual workplan revisions.

- **2025-26 Internal Audit Plan**
  The Committee reviewed and approved the final 2025-26 Internal Audit Plan following the review undertaken at the June Committee meeting.

- **Digital Infrastructure Annual Report**
  The Committee was provided with the 2024-25 Annual Report containing an overview of the strategic direction, key achievements, operational improvements and priorities for 2025-26 that underpin the College's digital transformation and risk management agenda.

- **Assurance Mapping Update**
  The Committee received a verbal update on the progress on assurance mapping, and look forward to reviewing the first draft at the next meeting.

- **Risk Management Policy Review**
  The Committee received a summary of the work undertaken to review the Risk Management Policy and Procedure, and the suggested amendments to the policy. The Committee reviewed and recommended the Risk Management Policy for approval to the Board of Management**.**

- **Strategic Risk Register**
  The Committee reviewed and approved the updated Strategic Risk Register for consideration and approval to the Board**.**

3. Proposal

The Board is asked to receive and note the report and review any areas escalated by the Committee to the Board.

4. Resource Implications

No further resource implications require to be noted.

5. Consultation

Chair & Vice Chair ARC, Board Governance Adviser.

6. Conclusion

The full Audit and Risk Committee meeting minutes will be brought to the next Board of Management meeting for information following their approval at the next Audit and Risk Committee meeting.

Jane Grant
Chair, Audit and Risk Committee
25 September 2025

Minute of the Learning, Teaching and Quality Committee Meeting
Held by Hybrid Attendance at Kilwinning Campus and via Microsoft Teams
Thursday 29 May 2025

Present:

Alison Sutherland	Chair LTQC
Jason Currie	Non-Executive Board Member
Jane Grant	Non-Executive Board Member
Gillian Longmuir	Non-Executive Board Member
Michael Ross	Non-Executive Board Member
Iain Shearer	Non-Executive Board Member
Chris Boyce	Elected Member, EIS/FELA
Lisa Keggans	Elected Member, Support Staff
Darcie Hamilton	Elected Member, Student President
Connor Skipsey	Elected Member, Student Vice President
Janette Steel	Elected Member, Curriculum Staff.
Angela Cox	Principal, Ex-officio

In attendance:

Anne Campbell	Vice Principal, Skills and Enterprise
David Davidson	Vice Principal, People, Performance and Transformation
Jennifer Anderson	Assistant Principal, Skills and Innovation
Ann Heron	Head of Quality Enhancement (left after Item 4)
Gavin Murray	Assistant Principal, Skills and Innovation
Alistair Rodgers	Director of Enterprise Development
Doreen Wales	Assistant Principal, Student Experience & Quality Enhancement
Hilary Denholm	Board Governance Advisor
Katelyn Kilbride	Executive Assistant (Minutes)

1. Welcome and Declarations of Interest

Alison Sutherland, Chair of the LTQC, welcomed everyone to the meeting, including Ann Heron, Head of Quality Enhancement, who is giving a presentation at Item 4.

There were no Declarations of Interest presented.

The meeting was confirmed as quorate.

2. Apologies

Apologies were received from Sharon Morrow, Vice Chair LTQC and Alan Ritchie, Vice Principal, Finance and Infrastructure.

3. Minutes of the previous meeting held on 06 March 2025 *(Paper 1) (C/P)*

The minutes of the meeting held on 06 March 2025 were approved as a correct record.

Proposed: Connor Skipsey **Seconded**: Angela Cox

3.1 Action Tracker *(Paper 1a)*

The Committee noted that there were no outstanding actions.

4. Learning & Teaching Academy (Presentation) (P)

Ann Heron, Head of Quality Enhancement, Colleen Porte and Fraser Doyle gave a detailed presentation on the Learning & Teaching Academy. It was agreed that the presentation will be circulated to members.

Ann Heron, Colleen Porte & Fraser Doyle left the meeting

5. Student Association Report Q4 (Paper 2) (P)

D Hamilton and C Skipsey highlighted the main activities from the report and verbally updated the Committee on activities since the report submission.

The Committee noted:

- The Student Association continues to plan and delivery campaigns such as Neurodiversity Celebration Week which included limited edition wristbands and raised awareness of neurodiversity and supportive services.

- The Pathways of Hope campaign also took place in March which involved speaking to students, a mental health resource pack and wellbeing walks.
- Planning is underway for the upcoming Deaf Awareness week on 5th – 11th May and Mental Health Awareness Week on 12th – 18th May.

- The Brighten our Campus project is progressing and the daffodils which were planted are starting to grow.

- A live demonstration of the NEXUS virtual reality platform was delivered to SLT to provide the opportunity to explore the virtual space.

- The colour of the Ayrshire College Official Flower has been voted on and the chosen colour is Blue Columbine. A short life working group including horticulture lecturers and students has been created to progress with planting.

- It was also highlighted that Darcie Hamilton and Connor Skipsey have been re-elected for AY 2025-26.

The Committee welcomed the report and noted informative updates. Members noted the report as presented.

6. 2024-25 SFC Student Satisfaction and Engagement Survey (Paper 3) (P)

D Wales provided an overview of the 2024-25 SFC Student Satisfaction and Engagement Survey which was open from March 2024 to April 2025. The following points were highlighted.

The Committee noted:

- The overall response rate has reduced by 300 students however the response rate percentage hasn't yet been calculated in relation to eligible students and modes of delivery.

- The satisfaction rate remains the same as AY 2023-24.

- 11 of 13 statements have recorded an increase in satisfaction.

- An impressive 27% increase for the Student Association question.

The Committee welcomed the report and noted the content as presented.

7. 2023-24 SFC Student Satisfaction and Engagement College Sector Benchmarking Report (Paper 4) (P)

D Wales presented the 2023-24 SFC Student Satisfaction and Engagement Sector Benchmarking Report which outlines the College sector averages from AY 2023-24.

The Committee noted:

- For FEFT, the satisfaction rate was 96.8% (a 1.8% increase from the previous year) against the sector average of 94.4%.

- Ayrshire College's satisfaction rate for HEFT was 95.7% (a 0.6% increase from the previous year) against a sector average of 88.2%.

- For FEFT, the response rate was 51.1% (a 4.1% increase from the previous year) against the sector average of 57%. The College target response rate of 50% was exceeded for the first time.

10.Student Support Funds *(Paper 6) (P)*

A Ritchie introduced the Student Support Funds paper and provided an update on the 2024-25 financial position and risks.

The Committee noted:

There are no issues with overall funds and risks have been minimised at this time.

- AY25-26 student support funds remain unchanged, the amount received will not change however the cost of living and inflation will present challenges for students.
- The online Funding and Application system is being developed and progressing well.

The Committee welcomed the paper and updates, noting the report as presented.

12. AOB

No other business noted.

Date of Next Meeting: Thursday 04 September at 4.00pm at Kilmarnock Campus.

(*C/P) Confirmed minutes will be published on College Website;*
(P) – Paper will be published on the College Website;
(R) – Paper is reserved, because it contains data or information of a personal nature, which is restricted by legislation, or because it contains commercially sensitive information, and will not be published on the College Website

RESERVED ITEMS ON THE NEXT PAGE (Not published on website)

Minute of the Business, Resources and Infrastructure Committee
Hybrid meeting held at Kilmarnock Campus and via Microsoft Teams on Tuesday 3 June 2025

Present:

Matthew Wilson	Chair
Michael Ross	Vice Chair
Tracey Dalling	Non-Executive Board Member
Angela Cox	Principal, Ex-Officio
Lisa Keggans	Elected Member, Service/Support Staff
Darcie Hamilton	Elected Student President
Janette Steel	Elected Member, Curriculum

In attendance:

Anne Campbell	Vice Principal – Skills and Enterprise
David Davidson	Vice Principal – People, Performance and Transformation
Alan Ritchie	Vice Principal – Finance and Infrastructure
Gillian Brown	Strategic People Partner
Martin Hammond	Head of Health, Safety and Wellbeing
Brad Johnstone	Director of Digital Infrastructure
Alistair Rodgers	Director of Enterprise Development
Liz Walker	Chief Financial Controller
Hilary Denholm	Board Governance Advisor
June Northcote	Executive Assistant (Minutes)

1. Welcome and Declarations of Interest

The Chair welcomed everyone to the meeting.

The meeting was confirmed as quorate.

There were no declarations of interest.

2. Apologies

Apologies were received from Barry Morton.

3. Minutes of the Previous Meeting held on 11 March 2025 *(Paper 1) (P)*

The minute was approved as an accurate account.

Proposed:	**Seconded:**
Michael Ross	Tracey Dalling

Action & Decision Log *(Paper 1a) (P)*

The Committee noted all previous decisions and completed actions.

4. Matters Arising

There were no matters arising out with those detailed on the meeting agenda.

6. 2024-25 Financial Governance Compliance Report (Paper 3) (P)

L Walker introduced Paper 3.

The Committee noted:

- The report is to provide assurance to the Committee that the College is operating in compliance with the Scottish Funding Council Financial Memorandum and the Scottish Public Finance Manual.
- Based on this evidence the College was content to sign the annual SFC Assurance Certificate.
- Based on this assurance, the Board of Management can therefore look to sign off the year-end governance statement as part of the annual Financial Statements.

The Committee noted the report as presented.

13. AOB

No other items of business were noted.

Date of Next Meeting: Tuesday, 9 September 2025 at 4.00 pm held in the Boardroom on Kilmarnock campus and available to join remotely via MS Teams.

(*C/P*) *Confirmed minutes will be published on College Website;*
(P) Paper will be published on the College Website;
(R) Paper is reserved, because it contains data or information of a personal nature, which is restricted by legislation, or because it contains commercially sensitive information, and will not be published on the College Website.

RESERVED ITEMS ON THE NEXT PAGE (Not published on website)

Minute of the Audit and Risk Committee
Held by Hybrid Attendance at Kilmarnock Campus
Thursday 10 June 2025

Present:

Sharon Morrow	Chair
Jane Grant	Vice – Chair
Gillian Longmuir	Non-Executive Board Member
Chris Boyce	Elected EIS-FELA Staff Member

In attendance:

David Davidson	Vice Principal, People, Performance & Transformation (to item 13)
Hilary Denholm	Board Governance Advisor & Minutes
Alan Ritchie	Vice Principal, Finance & Infrastructure
Liz Walker	Chief Financial Controller
Stephen Pringle	Wbg – Internal Auditors
Andy Reid	Azets – External Auditors

1. Welcome and Declarations of Interest

The Chair, Sharon Morrow, welcomed all present to the meeting.

There were no Declarations of Interest presented.

The meeting was confirmed as quorate.

2. Apologies

Apologies were received from Jason Currie, Non-Executive Board Member and Anne Campbell, Vice Principal, Skills and Enterprise.

The Chair, on behalf of the Committee, formally noted thanks and acknowledgement of Anne's input and hard work in support of the Audit & Risk Committee.

3. Minutes of the Previous Meeting held on 18 March 2025 *(Paper 1)* C/P

The minutes were approved as a correct record.

Proposed: Gillian Longmuir **Seconded: Jane Grant**
ARC Action & Decision Tracker *(Paper 1A) (P)*

The Committee noted all previous decisions and actions were completed.

4. Matters Arising

There were no other outstanding matters arising from the minutes.

6. 2024-25 Fraud Risk Assessment *(Paper 3) (P)*

A Ritchie introduced this report which presented the Audit and Risk Committee with a summary of the College 2024-25 Fraud Risk Assessment.

In addition, L Walker highlighted that no fraud had been identified following the National Fraud Initiative exercise which takes place every second year, involving the College purchase ledger and payroll data.

The Audit and Risk Committee were requested to consider and note the contents of the paper.

The Committee noted:

- the importance of identifying and mitigating fraud risks to protect the College's assets and integrity.
- the College conducts a thorough fraud risk assessment to identify, evaluate, and mitigate risks. This includes analysing internal and external factors, using historical data and implementing controls to address high-priority risks.
- the assessment is annually updated, and the College maintains comprehensive records of identified risks and mitigation actions, ensuring transparency with senior management and stakeholders.
- the highest risks identified include "Theft by Cyberfraud" and "Bribery of Officials."
- the College considers that it has taken all reasonable steps to address the risk of fraud, noting that no system of controls can fully prevent fraud where there is collusion involved.

Discussion took place around fraud in the sector, how college staff could raise matters of concern and how they are encouraged via The Ayrshire Way to report even low-level concerns.

7. Internal Audit:

7i. Internal Audit Report - IT Systems Administration Paper 4 (P)

S Pringle presented the overview of the internal audit review of IT Systems Administration. The review assessed:

- Governance and control policies over IT systems.
- Access control mechanisms for information systems.
- IT Department structure and resourcing.
- Policies for starters, movers, and leavers.

The Committee noted:

- The audit provided a **strong level of assurance** over the College's IT systems administration, policies, procedures and controls.
- No high, medium, or low priority recommendations were raised.
- One observation was noted, highlighting the robustness of current arrangements and 8 areas of good practice identified.

7ii. Internal Audit Report - Overall Financial Controls Paper 5 (P)

S Pringle presented an overview of the internal audit review of Overall Financial Controls. The Audit and Risk Committee were requested to consider and note the report.

The review aimed to assess whether:

- Efficient and effective procedures and controls are in place for key finance processes.
- Adequate segregation of duties exists.
- There is sufficient management oversight of finance processes.

The Committee noted:

- The audit provided a **strong level of assurance** over the College's financial controls.
- No recommendations were raised & 6 areas of good practice were identified—indicating a high standard of financial governance and operational effectiveness.
- The College maintains up-to-date Financial Regulations and a detailed Financial Procedures Manual with both having been reviewed in January 2025.
- Use of Open Accounts and EBIS systems supports efficient financial processing.

The Chair, on behalf of the Committee, thanked all for their input and hard work with these audits, recognising that investment and time has shown in the positive assurances demonstrated.

7 iv. 2025-26 Internal Audit Plan Paper 7 (P)

The Internal Audit Plan was outlined for the upcoming academic year, aimed at ensuring effective internal controls and addressing key risk areas. The draft plan had been presented at the Audit and Risk Committee meeting on 18 March 2025. Further work had been done to refine the objectives of the planned work and to agree the indicative timetable with the audit team.

The Audit and Risk Committee were requested to approve the 2025-26 Internal Audit Plan.

The Committee noted:

- The purpose of the plan was to provide assurance on the effectiveness of the College's internal controls, risk management, and governance processes.
- The plan covered various areas including financial and non-financial systems, governance, IT systems, and student-related audits.

Discussion took place around the allocated follow up time (5 days) given the positive assurances to date from previous audits and it was agreed these would be reviewed.

In addition, there was an amendment required on page 3 regarding contract renewal details.

Decision: ARC48-D02 - The Committee reviewed and approved the 2025-26 Internal Audit Plan, subject to slight amendment and a future review of the number of follow up days allocated.

Action: ARC48-A01 – To review the use of follow up 5 days considering there are no c/fwd. recommendations.

8. External Audit Annual Plan 2024-25 Paper 8 (P)

The planning document, presented by A Reid, outlined the 2024-25 external audit strategy for the College. It was prepared by Azets Audit Services and aligns with the Code of Audit Practice issued by Audit Scotland.

The Audit and Risk Committee was requested to approve the 2025-26 External Audit Annual Plan.

The audit plan covers:

- Financial Statements: Providing an opinion on their truth and fairness, regularity and statutory disclosures.
- Wider Scope Audit: Focused on financial management, sustainability, governance, and use of resources.
- Independent Auditor's Report and Annual Audit Report.

Discussion took place around certain audit risks being increased, with a recognition that this is a sectoral issue. In addition, financial sustainability, again a sectoral issue, was discussed under the wider scope audit.

Decision: ARC48-D03 - The Committee reviewed and approved the 2025-26 External Audit Annual Plan.

14. AOB

The Chair informed the Committee that this would be her last meeting as she was taking up the Interim Chair of the Board of Management position from 1st July. The Chair thanked all for their support and contributions.

There was no other business.

Date of Next Meeting – Tuesday 16 September 2025 4pm @ Kilmarnock Campus

P - Papers will be published on the College Website; R - Papers will not be published for reasons of commercial confidentiality or for reasons associated with data protection legislation; C/P - Confirmed minutes will be published on the College Website