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College Development Network

THE BOARD SECRETARY (GOVERNANCE PROFESSIONAL) HANDBOOK

August 2021

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1. INTRODUCTION: THE CODE OF GOOD GOVERNANCE FOR SCOTLAND'S COLLEGES (2016)

The Code

The Code of Good Governance for Scotland's Colleges (2016) (the Code) can be found here.

The Code of Good Governance codifies the principles of good governance for learners and learning that already exist in our colleges and promotes accountability and continuous improvement in how colleges and regional strategic bodies are governed.

The Code is based on five key principles and has been written in a way that is mandatory and anticipates compliance. All colleges that receive funding from the Scottish Funding Council (SFC) or from a regional strategic body must comply with the Code as a term and condition of grant. Exceptions should be rare and must be explained publicly.

The Five Principals are:

- Leadership and Strategy
- Quality of the Student Experience
- Accountability
- Effectiveness
- Relationships and Collaboration

The Code clearly states the importance of the board secretary role.

D.14 All board members must have access to the board secretary who has an important governance role in advising the board, the committees and individual board members and supporting good governance.

Other key documents which can be found here include:

- The Guide for Board Members in the College Sector
- A Board Development Framework
- Guidance Note – Conducting Externally Facilitated Effectiveness Reviews (August 2016)

Good Governance Steering Group

The Good Governance Steering Group (GGSG) was established in 2013 at the request of Scottish Government to develop the Code of Good Governance in Scotland's Colleges. The Code was produced in 2014 and has been reviewed in 2016 and again in 2020 (final sign off pending).

The GGSG is chaired by a Regional Chair has a broad membership drawn from the college sector and our key stakeholders, this includes two board secretaries.

Remit

- To shape and influence government policy on college governance
- To consult with students, staff, board members and other key stakeholders when appropriate
- To provide good practice guidance to support the sector

A full list of current GGSG members, the workplan and meeting papers are available on the Governance Hub. See the link here

Colleges Scotland provide the secretariat for the GGSG.

2. ROLE AND RESPONSIBILITIES OF THE BOARD SECRETARY (GOVERNANCE PROFESSIONAL)

The Model Role Description can be found in the Board Secretary section on the Governance Hub, here. The key responsibilities are detailed below.

Advisory

2.1 Provide advice to the Board and its Committees to facilitate good governance in relation to:
- the proper exercise of their powers, including in relation to relevant legislation
- compliance with the Financial Memorandum, its Good Governance Code, Standing Orders and Scheme of Delegation
- their behaviour and conduct in relation to the Board's Code of Conduct.

2.2 Provide clear advice to the Chair and the Board or Committee on any concerns the Board may have that relates to Board members having not been given:
- sufficient information
- information in an appropriate form
- sufficient time to monitor, scrutinise or make informed and rigorous decisions in an open and transparent way.

2.3 Take appropriate action if the Board, any Committee or any Board members appear to be at risk of acting outside their powers, in conflict with the college's interests, or undertaking or proposing actions that may be unlawful.

2.4 Keep abreast of sector developments and relevant government policy and bring to the attention of the Chair and the Board matters likely to affect the arrangements in place for the college in relation to governance.

2.5 Act in an independent and impartial capacity to secure professional advice or undertake research on behalf of the Board and brief the Chair and Board members on relevant issues.

2.6 Ensure that all documentation relating to corporate governance, including the Board's Standing Orders, Scheme of Delegation, Code of Conduct, Committee remits and Registers of Interest, are regularly reviewed and kept up-to-date and are approved by the Board prior to publication.

2.7 Draft briefing papers for the Board and correspondence on behalf of the Chair.

2.8 Report any unresolved concerns about the governance of the body to the relevant funding body (i.e., the Scottish Funding Council or the Regional Strategic Body).

Board Appointments

2.9 Manage the process of Board appointments, ensuring that the Board fully takes account of the College Sector Board Appointments: 2014 Ministerial Guidance and ensuring that all Board members are kept up to date on progress.

2.10 Act as Returning Officer for the election of staff members to the Board, ensuring that the procedures used are in accordance with legislation and staff have been consulted on these procedures as appropriate.

2.11 Check the eligibility of current and prospective Board members in accordance with legislation.

2.12 Prepare and issue terms of appointment for all Board members.

2.13 Support the Board in the recruitment of a new Principal and, where relevant, members of the Senior Management Team.

Induction, Training and Development

2.11 Promote the availability of the National Induction Programme to new Board members as soon as dates are available and encourage, support and monitor participation, normally to be completed by members within 9 months of appointment.

2.12 Lead on the development of a college specific induction programme for new Board members, tailored to individual needs.

2.13 Support the Chair in providing an ongoing training programme of activities for existing Board members, to reflect individual training needs, sector changes and current college or national issues.

2.14 Assist the Chair (and Vice Chair where appropriate) in planning for annual development meetings with individual Board members.

2.15 Participate in relevant CPD and networking events to ensure up-to-date knowledge on governance and sector-wide issues.

Conduct of Board Meetings

2.19 Ensure that agendas, papers and minutes are drafted and issued in accordance with the Standing Orders.

2.20 Attend or have oversight of all Board and Committee meetings, ensuring that adequate arrangements are in place to record attendance, take minutes and give procedural advice where required.

2.21 After each meeting, ensure dissemination of Board decisions to those required to implement them and ensure the Board is briefed on progress at subsequent meetings.

2.22 Support the Board in undertaking its annual review of effectiveness.

2.23 Prepare an annual schedule of Board and Committee meetings (including Strategy and Development Days where appropriate) and circulate this in a timely manner to Board members.

2.24 Make appropriate arrangements for relevant information relating to the Board to be published on the college website.

2.25 Facilitate suitable arrangements for the approval and retention of minutes, in accordance with the Standing Orders.

Standards Officer

2.26 Act as Standards Officer in accordance with the Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland). See here.

3. COLLEGE SECTOR IN SCOTLAND

The structure is set out below, there are:

- 13 Regional Colleges
- 3 Regional Strategic bodies (currently subject to review)

For more detail on the college sector see the Colleges Scotland leaflet

Scottish Government

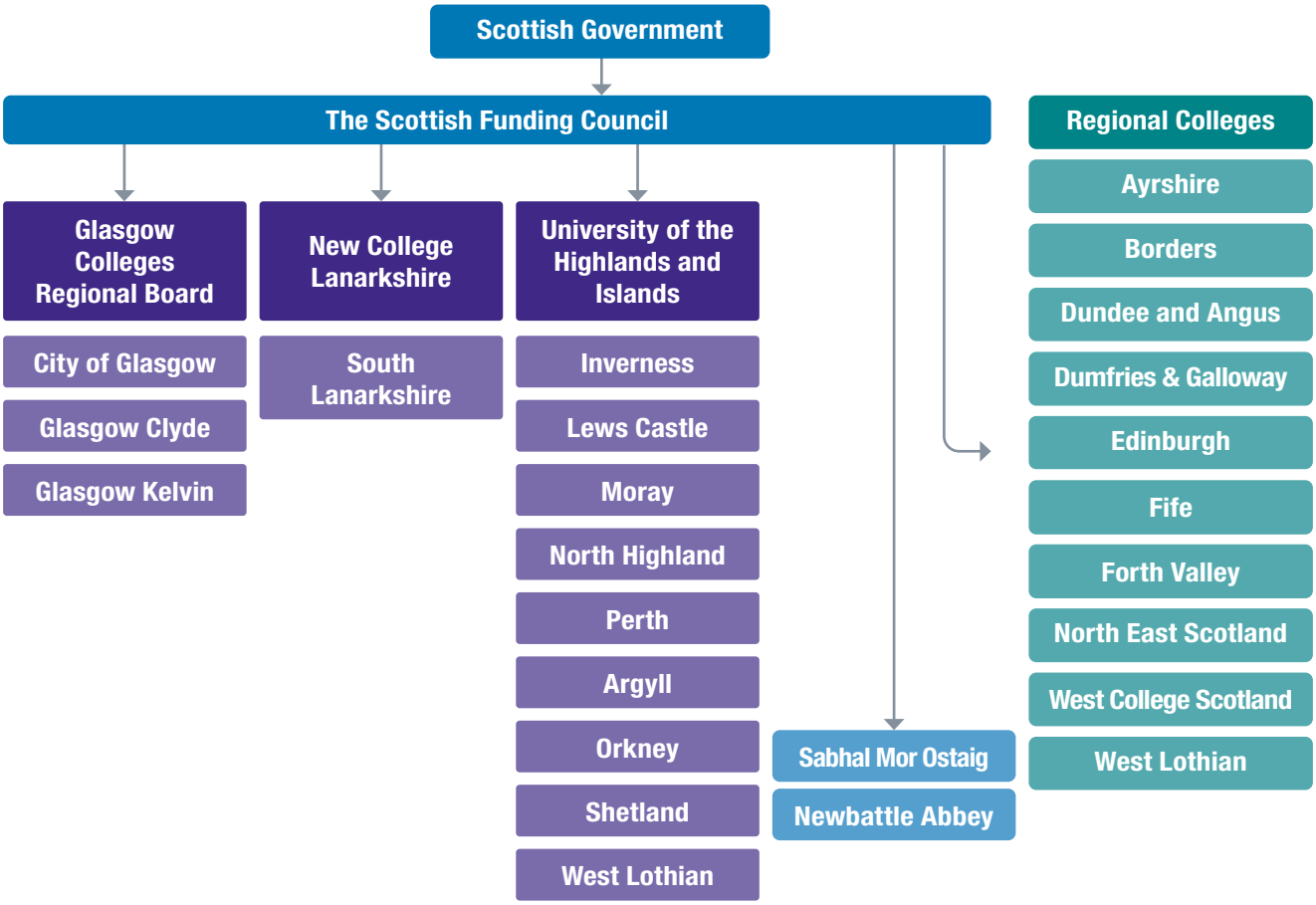
- Sets the strategic direction and ambition for the college sector
- The annual Ministerial Letter of Guidance sets out priorities for the coming year (the current version can be found on the SFC website)
- Scottish Government allocates funding to SFC
- SFC funds activity
  - directly to regional colleges
  - indirectly to assigned colleges

Legislation relating to Colleges

- Further and Higher Education (Scotland) Act 1992
- Further and Higher Education (Scotland) Act 2005
- Post-16 Education (Scotland) Act 2013

Other Key Stakeholders (and links to their web pages)

- Scottish Funding Council
- Colleges Scotland
- CDN
- Education Scotland
- NUS
- SPARQS



4. RESOURCES AVAILABLE TO SUPPORT BOARD MEMBERS AND BOARD SECRETARIES

The Board Secretary Steering Group, supported by CDN, provides a valuable source of information and advice. The network meets on a regular basis to discuss current governance issues, engage with key stakeholders and to share information. There is a JISC mail service which allows members to communicate across the network and post questions and answers.

The Governance Development Programme is delivered by CDN. Board Secretaries are welcome to attend any of the workshops as part of their induction. See CDN Governance Development Programme

The programme includes

- the National Board Induction training aimed at new board members, which is delivered on a virtual basis. All new board members should attend, and the board secretary role is to ensure that new Board Members sign up for this training
- A range of online and self-directed learning modules
- Meet the Stakeholder events
- Topical workshops aimed at board members and board secretaries
- Annual Leadership and Governance Summit

- **The Governance Hub**, (see link) which provides online access to a range of useful information and resources for Board Members and Board Secretaries, including a glossary of terms relevant to the college sector in Scotland, training modules and access to the Good Governance Steering Group papers. You are responsible for arranging access to the Hub for your board members.

  There is a dedicated **Board Secretary section** with a range of **exemplar documents** produced by sector for the sector, see the link. Examples of the exemplar documents include
  - Model Scheme of Delegation
  - Standing Orders
  - Board Member Terms and Conditions

- **Mentoring,** CDN can facilitate mentoring by an experienced Board Secretary

- **Get into Governance,** an online set of training modules aimed at individuals who might be interested in joining a board but want to know a bit more about the role and responsibilities before making a commitment, this provides a useful recruitment tool. The modules cover
  - What a board does
  - What is expected of a board member?
  - What support and training should be available?
  - For more information see Get into Governance

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