



Stirling Campus, 4.30pm, S1.18

## AGENDA

		Type	Lead
1	Apologies and Declarations of interest	Discussion	Trudi Craggs
2	Minutes and Matters Arising of Meeting of 22 February 2024	Approval	Trudi Craggs
(Elements of paper 2 are withheld from publication on the Forth Valley College website under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)			
3	Minutes of Committee Meetings		
	3.1 Draft Finance, Resource & Infrastructure Committee – 26 March 2024	Noting	Liam McCabe

## STRATEGIC PLAN IMPLEMENTATION

4	Forth Valley College Foundation – Grant applications	Approval	
	4.1 Widening Participation /Student Support Activity		Sarah Tervit
	4.2 Health and Wellbeing: The Wellbeing Project - Results and Funding Request		Karina Buchanan

(Paper 4 is withheld from publication on the Forth Valley College website under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)

5	Skills Transition Centre Update – Verbal	Discussion	Colin McMurray
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## GOVERNANCE

6	Charitable Trustee's Duties	Presentation	MacRoberts
7	Finance Update	Discussion	Alison Stewart

(Paper 7 is withheld from publication on the Forth Valley College website under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)

## OPERATIONAL OVERSIGHT

8	Total Facilities Management Contract	Approval	Martin Loy
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(Paper 8 is withheld from publication on the Forth Valley College website under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)

9	Review of Risk	Discussion	All
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25 April 2024

BOARD OF MANAGEMENT

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10	Any Other Competent Business	Discussion	All
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## FOR INFORMATION

11 Principal's Report

(Paper 11 is withheld from publication on the Forth Valley College website under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)

12 Chairs Update – To Follow

13 Forth Valley Student Association Report

14 Standards Commission for Scotland - Advice for members of college Sector boards and Strategic Bodies

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## 2. Minutes of Meeting of 22 February 2024 For Approval

25 April 2024  
BOARD OF MANAGEMENT

### Steeple Suite, Falkirk Campus, 4.30pm

- Present: Trudi Craggs (Chair)  
Kenny MacInnes, Principal  
Hazel Burt  
Paul Devoy  
Lorna Dougall  
Rhona Geisler  
Katherine Graham  
Philip Harris  
Jennifer Hogarth  
Steve Kemlo, Forth Valley Student Association President (FVSAP)  
Liam McCabe  
Alistair McKean  
Campbell Ure
- Apologies: Craig Arthur  
Annemarie Harley  
Kirsten Kennedy, Forth Valley Student Association Vice President (FVSAVP)  
Emma Meredith
- In Attendance: Alison Stewart, Vice Principal Finance & Corporate Affairs (VPFACA)  
David Allison, Vice Principal, Infrastructure and Communications (VPIC)  
Sarah Higgins, Vice Principal Learning and Student Experience (VPLSE)  
Colin McMurray, Vice Principal Business & Innovation (VPBI)  
Stephen Jarvie, Corporate Governance and Planning Officer and Deputy Board Secretary (CGPO)
- B/23/067 Apologies and Declarations of interest**
- Apologies are noted above.
- B/23/068 Minutes & Matters Arising of Meeting of 7 December 2023**
- The minutes of the meeting of 7 December 2023 were approved
- Matters Arising
- Members queried when there would be an update on estates maintenance. The VPIC reported that, following the last meeting, he had met with some of the Board members to get their input on the total FM contract which is currently being tendered. He confirmed a further update on this topic would be brought to a future meeting.



**B/23/069          Minutes of Committee Meetings**

The Committee Chair reported that they had considered the output from the Education Scotland thematic review, noting that the report had been a very good one.

She reported on the ongoing development of dashboards to provide the Committee with an overview of a range of areas and commented on the development work for a College overall dashboard which had been demonstrated at the meeting.

She commented that, in line with the upcoming strategic planning activity, there was scope to develop the College wide dashboard to report against agreed objectives to members.

She also noted the high volume of student support work which was taking place across the College.

a) Members noted the content of the report

(Elements of this section are withheld from publication under Section 33 Commercial Interests and the Economy of the Freedom of Information (Scotland) Act 2002.)

The Principal presented his dashboard outlining key activities since the last meeting of the Board.

He discussed the feedback from Education Scotland, noting that the College had requested that the review look at student support from the student's perspective as there was concern that the range of options for support across different facets of the College may be confusing. He was pleased to report that Education Scotland found from talking to students that the experience of the support on offer was excellent and that effective signposting to relevant support by staff was key to this.

He noted that a report would be produced in due course and that this would be circulated to members.

He discussed the work undertaken by the College to support those apprentices affected by the upcoming change in operations at Petroineos. He commended the College staff involved who had organised a range of events, including a specific session designed to allow the apprentices to meet a range of employers and stated the College was confident in being able to relocate the 15 apprentices to other companies.

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## 2. Minutes of Meeting of 22 February 2024 For Approval

25 April 2024  
BOARD OF MANAGEMENT

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He updated members on progress with the approved voluntary severance scheme. He noted that, while a number of applications had been received, with the College not having received its final funding allocation yet, the decision had been taken to delay acceptance of these applications. He confirmed that staff who had submitted VS applications had been written to, to make them aware of this.

[REDACTED]

He confirmed to members that the amended Outline Business Case (OBC) for the Skills Transition Centre of the Falkirk Growth Deal had been submitted to time and the hope was that we will be able to progress to a Full Business Case in due course.

He reported on the development of skills led regions, as per recommendations in the Withers report, noting that the College Principals group was leading on this development.

He updated members on the position with national bargaining. He also outlined two recent pieces of research. The first, from College Employers Scotland, highlighted that since the introduction of national bargaining, there had not been improvement in student results or satisfaction levels.

The second, authored by London Economic, looked at Scotland specifically and found that Further Education was 50% underfunded when compared to Higher Education and that the current levels were unsustainable.

[REDACTED]

He informed members that the grant in aid allocation for the College has not yet been received and that the expected date of this information from SFC had been further pushed back from 6 March to the end of March .

He updated members on the upcoming strike action by both Unison and EIS-FELA. He also discussed the EIS-FELA proposed action short of strike (ASOS) and the intention to withhold student marks. He outlined the response of the sector to this and confirmed that College staff had been written ahead of the ASOS period starting to inform them that withholding of results may result in a deduction of salary.



## 2. Minutes of Meeting of 22 February 2024 For Approval

25 April 2024  
BOARD OF MANAGEMENT

In relation to the appointment of the new Chair of the Board, he reported that the College had expected Public Appointments Scotland to have gone live with the latest recruitment round last week but that this had not happened yet.

He provided an update on funding matters such as capital maintenance costs where the existing provisions on how to use this were being changed by SFC and outlined what these were.

He also confirmed that the College remained on target to achieve its' credit target and that the PI predictions for students appeared positive.

In relation to the OBC, members queried what the next stages of this were. The Principal noted that, following our recent submission, the OBC would be reviewed by UK and Scottish Governments and the hope was that there would be no further changes.

[REDACTED]

a) Members noted the content of the report

B/23/071

### Chair's Update (Verbal)

The Chair updated members on the activities of the College's Chair group and noted that, while all colleges were facing significant challenges at this time, Forth Valley College was in a relatively positive position when compared to others in the sector.

She also noted that many of the other Scottish colleges were also starting voluntary severance schemes at this time.

She commented on the ongoing work with College's Scotland noting that a lot of proposals coming from reviews such as the Withers report and others were directing actions for the sector rather than with the sector.

Both the Chair and Principal agreed that there needed to be more effective advocacy for the sector at Scottish Government levels and that, while the College is doing so, there needs to be a concerted effort from the sector.

Members agreed that there needs to be more effective promotion of the College sector.

Members queried the impact of SFC and whether they reward performance for well performing Colleges. The Chair noted that this was unfortunately not the case and that a standard model was used for all Colleges regardless of performance.



## 2. Minutes of Meeting of 22 February 2024 For Approval

25 April 2024  
BOARD OF MANAGEMENT

The Principal informed members that the College sector receives less per person in terms of funding than either schools or universities.

Members queried why this was. The Principal noted that there was no single reason but that this had always been the case.

The Chair also confirmed that arguments on this topic from the sector had not generated results.

a) Members noted the content of the update

**B/23/072**

### **Student Association Report**

The FVSAP presented a report on the activities of the association since the last meeting of the Board.

He highlighted the recently launched step count challenge, which FVSA are running in conjunction with the College's active travel coordinators. He also highlighted how this was aiding student engagement and that he was part of a cross campus team competing in the challenge.

He discussed the upcoming student awards ceremony, which is run by the students. He noted the range of categories and that this year's ceremony was receiving assistance from some digital media students to help with branding.

He highlighted that he, the FVSAP and the FVSA Student Engagement Coordinator have all been nominated for awards at the NUS annual awards and outlined the reasons for each nomination.

He informed members about his work on an international cookbook which had arisen from the work he was doing with ESOL and other students around international café's which are designed to get a range of students interacting. He also discussed additional activity in this area being done in conjunction with Working with Communities students.

Members queried whether the FVSA had any sponsorship to help with the awards.

The FVSAP reported that sponsorship was being explored at this time, supported by College staff.

The Chair welcomed the detail provided and requested that the next report focus on both how student engagement overall was but also how students are feeling.

The VPLSE confirmed she would support the FVSA to do so.

a) Members noted the content of the report



## 2. Minutes of Meeting of 22 February 2024 For Approval

25 April 2024  
BOARD OF MANAGEMENT

### STRATEGIC PLAN IMPLEMENTATION

#### B/23/073 Strategic Planning

The Principal reported on a recent internal audit he had requested to look at the College's strategic planning processes as there were clear areas for improvement in this process. He highlighted that the report had an overall rating of 'weak' and outlined the reasons for this.

He confirmed that the full report would be considered as normal at the next meeting of the Audit Committee but that he felt the full Board would want to be aware of the content.

He reported that the College was reviewing the strategic planning process, both to take into account the recommendations, but mainly to refresh the overall strategic direction of the College.

He discussed the arrangements that are in place for a strategic day with the Board and key internal and external stakeholders.

He confirmed that objectives that are arrived at will be presented to the Board in due course for consideration and approval.

Members welcomed the report and the proposed next steps. They noted that the new College overall dashboard would be a good monitoring mechanism.

Members also noted that the College should remember that it is a high performing college and the developments should factor this in.

a) Members noted the content of the report

#### B/23/074 Financial Update (Presentation)

The VPFA gave a presentation on the College's current understanding of finances for the sector. She confirmed that SFC had yet to release the allocations for Colleges for the next financial year and that there were no clear indications on any expectations of either one off or recurrent savings to be made.

Based on Scottish Government statements re flat cash for the sector, the loss of Flexible Workforce Development Funding and a range of other factors, the SMT were scenario planning for a range of cuts to funding, with current thinking being around 4.8% cut but with an expectation to maintain student credit delivery levels.

She outlined the range of assumptions used in preparing the presentation and also discussed the work being done at sector level to advocate a range of potential suggestions to SFC to mitigate the cuts but highlighted SFC were not responding to these at this time.



25 April 2024  
BOARD OF MANAGEMENT

[illegible]

The VPFACA agreed this would be prepared and brought to the next meeting of the Finance, Resource & Infrastructure Committee. In regard to the Committee, Members noted the next meeting was scheduled in March and that this was before the anticipated allocation announcement by SFC. It was agreed to reschedule this meeting and the VPFACA would confirm a new date in April for committee members in due course.

a) Members noted the content of the presentation

B/23/075 College Dashboard

This item was deferred to the next meeting of the Board of Management.

**B/23/076      Forth Valley College Foundation – Grant Application - International Business Development Manager**

The VPBI presented a proposed application to the ALF for an international business development manager and sought members' endorsement to make the application.

He outlined the rationale for the post and the anticipated costs and income such a post would result in.



## 2. Minutes of Meeting of 22 February 2024 For Approval

25 April 2024  
BOARD OF MANAGEMENT

Members were supportive of the implementation of the role, but did raise some queries regarding the assumptions used, particularly the timescales needed to generate significant returns.

[REDACTED]

[REDACTED]

Members queried whether the new manager would be responsible for establishing the College's international strategy.

The Principal informed members that the existing 2017 international strategy would be used as a basis for developing new strategic targets and that the post holder would be involved in this. He also confirmed SMT would be involved in supporting the development of the updated strategy.

Members queried whether one role was sufficient. The VPBI confirmed to members that there were existing support staff with extensive international experience who would support this new role.

Members queried what the risk management arrangements would be like for international activity, noting there was government guidance in place in relation to a number of countries.

The Principal agreed that due diligence would be needed to assess new markets.

Members also advised that a risk appetite level be set for international activity. The Principal agreed this would be developed.

a) Members approved the submission of the bid to the ALF

### GOVERNANCE

B/23/077

#### Board of Management Scheme of Delegation

The VPFACA presented the updated Scheme of Delegation for members consideration. She reported that the change to the Scheme was as a result of the Fuel Change issue and is designed to clarify that the authority to form a subsidiary or joint venture is a reserved authority of the Board of Management.

a) Members approved the updated Scheme of Delegation



## 2. Minutes of Meeting of 22 February 2024 For Approval

25 April 2024  
BOARD OF MANAGEMENT

### **B/23/078 Board of Management Standing Orders**

The VPFAA presented the updated Standing Orders of the Board, noting that the changes had been made to reflect the addition of Trade Union members to the Board of Management.

- a) Members approved the revised Standing Orders

### **OPERATIONAL OVERSIGHT**

### **B/23/079 Action Short of Strike (ASOS) Verbal**

The Principal provided members with further information on the upcoming ASOS and the response from EIS national to the communication from Principals across the sector to staff on the potential implications of a marking boycott.

He noted that the sector was in agreement regarding this approach and noted that the marking boycott does equate to a breach of contract.

- a) Members noted the content of the update

### **B/23/080 Review of Risk**

Members noted that finances continued to be the highest risk

### **B/23/081 Any other competent Business**

The VPFAA updated members on the work toward removing the proposed qualification on the College accounts. She noted that the College was waiting to hear back from discussions between the external auditors and Audit Scotland and the Police.

Members noted the content of the update and also noted that, as charity trustees, it would be useful to get advice on their roles when considering the current financial situation and any future developments.



### 3.1 Finance, Resource & Infrastructure Committee

26 March 2024

For Noting

25 April 2024

BOARD OF MANAGEMENT

#### Steeple Suite, Falkirk Campus (commencing at 4pm)

Present: Liam McCabe  
Craig Arthur  
Philip Harris  
Graham Leebody

Apologies: Kirsten Kennedy, FVSA Vice President (FVSAVP)  
Paul Devoy

In Attendance: Kenny MacInnes, Principal  
Alison Stewart, Vice Principal Finance and Corporate Affairs (VPFACA)  
David Allison, Vice Principal Infrastructure and Communications (VPIC)  
Colin McMurray, Vice Principal Business and Innovation (VPBI)  
Senga McKerr, Director of Finance (DOF)  
Ralph Burns, Head of Human Resources (HHR)  
Moirra France, Finance Manager (FM)  
Stephen Jarvie, Corporate Governance and Planning Officer (CGPO)  
Martin Loy, Head of Estates, Facilities Management & Health and Safety (HEFMHS) for item F/23/032  
Ester Vasallo, Supply Chain Manager (SCM) for item F/23/030  
Karina Buchanan, Human Resources Business Manager (HRBM) for item F/23/034

The Chair welcomed Graham Leebody to his first committee meeting.

#### F/23/024 Declarations of Interest

None

#### F/23/025 Minutes of Meeting of 21 November 2023

Members considered the minutes of the meeting of 21 November 2023.

a) Members approved the minute of the meeting

#### F/23/026 Matters Arising

The Chair queried whether the 'No PO No Payment' approach uptake was progressing. The FM confirmed that this was the case.

The Chair noted at the last meeting the College had been asked to raise the issue of Foundation Apprenticeship funding with the College's SFC Outcome Agreement Manager. The VPIC confirmed that this had been raised and noted by the Outcome Agreement Manager.

The VPFACA informed members that the 2022/23 accounts had still not been signed owing to ongoing discussions with Mazars, the External Auditors. She highlighted that the Mazars are currently waiting on feedback from Audit Scotland in relation to this matter.



### 3.1 Finance, Resource & Infrastructure Committee

26 March 2024

For Noting

25 April 2024

BOARD OF MANAGEMENT

She also highlighted that the accounts filing deadline for the Office of the Scottish Charity Regulator (OSCR) was imminent and would likely not be met.

Members noted that, once Mazars had formed their opinion, a meeting of the FRIAC and Audit Committee may be required to consider the Mazars audit opinion and Audit Report prior to circulation to the full Board for final approval.

It was agreed that following the conclusion of the 2022/23 audit it would be beneficial to have a meeting with Mazars to discuss how ongoing the relationship could be improved, in particular the geographical distance between the College and Mazar's offices in Leeds.

a) Members agreed this proposed approach.

#### **F/23/027 HR Policy Updates**

The HHR presented members with four policy documents which had become due for review. He noted that the changes were minor, either reflecting title changes of key staff involved or substance changes to reflect legislative changes. He confirmed to members that these changes had been made in consultation with the College's unions.

The reporting level of £50 within the Gifts and Hospitality policy was discussed. The HHR noted that there were tax implications for staff if the limit were over £50. Following discussion it was agreed the Scottish Government's policy would be consulted to ensure the value of declarable gift was in alignment with this.

In reference to the Flexible Working policy, the HHR informed members that the changes had been made to reflect legislative changes but that this was still being considered by the College unions.

- a) Members approved the Retirement Policy and the Prevention of Harassment and Bullying Policy
- b) Members approved the Gifts and Hospitality policy subject to any changes identified as outlined above
- c) Members approved the Flexible Working policy subject to successful outcome of the consultation with unions

#### **F/23/028 HR Policies - New**

The HHR presented a new policy for member's consideration on Professional Relationships. He noted that this was still under consultation with the Unions at this time.

He highlighted that there were duties on employers to prevent sexual harassment. Whilst the current policy was robust it was believed that a more specific description of what constitutes sexual harassment was a starting point in proactively preventing it. Members welcomed the overall direction the policy was taking and queried how this would be cascaded to existing and new staff. The HHR confirmed to members that this would form part of the new staff induction process and that steps were being taken to research and gain feedback on appropriate methods.



The HHR requested approval for the policy as presented with the caveat that, should the consultation result in any significant changes, an updated version would be brought to the following meeting of the Committee.

a) Members approved the policy subject to the caveat outlined above.

#### **F/23/029 Financial Regulations**

The DOF presented an updated version of the Financial Regulations for members consideration and approval. She highlighted that this review was earlier in the review cycle than normal but that it was needed to reflect changes to some roles, delegated authority levels and remain in compliance with SFC's Financial Memorandum

The Principal noted that the changes would be cascaded to relevant staff and included in role specific inductions going forward.

a) Members approved the financial regulations

#### **F/23/030 Procurement Awards**

The SCM presented three procumented items, noting that the value of the fresh butcher meat over the proposed period of the contract was of a level that requires full Board of Management approval.

She also discussed two contracts which are centrally procured on behalf of the sector and which would come into effect on 1 April 2024 covering electricity as well as waste & water wasate billing. She highlighted that the suppliers appointed under these two procurement exercises were the same as the current suppliers.

In relation to the meat procurement, members noted that the recommended supplier scored higher on quality but slightly lower in terms of cost and queried where how the quality assessment had been done. The SCM confirmed that this was an APUC framework procurement and that all suppliers had been independently quality checked by APUC.

Members queried whether there was scope under the electricity procurement to reduce the capacity to the Falkirk campus as this may generate a saving. The VPIC confirmed that the capacity issue had been explored and reduced twice to match capacity to campus need.

a) Members noted the new contracts regarding electricity and water

b) Members agreed that the fresh butcher meat procurement could be circulated to the Board for approval with the Committee's endorsement

#### **F/23/031 Tuition Fees and Fee Waiver Session 2024/25**

The VPIC presented the proposed fee levels for the upcoming academic year. He highlighted that full time fees were set centrally and outwith the College's control. He further noted that there had not been an increase in the fee levels for a number of years but that, if it should happen, the College's fees would be adjusted to match.



### 3.1 Finance, Resource & Infrastructure Committee

26 March 2024

For Noting

25 April 2024

BOARD OF MANAGEMENT

He outlined the rationale for the proposed fee levels and noted that they were towards the higher end of the sector's fees. Members commented that, given the College's high performance compared to the sector, this was appropriate.

Members debated the level of international fees. The VPIC highlighted that there were only a small number of international students at the College and discussion centred on whether a higher fee level might make the College more attractive to international students.

Following discussion, the Committee agreed that the College could consider this further and delegated authority to increase the level of international fees up to £8,000.

a) Members approved the Tuition Fees and Fee Waiver Session 2024/25

#### **F/23/032 Estates Dashboard/Update**

The HEFMHS presented an update on estates developments since the last meeting of the Committee. He noted that SFC had launched their College Infrastructure Facility Plan, which was appended to his paper. SFC are also looking at funding solutions so this information will come out in due course.

He also outlined SFC requests for information to support these developments, noting that the information goes beyond just estates and that this needed to be managed alongside existing workloads.

The Principal commented on current funding for capital works, noting that this had not increased and confirmed that there was currently backlog maintenance of circa £6.5m on the College estate. He also noted that this puts additional pressure on the estates team to deliver. He highlighted the work of the team and commended their efforts to be the most effective they can be with the resources available.

The VPFACA informed members that it was also anticipated that capital funding levels would take a slight cut when the indicative allocation is announced by SFC.

Members noted that this was a sobering position to be in and represented one of the most significant issues facing the Committee.

Members discussed the implications from this position for the College estate and possible actions that could be taken. It was agreed that this should be highlighted to the Board and the VPFACA confirmed that there was a finance update planned for the Board meeting on 25 April 2024.

The HEFMHS updated members on progress with the tender for the new Total Facilities Management (TFM) contract.

Members queried whether the contract would be brought to the Committee or the full Board for approval. The VPFACA confirmed that, owing to the value of the contract, it would be taken to the Board.

The HEFMHS discussed the elements of the contract, noting that changes were being made from the existing approach to manage costs.



He also discussed the content of the health and safety dashboard included in the papers, highlighting the continued decrease in accident levels.

a) Members noted the content of the report and thanked the HEFMHS and his team for their work.

#### **F/23/033 People Strategy Dashboard**

The HHR presented the dashboard outlining progress against the targets of the People Strategy. He discussed the restructure which had occurred in 2023 and the increased levels of engagement with staff to get their feedback.

He discussed some new processes which had been put in place, covering the Disability Passport scheme and the Professional Relationships policy discussed earlier in the meeting.

He also highlighted the launch of a new equalities group for staff and discussed staff development and succession planning activity.

a) Members noted the content of the dashboard.

#### **F/23/034 Health & Wellbeing Dashboard**

The HRBM presented the update on progress on health and wellbeing.

She noted actions taken since the last meeting and commented on identified issues such as managers who find it difficult to have wellbeing conversations and outlined the training and support provided to address this.

She also highlighted areas of identified low engagement, noting that this seemed to happen in areas with more male staff and she outlined the changes made to support on offer to increase engagement levels.

She highlighted that the use of data being collected that is being used to support and direct these interventions.

Members welcomed the tailoring of activity to support staff identified as not engaging to date.

a) Members noted the content of the report

#### **F/23/035 Q2 Forecast Outturn 2023-24**

The FM presented the latest forecast outturn to members. She highlighted the main developments since the presentation of the Q1 figures to the Committee and reported that risks around pay award levels and costs of severance remained.

a) Members noted the content of the report





### 3.1 Finance, Resource & Infrastructure Committee

26 March 2024

For Noting

25 April 2024

BOARD OF MANAGEMENT

#### **F/23/036 Falkirk Council LGPS Triennial Valuation**

The DOF presented a paper outlining the latest valuation information the College had received regarding the LGPS scheme. She highlighted that, as a result of the current pension scheme's performance, there was going to be a reduction in the employer's contribution rate of 3.5% resulting in a saving of approximately £360,000 in the College budget .

Members queried how long the reduction is set for.

The VPFACA confirmed that this new level would remain in place for the next three years.

a) Members noted the content of the report

#### **F/23/037 Review of Risk**

Risks were identified in their covering papers

#### **F/23/038 Any Other Competent Business**

None



## 11. Chairs Report For Information

25 April 2024

BOARD OF MANAGEMENT

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### 1. Purpose

To present to the Board of Management the interim Chair's report to highlight key activity undertaken.

### 2. Recommendation

The board should note and comment on the activity undertaken by the Chair.

### 3. Key highlights

- 3.1 Kenny and I have continued to have weekly catch ups to discuss strategic matters. There has been a focus on funding as well as updates on other issues.
- 3.2 I attended the Colleges Scotland Board meeting and AGM on 21 March. There was also a chairs meeting that afternoon which Mike Cantley, the chair of the Scottish Funding Council, and his colleague Martin Boyle attended. This was a frank discussion focusing on the funding model, current financial challenges across the sector, leadership within the sector, the future of the sector and working better together.
- 3.3 Following that meeting I had a call with Mike Cantley on 29 March 2024 to discuss the challenges facing Forth Valley College and how we are looking to address these; some of the options would require action/approval of the Scottish Funding Council. I have since had a follow up call with Martin Boyle on 17 April 2024 and discussions are ongoing. Thanks to Kenny and Alison for briefing me for these meetings.

**Paper Author** – Trudi Craggs, Chair

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## 1. Purpose

To provide members with an update on the recent activities of the Forth Valley Student Association (FVSA).

## 2. Recommendation

That members note the contents of this report.

## 3. Background

To inform the Board of FVSA activities.

## 4. Key Considerations – Since the last Board of Management FVSA have conducted several activities.

### Constitution Review

In response to changes to procedures and working practices in recent years, FVSA's Constitution has been evaluated and updated. The Secretary to the Board of Management was consulted throughout this process. In order for the updated version to be formally adopted, approval must be granted by the Student Council and the Board of Management. The new version of FVSA's Constitution was approved by all learners who attended the Student Council at the March meetings; however, quorum was not achieved. Approval will be sought at the next series of Student Council meetings, to take place in October/November 2024. Board of Management approval shall then be sought at the next available meeting.

### Student Partnership Agreement

FVSA delivered focus groups across all three campuses in September 2023 to collect students' views to inform the drafting of a new Action Plan, which underpins the updated Student Partnership Agreement. The final draft of the Action Plan was completed in October 2023. The Student President began to contact relevant academic and corporate services managers in February 2024. Once approval has been secured from all relevant managers, FVSA and FVC staff will work together to achieve the objectives as outlined in the Action Plan.

### Student Mental Health Agreement

FVSA Vice President, Kirsten Kennedy, continues to work closely with the relevant FVC departments, Lisa Baxter and Kasia Słapek to ensure the FVSA SMHA is upheld and active. Regular attendance to Think Positive forums and meetings with Student Inclusion/Mental Health Ambassadors ensure that FVC continues to be able to deliver the fantastic support already available to all students.

### Student Awards

Shortlisting for the categories will be held at Stirling Campus on Friday 19<sup>th</sup> April. FVSA Administrator Nicole Ferri has successfully engaged a panel for this purpose. The 2024 awards ceremony is shaping up to be a wonderful night of celebration and recognition. A great deal of behind-the-scenes work is being invested to refresh and enhance an already excellent event. FVSA have added some new elements to this year's event and Kasia Słapek, FVSA Student Engagement

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# Forth Valley Student Association Report For Information

25 April 2024  
BOARD OF MANAGEMENT

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Coordinator, has been successful in securing several sponsors for the awards. FVSA are also hoping to be able to highlight student led projects and a small student art exhibition on the night. The awards ceremony will be held at Falkirk campus on Thursday 23<sup>rd</sup> May.

## **Education Scotland**

FVSA regularly meet with Lisa Baxter to discuss and ensure that actions, goals and objectives from the FVSA/Education Scotland Feedback Action Plan are continuously updated and upheld. FVSA has identified 4 areas, within the feedback, given that they can develop. Please refer to the **Tell Us Tuesdays** item below for some context on how FVSA are using actions to progress on this point.

## **Tell us Tuesdays**

FVSA continue to ask relevant questions that can deliver a measurable and actionable response, from students, on topics that can affect and/or enhance their learning experience. Past questions that have been put to students include surveys on travel, student pantry and the effects on education from financial cuts and strike action. A recent question asked students about their knowledge and experience of Meta Skills. This question was asked because of the FVSA Education Scotland Feedback action plan currently in place. The results of this survey will be analysed, and feedback data will be given to the relevant parties.

## **Sabbatical Elections**

The Nomination period for the sabbatical officer elections has now closed. The initial nomination deadline was moved from Friday 22<sup>nd</sup> March to Tuesday 26<sup>th</sup> March to allow for late submissions. Voting begins Monday 15<sup>th</sup> April and concludes Friday 26<sup>th</sup> April. There is 1 candidate for each sabbatical position. Votes will be validated and announced Friday 10<sup>th</sup> May.

## **Student Council**

Student Council meetings were held at all three campuses. Attendance was unfortunately in the low numbers. After some discussion FVSA concluded that course workload and studying for assessments and/or graded units left students unable to attend.

## **Executive Officers**

New FVSA Diversity and Inclusion officer Elena is extremely keen to get started in her role/on her manifesto. A PVG has now been finalised. FVSA will end this academic session with 3 Executive Officers. 1 Diversity and Inclusion, 1 wellbeing and 1 Education Officer.

## **Step Count Challenge**

A successful collaboration between FVSA and the Active Campus coordinators, Aileen and Larissa. 33 teams initially signed up with 25 teams actively participating (105 walkers) and the 3 top successful walking teams won a medal and prize. The weekly challenges were well received and added an extra fun element in to this event. FVSA and Active Campus coordinators jointly donated prizes to this event including gift cards, goody bags, socks and water bottles.

## **NUS (National Union of Students) Scotland Awards 2024**

As mentioned in the previous FVSA board paper, Student President Steve Kemlo was nominated by the FVSA for his manifesto work on the Language Café and international cookbook projects with ESOL (English for Speakers of Other Languages) students in the Community & Solidarity

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## Forth Valley Student Association Report For Information

25 April 2024  
BOARD OF MANAGEMENT

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Award category. Steve was shortlisted, alongside several other amazing projects, unfortunately Steve did not win the award but what a fantastic achievement on being shortlisted!

### **Merchandise**

FVSA are hoping that the rebranded merchandise will be ready to launch when students return for 2024/25 academic year. A fresh design with an emphasis on creating a recognisable brand. FVSA are collaborating with FVC Marketing to finalise this project.

### **Data**

Class rep number stands at 263

Student Community Teams page number stands at 493

**Paper Author – Kirsten Kennedy**

Uncontrolled Copy

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# ADVICE FOR MEMBERS OF COLLEGE SECTOR BOARDS AND STRATEGIC BODIES

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## 1. Introduction

- 1.1 This Advice Note, issued by the Standards Commission, aims to provide members of college boards and regional strategic bodies with an overview of their responsibilities under the ethical standards framework. It seeks, in particular, to assist such members in recognising and dealing with potential conflicts of interest. This is to help minimise the risk of the impact of any such a conflict on effective governance and to help members ensure they comply with their board's Code of Conduct.
- 1.2 Members have a personal responsibility to observe the rules in their college's or regional strategic body's Code of Conduct, which is based on the revised [Model Code of Conduct](#) issued by the Scottish Ministers in December 2021. This Advice Note is intended to assist board members in interpreting and complying with the provisions in their Code of Conduct. The Advice Note should, therefore, be read in conjunction with that Code. The Standards Commission's [Guidance on the Model Code of Conduct for Members of Devolved Public Bodies](#) and its [Advice Notes](#) also provide advice on how provisions in the Code should be interpreted.
- 1.3 This Advice Note concentrates on the provisions of the Code that may be the most relevant to members of college boards and regional strategic bodies, and can cause the most issues in terms of interpretation and compliance. Some examples have been included, to assist members in relating the provisions to scenarios they may face or situations in which they may find themselves.

## 2. Standards Commission

- 2.1 The Standards Commission's functions are provided by the Ethical Standards in Public Life etc. (Scotland) Act 2000 (the 2000 Act). The 2000 Act created an ethical standards framework whereby councillors and members of devolved public bodies are required to comply with Codes of Conduct, which are issued by the Scottish Ministers.
- 2.2 The role of the Standards Commission is to:
- encourage high ethical standards in public life. This includes promoting and enforcing the Codes of Conduct and issuing guidance to councils and devolved public bodies; and
  - adjudicate on alleged breaches of the Codes of Conduct, and where a breach is found, to determine the sanction to be applied.

- 2.3 Complaints about potential breaches of the Codes of Conduct by councillors and members of devolved public bodies are investigated by the Ethical Standards Commissioner (ESC). Following the completion of an investigation, the ESC will submit a report to the Standards Commission.
- 2.4 The Standards Commission will review the ESC's report and determine whether to:
- direct the ESC to carry out further investigations;
  - hold a Hearing; or
  - do neither.
- 2.5 The Standards Commission holds Hearings to determine whether there has been a breach of their respective Codes of Conduct by the councillor or member. If, having considered the evidence led and submissions made at the Hearing, the Standards Commission's Hearing Panel concludes, on the balance of probabilities, that a breach of the Code occurred, it will then determine the sanction to be applied.

### 3. Compliance with the Code

- 3.1 All public bodies (including college sector public bodies) listed at Schedule 3 of the 2000 Act should ensure that appropriate training on the ethical standards framework, the Model Code of Conduct, and the guidance issued by the Standards Commission is provided to its board members. This includes ensuring training is provided as part of a member's induction and on a regular basis thereafter.
- 3.2 It is, however, a member's personal responsibility to ensure that they comply with the provisions in the Code. Members are also expected to contribute to the promotion and maintenance of high standards of conduct by ensuring they lead by example and encourage their colleagues to adhere to the Code and the key principles of public life.
- 3.3 Members can seek advice on the Code, or any other aspect of the ethical standards framework, from the Standards Commission at any time. The public body's Chair and its Standards Officer can also provide advice and support to members on the interpretation and application of their Code. The Standards Commission's Advice Note on the Role of a Standards Officer provides information on a Standards Officer's role and responsibilities, within the ethical standards framework, and the duties they may be expected to discharge. These can include ensuring that appropriate training is given to board members on the ethical standards framework, the public body's Code of Conduct and the Standards Commission's Guidance.
- 3.4 It should be noted that the Code of Conduct applies in all situations, and at all times, where members are acting as a board member of the college sector public body, have referred to themselves as a member or could objectively be considered to be acting as a member. This can include when they are using social media. In determining whether the Code applies, the Standards Commission will consider whether a member of the public, with knowledge of the relevant facts, would reasonably consider that the individual was acting as a member of the board at the time of the events in question.

An example of where the Code might apply could be where a member has posted disrespectful comments about the Minister responsible for further education. Even if the member's social media account was marked as personal and they had not referred to their board role in the biography section, they still could be objectively considered to be acting in their capacity as a member if, for example, the account contained posts relating to the college or board business, or even general further education related issues.

A further example of where the Code might apply could be where a member, when presenting at an external event, made reference to their role on the board and publicly criticised the college principal's performance.

## **4. Understanding Role & Responsibilities**

- 4.1 College sector boards comprise of individuals who are appointed, elected or nominated to the board in different ways, including members who are elected or nominated to the board by virtue of them being a member of staff, a student or a member of a trade union and, in the case of regional strategic bodies, the chairs of assigned colleges.
- 4.2 Members should recognise that the reason that college boards and regional strategic bodies are comprised of individuals with different backgrounds, knowledge and experiences is to ensure diversity of thought and to ensure that input from, and the perspectives of, all key stakeholders are considered in any decision-making.
- 4.3 Members should ensure that they understand, respect and take account of differences in each other's backgrounds, knowledge and experiences, so these do not become a barrier to progress and to the effectiveness of the board itself.
- 4.4 Members should be clear, nevertheless, that as members of a college board or regional strategic body, they are required to act in the best interests of the public body, as opposed to the interests of any individual constituency from which they have been appointed, nominated or elected. Such members need to be aware of their obligations to the board and reconcile these with their obligations to their constituency. While such 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 member of a college board or regional strategic body. They are not expected to report back to their constituencies the work and discussions of the board.
- 4.5 Members are responsible for overseeing their public body and scrutinising performance to ensure that they are being properly run, with all funds being used appropriately and in accordance with 'best value' principles. Staff, student and trade union board members can inform the board about their constituency's view, policies and priorities. However, when acting as members of the board, such members have a duty to act in the best interests of the public body and not the constituency from which they have been appointed.
- 4.6 It is important for boards to ensure good governance and accountability in respect of both finance and performance. It is essential, therefore, that members have clear understanding of the strategic aims, roles and responsibilities of the public body of which they are a member, and the requirement to act in its best interests when serving as a member of its board at any given time.
- 4.7 As some members are on the board by virtue of their nomination, election or appointment in another role, the potential for conflicts of interest and associated risks to effective governance and scrutiny can arise. Members may also have personal interests which can cause conflicts. More information on how to identify and manage such conflicts is outlined in the section below.

## **5. Identifying Potential Conflicts of Interest and Making Declarations of Interest**

- 5.1 The public must have confidence that members are taking decisions in the public interest and not for any other reason. It is essential, therefore, that members are transparent about any interests which could influence, or could be considered as being likely to influence, their discussion and decision-making as a member of the college board or regional strategic body.
- 5.2 In most cases the duty under the Code to act in the public interest will align with a member's duty to act in the best interests of the public body. Where there is a conflict, however, members should assess whether they are required to declare an interest and whether they should withdraw from the discussion and decision-making.



- 5.3 Members must ensure that they can identify potential conflicts of interest. These will include not just the potential for competing interests between the public body and any constituency from which the member has been appointed, but also between them and any other individual, body, group, organisation to which they have a connection.
- 5.4 Members should ensure they are familiar with the three-stage test for identifying and declaring interests under the Code.
- 5.5 **Stage 1 – CONNECTION:** For each particular matter members are being asked to consider as a board member, the member must first decide whether they have a connection to that matter. A connection is any link between the matter being considered and the member, or a person or body with whom they are associated. A connection also includes anything that has been recorded on the member's register of interests.
- 5.6 It should be noted that a subject that may apply to a large proportion of the general public would not generally be considered to give rise to a connection for the purposes of the Code. Examples would be being a taxpayer, or being in receipt of a state pension or universal credit.
- 5.7 The Code also does not restrict the ability of a public body to benefit from the knowledge and experience of its members. Having knowledge or experience of a matter that is to be considered by a public body is not necessarily a connection.

For example, a board member's knowledge and experience as an IT specialist would not be considered a connection, if an item to be considered by the board was the introduction of a new college wide IT system.

- 5.8 **Stage 2 – INTEREST:** In considering whether to declare an interest in any item to be considered by the board, members must consider the objective test at paragraph 5.5 of the Code. The objective test is whether a member of the public, with knowledge of the relevant facts (being the matter to be discussed and the nature of the connection) would reasonably regard the connection to the particular matter as being so significant as to be likely to influence the member's discussion or decision-making.
- 5.9 It should be noted that having a view in advance on a matter to be considered at a meeting (and discussing such a view with colleagues, employees or service users) would not in itself create a personal conflict. Members are entitled to express views and opinions and doing so before a meeting would not in itself create a declarable interest.
- 5.10 **Stage 3 – PARTICIPATION:** Members must declare any relevant interest and withdraw from the room while the item is being considered, discussed, and voted upon. It is not sufficient for the member to retire to the back of the room or any public gallery. If the meeting is being held online, members should retire to a separate breakout room or leave and re-join after the discussion on the matter has concluded. It is not sufficient for the member to turn off their camera and / or microphone for the duration of the matter. The requirement to leave the room (whether in-person or online) is to avoid giving rise to any perception that the member remains in a position to influence the outcome of the deliberations on the item.
- 5.11 Members should consider making a transparency statement if they have a connection to a particular matter to be discussed but, having applied the objective test, they do not consider it would amount to a declarable interest. This can be helpful if they are concerned that members of the public may not be aware of the relevant facts. In such cases, the member should use the following wording: "I have a connection to this item by reason of... However, having applied the objective test I do not consider that I have an interest to declare. This is because..."

**5.12 Members** appointed, nominated or elected from a particular constituency must be mindful that the requirement for them to act in the interests of the board while carrying out their duties as a member of it may require them to make decisions that could potentially be inconsistent with, or diverge from, the priorities or stated aims of their constituency.

An example of a connection could be where the board is being asked to approve the overall annual budget. A staff board member is likely to have a connection, given their salary will be paid from the overall budget. It is unlikely, however, someone with knowledge of the relevant facts (being the overall scope of matter being discussed) would reasonably regard the connection to the particular matter as being so significant as to be likely to influence the member's discussion or decision-making. That is because a specific individual's salary would be so insignificant in terms of the overall budget and, therefore, would be unlikely to have any influence on how the member considered the matter.

It is likely that staff and trade union board members could also have a connection if the board was being asked to agree a voluntary severance proposal as, again, any such decision could affect them personally. Any such members would be required, therefore, to apply the objective test to decide whether their connection could amount to a declarable interest. In doing so, a 'relevant fact' may be the specific matter the board is being asked to determine. If, for example, it was simply being asked to agree that a voluntary severance scheme should be introduced, then the members concerned may consider that their connection would not be reasonably considered to be so significant as to be likely to influence their discussion or decision-making. If, however, the board was to consider the terms for voluntary severance, such as who would be eligible and how many weeks' salary would be offered, and a member was potentially eligible to apply, then they may consider that their connection would reasonably be considered as sufficiently significant as to be likely to influence their discussion or decision-making. This could be the case even if the scheme was to apply to large proportion of the college's staff.

Another example of a connection could be if the board was being asked to consider a restructuring proposal being presented by the Executive Team. Staff, student and trade union members would be likely to have a connection, as any decision may have implications for them personally (for example, it may involve changes to the department in which they work or study). The members would be required, therefore, to apply the objective test to decide whether their connection to the particular matter being considered by the board could amount to a declarable interest. It should be noted that the test is not whether the member feels they can make any decision objectively and on its merits; the test is one of how others may perceive their ability to do so. If the objective test is met, the member concerned would have to declare the interest and leave the room. They would not be allowed to take part in the discussions or any voting on the matter.

An example of where a member might have a personal connection that could, in turn, amount to a declarable interest could be where their partner was due to enrol as a student and, as a member of the college's Finance and Resources Committee, they were being asked to consider the annual Tuition Fee Schedule.

A further example of a declarable interest could be where a board was being asked to appoint a new non-executive member and a member was friends with the nominated candidate. If, however, the member was not friends with the candidate, but merely knew them from working for the same organisation several years ago, it may be that the objective test would not be met. In that scenario, the member could choose to make a transparency statement explaining why they did not consider the objective test was met. Such a statement could be helpful for reasons of transparency and also to prevent a potential complaint being made if the member was concerned that others present or members of the public might not have knowledge of the relevant facts (being that they had only known the nominated candidate on a professional basis and had not had contact with them for some time).

- 5.13 In terms of being a member of an outside body, the Code states that members may also have a connection where they have a personal conflict, by reason of either their actions or their legal obligations.

An example of where a member may have a personal conflict, and therefore a declarable interest, by reason of their actions could be if the member, having previously made critical comments in the press about the Scottish Funding Council's evaluation framework, was due to take part in a decision to seek additional funding for a capital project.

An example of where a member may have a personal conflict as a result of legal obligations would include where they are a charity trustee, and the board is being asked to make a decision on whether the college should partner with the charity. Even if it appears, on the face of it, that such a partnership may benefit both organisations, the member's obligation, under the Charities and Trustee Investment (Scotland) Act 2005, to act in the best interests of the charity may conflict with their role as a member and the requirement for them to act in the best interests of the college or regional strategic body.

- 5.14 Members should not rely on or expect employees or colleagues to remind them to make declarations even if they think (or know) that others present are aware of their interests, including that they are an elected or nominated member from a particular constituency. It is solely a member's own personal responsibility to make declarations of interest as required. If a member is in any doubt at a meeting, or when reviewing the agenda and papers before a meeting, they should ask for help from the Chair, Standards Officer or governance professional. It should be noted that the Code requires members to disclose or declare their personal interests both in formal and informal dealings with employees and other members and not just in formal board or committee meetings.
- 5.15 If the Chair or other board members consider that a fellow member has a declarable interest that has not been declared, they should consider raising the matter with the fellow member and advise them that they are concerned the member may be in breach of the Code. If the individual then refuses to declare the interest and leave the room, and the Chair is concerned about the potential impact of them participating, in terms of the propriety of the decision or the potential risk to the reputation of the board or college, they may wish to seek advice from the Standards Officer about whether the matter should be continued and / or for their advice to be recorded. It should be noted that a failure to listen and adhere to advice could be an aggravating factor, should a formal complaint be made, and a breach of the Code subsequently be found by the Standards Commission.
- 5.16 Members should consider whether agendas for meetings raise any issues of declaration of interest and, if so, they should make their declaration of interest as early as possible at a meeting where that interest arises. If a member only identifies the need for a declaration of interest to be made when the discussion on a particular matter is underway, they should declare the interest as soon as they realise it is necessary.
- 5.17 Members should begin their statement with the words "I declare an interest" and identify the item or items of business to which it relates. Members do not need to give a detailed description of the interest, but their statement must contain sufficient information to enable those present to understand the nature of it.

## 6. Culture of Respect

### Respect, Bullying and Harassment

- 6.1 The Code makes it clear that the requirement for members to treat everyone with courtesy and respect includes in person, in writing, at meetings and when they are online. The conduct expected of members online is no different to the conduct they should employ in other methods of communication, such as face to face meetings and letters.
- 6.2 In dealing with colleagues, employees and members of the public, members should always consider both what they are expressing and the way they are expressing it. Members should also consider how their conduct could be perceived. Members should be able to undertake a scrutiny role and make contributions to discussions and debates in a constructive, respectful, courteous, and appropriate manner without resorting to personal attacks, being offensive, abusive or unduly disruptive.
- 6.3 Before commenting or posting on social media, members should consider very carefully whether the Code would apply and, if so, they should understand the immediate and permanent nature of any comment or post they are about to make. Members should bear in mind the potential impact on the reputation of the public body and principle of collective responsibility. Members should also be careful that they are not disclosing any confidential information.
- 6.4 Members must treat all individuals with courtesy and respect when carrying out their duties as a board member. Members must not participate in, or condone, acts of harassment, discrimination, victimisation or bullying. This can include, but is not limited to:
- unwelcome physical, verbal or non-verbal conduct;
  - intimidatory behaviour including verbal abuse or the making of threats;
  - making someone's working life difficult;
  - disparaging, ridiculing or mocking comments and remarks;
  - deliberately excluding an individual from conversations, work or social activities, in which they have a right or legitimate expectation to participate; and
  - ignoring a fellow member's contribution to a debate, talking over them or being dismissive of their views.
- Further information can be found in the Standards Commission's Advice Note for Members on Bullying and Harassment.
- 6.5 As members are in a position of trust and power, others may bring inappropriate behaviour to their attention. Members can assist by becoming familiar with what is meant by harassment, discrimination, victimisation and bullying and the impact these can have on individuals or groups.
- 6.6 If a member is a witness to any acts of bullying, harassment, discrimination or victimisation, they should encourage the victim to seek support and assistance, referring, where appropriate, to their organisation's applicable policies (such as any on safeguarding or wellbeing), and make it clear that they will offer them assistance and provide evidence if they decide to make an informal or formal complaint. Members should challenge inappropriate behaviour as it happens and consider raising the issue with the Chair or submitting a formal complaint to the Ethical Standards Commissioner.
- 6.7 As noted above, the composition of college boards and regional strategic bodies allows for different voices and stakeholder input to be considered in decision-making. Members can demonstrate they understand the value of the different perspectives by ensuring that they listen to, and take account of, the views of other members. Members are perfectly entitled to disagree

with their colleagues; they are simply required to express any opposing views in a respectful manner.

### Relations with employees and distinguishing between strategic and operational matters

- 6.8 Members should be aware of the inherent influence their role brings and ensure that they are demonstrating respect for employees and are encouraging their colleagues to do the same.
- 6.9 Members should also be aware of the role that employees play and ensure they are not compromising this by behaving in a manner that could result in employees feeling threatened or intimidated, which in turn could prevent them from undertaking their duties properly and appropriately. Members must not bring any undue influence to bear on an employee to take a certain action, particularly if it is contrary to the law or the applicable college's policies and procedures.
- 6.10 Members have a right to high quality information and are entitled to seek further information to enable them to undertake their scrutiny and strategic objective setting roles effectively. Members are entitled to challenge employees and colleagues but must not do so in a personal or offensive manner. Members should note that the Code states that any issues relating to behaviour, performance or conduct of an employee should be raised in private with the appropriate senior manager. If a member has concerns about the behaviour, performance or conduct of an employee, they may wish to consider discussing these with the Chair in the first instance, with a view to trying to establish if these concerns are shared by any other members and / or if the matter has already been raised with the appropriate senior manager.
- 6.11 As a general rule, the role of members is to scrutinise and hold senior employees to account for the delivery of the public body's services and in meeting its strategic objectives. In doing so, members are required to provide strategic leadership and oversight. This involves setting strategy and policy, scrutinising overall performance against strategic aims, and making major decisions that concern their public body as a whole.
- 6.12 By comparison, operational management is the planning, organising and execution involved in day-to-day activities and service delivery. This is normally the role and responsibility of employees. Members risk losing sight of their strategic role if they become too focused or inappropriately involved, either individually or as a board, on matters that are operational in nature.
- 6.13 Members may well be approached by service users for assistance. Members can direct the service user to the appropriate employee or team. They can also raise the enquiry with the relevant employee or team and can seek information on progress or ask questions about how a service has been delivered on behalf of a service user. Members must be careful, however, to avoid straying into operational management by, for example, directing employees to take a certain course of action or prioritise the needs of a specific service user. Members should be mindful that they are in a position of influence and that employees may feel pressured into responding to them as a matter of priority, even if the enquiry is not urgent.
- 6.14 Members should also be aware of the distinction between a request for help and a complaint; and, in the latter case, should recommend that the service user makes use of the public body's formal complaints procedure. Members should be careful if they are approached by employees of the college for help and should decline to get involved in anything which relates to their status as an employee (such as performance or attendance management).

Examples of inappropriate involvement are where a member:

- seeks to become involved in the drafting of an internal process document being put in place to support a wider policy;



- becomes involved in an individual staffing matter;
- tries to direct employees to take a certain action in respect of an individual student; and / or
- insists on attending an operational meeting with an outside body, or an internal employee working group where members are not normally present.

Further examples of where a member can become inappropriately involved in operational matters include when they try to seek additional information from employees on a particular area of college activity in which they have an interest or where, as an elected or nominated member, they seek information about something that is being planned by management. It should be noted that members do not necessarily have a right to request executive information over and above that which the board, as a collective, requires to see in order to be able to undertake its strategic objective and scrutiny roles, and make informed decisions. Members should ensure that any additional information is sought through the appropriate channel, which will usually be when a matter is being discussed at a board or committee meeting.

- 6.15 Further information and examples of areas where members may inappropriately seek to get involved in operational matters can be found in the Standards Commission's Advice Note for Members on Strategic and Operational Matters.

## 7. Collective Responsibility

- 7.1 The Code requires members to respect the principle of collective responsibility for decisions taken by the board as a whole, once made. This provision is not intended to inhibit discussions or constructive challenge by members in matters of decision-making and corporate responsibility. Members may be required to take decisions on difficult issues and, when doing so, will often have genuine, and strongly held, differences of opinion. Once issues are thoroughly debated, however, decisions should be taken and the majority vote should prevail. Members should note that continuing with a conflict, when it has become apparent that other members will not change their minds, can waste time and be demotivating and futile.
- 7.2 Members should bear in mind that while issues can and should be debated robustly, stakeholder confidence in the college can be lost, if they then express division outside the boardroom by, for example, talking to the media or officers or posting on social media. This is because confidence and trust can be eroded if a board is perceived as being divided, with its members criticising each other.
- 7.3 If a member fundamentally disagrees with the decision taken by the board, then they have the option of asking for their concerns or dissent to be recorded in the minutes of the board meeting. If a member remains discontented, they may wish to ask the Chair of the board for a meeting to discuss their concerns. Ultimately, though, if a member's concerns are not resolved to their satisfaction and they cannot accept and support the collective decision of the board, they will need to consider whether it is appropriate to resign.
- 7.4 It should be noted that even if a board member has their dissent from a decision recorded in the minutes of the meeting at which the decision in question was made, they are still bound by the principle of collective responsibility and any confidentiality requirements. This means that when the decision was made public, the member could confirm publicly that they had dissented, since this would be in the minutes and a matter of public record. The member should not, however, say anything that would bring the college or board into disrepute.

Examples of potential breaches of the collective responsibility provision in the Code could include a member making disparaging remarks about a decision made by a regional board at a later meeting of their own college, or a member denouncing a decision made by the college in the media.

Another example of where a potential breach could arise could be a situation where a trade union member of a board, who was also the spokesperson for their trade union, was commenting on a decision that the board had been involved in or had made. If the member was, for example, announcing a vote of no confidence in the college board and its management in respect of the decision or was criticising its impact, the member could potentially be in breach of the Code. That may not be the case, however, if the member was merely commenting on the potential impact of the decision on trade union members and made it clear that they were doing so in their capacity as the trade union spokesperson (and that they were speaking on behalf of it, as an entity, and not as an individual).

A further example could be a situation where a staff member of a board was supporting a colleague at an employment tribunal. While the staff member might question a management decision or procedure taken, on behalf of their colleague, they would still be bound by the principle of collective responsibility and should not, therefore, criticise a decision taken by the board (even if they had dissented from the decision when it was made).

## 8. Confidentiality

- 8.1 The Code states that members must not disclose confidential information or information that should reasonably be regarded as being of a confidential or private nature. The Code further states that members are only entitled to use confidential information to undertake their duties as a board member. They must not use such information in any way for personal advantage or to discredit their public body (even if there are of the view that the information should be publicly available).
- 8.2 It should be noted that information can become confidential in a number of ways and, while sometimes the confidential nature of the material will be explicit (for example, if a document is marked 'confidential'), in other cases, it will be clear, from the nature of the information or from the circumstances in which it was provided, that it is confidential.
- 8.3 If a member is also a member of an outside organisation, or is an elected or nominated member, they may have access to information that should not be disclosed to the outside organisation or their constituency. This means that if a member is provided with confidential information, such as information disclosed in a closed or private section of a board meeting, or legal advice obtained by the public body (either from employees or external legal advisers), they should not disclose or release it to any other outside organisation or individual without consent. That remains the case even if the information or decision directly concerns, or could impact upon, that outside organisation or individual. If a member is in any doubt about whether information is confidential, they should seek advice from the Standards Officer or Chair before disclosing it.

Examples of confidential information can include, but are not limited to:

- the content of documents marked as confidential or non-disclosable;
- commercial information such as information relating to a contract or a contractor's business;
- personal or sensitive information, such as information relating to an individual's employment or health;
- information which is confidential as a result of a statutory provision;
- information discussed in closed or private sections of meetings;
- legal advice obtained by the public body (either provided by employees or external legal advisers); and
- information received as a result of a relationship where there is an expectation of confidence, such as between a member and a service user.

An example of where a board member might breach the confidentiality requirements of the Code could be where the board has considered a report containing information in respect of a tendering exercise and subsequent award of a contract, and information about the award of the contract is then disclosed by the member to a third party after the meeting (and before any public announcement about the contract is made).

A further example could be where a staff, student or trade union member of a board discloses confidential information the board has been discussing about a potential restructuring exercise to their staff colleagues before the senior management team and board have agreed the information should be disclosed to employees. The member could be in breach of the Code even if it is their personal view that the information should be made public, or even if the member knows that their staff colleagues have heard rumours about the potential restructure and are expecting feedback.

- 8.4 It is acknowledged, nevertheless, that the fact that there are staff, student and trade union members on boards means there is an expectation of partnership working with those members' constituencies. It is accepted, for example, that a trade union member may be put under pressure by senior trade union colleagues to disclose any knowledge they may have about a decision made by the board that could have major implications for the trade union. Boards are, therefore, encouraged to be as transparent as possible and to only classify information as confidential in cases where there is a very good reason for it not to be disclosed at that time. Boards should, where possible, determine and make clear how long members will be expected to maintain confidentiality in respect of a particular decision or matter, and should be transparent about their reasoning in this regard.

## 9. Sources of Information

- 9.1 The Standards Commission can provide further advice and support on the Code and how it should be interpreted. The Standards Commission's contact details are  
Email: [enquiries@standardscommission.org.uk](mailto:enquiries@standardscommission.org.uk)  
Telephone: 0131 346 6666.

- 9.2 The Standards Commission has produced Advice Notes for Members on the following topics:

- The Use of Social Media
- How to Declare Interests
- The Application of Article 10 of the European Convention on Human Rights (the right to freedom of expression)
- The Role of the Standards Officer
- Conduct at Online Meetings
- Gifts & Hospitality
- Bullying and Harassment
- Distinguishing between Strategic and Operational Matters
- Relations Between Members and Employees

The Advice Notes can be found on the Standards Commission's website at:

<https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>

- 9.3 Further sources of information that members may find to be of assistance include:

- Scottish Government's "On Board" Guidance, which is found at:  
<https://www.gov.scot/publications/board-guide-members-statutory-boards-2/pages/5/>
- The Scottish Government's Governance Hub, which is found at  
<https://governancehub.scot/>



- The College Development Network's Code of Good Governance for Scotland's Colleges and its Guidance for Board Members in the Public Sector, both of which are found at: <https://www.cdn.ac.uk/governance-key-documents/>
- Ministerial Guidance for College Sector Board Appointments, which is found at: <https://www.gov.scot/publications/college-board-appointments-guidance/>
- The Office of the Scottish Charity Regulator's Guidance and Good Practice for Charity Trustees, which is found at: [https://www.oscr.org.uk/media/3621/v10\\_guidance-and-good-practice-for-charity-trustees.pdf](https://www.oscr.org.uk/media/3621/v10_guidance-and-good-practice-for-charity-trustees.pdf)



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