

## THE BOARD OF MANAGEMENT OF CARNEGIE COLLEGE

### Statement of Roles and Responsibilities

#### Key Roles of the Board

Role	Aims and Tasks
To provide strategic leadership, direction, support and guidance for the College.	To oversee the development and review of strategies, plans and policies and monitor their implementation within an agreed timetable and reporting structure. To ensure appropriate and experienced people are recruited for key management roles and as new Board Members.
To provide commitment to the College's core values, policies and procedure.	To ensure the effectiveness of arrangements for risk management, internal control and governance processes and ensure that these are communicated throughout the College.
To ensure the overall proper functioning of the College.	To ensure proper financial and other management of the College, to ensure economy, efficiency and effectiveness of the College's activities.
	To ensure educational demand is met where possible.
	To oversee the development and review of performance targets, including key financial targets.
	To provide continuity of direction and management by making appropriate arrangements for delegation.
To ensure the College provides suitable and efficient further education to its students.	To ensure appropriate activity levels are achieved by the College.
	To ensure an appropriate curriculum is offered to students.
	To ensure accessibility with a variety of media is maximised.
	To ensure adequate and suitably experienced academic staff resource is available to deliver the approved curriculum and activity level.
To ensure the regularity of spend of funds received from SFC 33.	To comply with the Financial Memorandum agreed by the College with the Scottish Funding Council.
	To implement clear guidelines and authorisation procedures and a culture of good governance.
	To receive regular reports from management in respect of this.
To ensure proper stewardship of funds ensuring probity of spend and delivery of value for money in the use of the College's resources.	To ensure effectiveness of the internal control systems.
	To obtain appropriate internal audit reports, effective Key Performance Indicator (KPI) reports and monitor performance of the senior management team.
	To ensure that the financial statements are true and that the College's income and expenditure is regular.
	To ensure economy, efficiency and effectiveness of the College's activities.
	To establish and promote the College's role in the community.

(The 2006 Guide for College Board Members prepared by the Association of Scotland's Colleges, page 15.)

## Summary of the Board's Specific Responsibilities

Area	Responsibilities
Students	The Board is responsible for the admission, assessment, examination and discipline of students and for ensuring the production of a College Charter. In addition to this, the Board is responsible for monitoring the activities of the Students' Association.
Equality and Diversity	The Board has a duty to ensure non-discriminatory practices are followed throughout the College and <b>must</b> ensure compliance with relevant legislation.
Strategic Planning	The Board has a duty to put in place plans, to enable the College to achieve and develop its mission and primary objectives of learning, teaching and research. This responsibility includes considering, approving and monitoring implementation of the College's strategic plan, which sets its academic aims and objectives and identifies the financial and staffing strategies necessary to achieve these objectives.
Corporate Governance and Risk Management	The Board is responsible for the College's systems of internal control and for reviewing their effectiveness. The Board has a responsibility to ensure that the College has complied with good practice and in particular that it has complied with the principles set out in Section 1 of the <i>Combined Code on Corporate Governance</i> .
	The Board has a responsibility to ensure that there is a formal ongoing process in place for identifying, evaluating and managing the College's significant risks and <b>must</b> review the key risks to which the College is exposed, together with the operating, financial and compliance controls that have been implemented to mitigate those risks.
Finance, Financial Planning and Management and Monitoring	The Board is responsible for ensuring the solvency of the College, safeguarding its assets, approving the financial strategy / budget, ensuring regularity of spend and ensuring that there are adequate management controls in place to enable the Board to discharge its other responsibilities.
Audit	The Board is responsible for directing and overseeing the College's arrangements for internal and external audit.
Performance Monitoring	The Board <b>should</b> regularly monitor its own effectiveness and the performance of the College against its planned strategies and operational targets. Clear KPIs should be set.
Quality and Standards	Ultimately the Board is responsible for the educational character and the quality of education provided by the College and <b>must</b> ensure that sound arrangements are in place to ensure the quality and standards of the College's work.
Learning Environment and Estates	The Board is responsible for oversight of the strategic management of the College's land and buildings. As part of this responsibility it <b>should</b> consider, approve and keep under review an estates strategy that identifies the property and space requirements needed to fulfil the objectives of the College's strategic plan, and also provides for a planned programme of maintenance.
	The Board <b>must</b> also ensure that all Health and Safety regulations are met.
The Board as an Employer	The Board, as the employer of the individuals who work for the College, has a responsibility to ensure that the College meets its moral and legal obligations as an employer.

<b>Area</b>	<b>Responsibilities</b>
	The Board has responsibility for the College's human resource and employment policy. This includes ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee. The Board is also responsible for appointing and setting the terms and conditions for the Principal and such other senior posts as it may from time to time determine.

(The 2006 Guide for College Board Members prepared by the Association of Scotland's Colleges, pages 29 - 31.)

## **Roles and Responsibilities of Individual Board Members**

- Board Members **must** abide by The Seven Principles of Public Life (Nolan Principles) in discharging their duties (see section 26 of the Board Handbook).
- The Ethical Standards in Public Life etc (Scotland) Act 2000 requires Boards to adopt a Code of Conduct (see section 16 of the Board Handbook) based on the Model Code of Conduct for Members of Devolved Public Bodies – members **must** abide by this in undertaking their duties.
- Training and Development – there is an onus on individual Board Members to keep themselves informed and updated.
- Board Members **must** act honestly and in good faith at all times.
- Board Members should be independent, and should bring their own mix of skills and expertise to enhance decision-making. However, once decisions have been made, Board Members should act as a unitary Board and assume collective responsibility in the best interests of the College.

(The 2006 Guide for College Board Members prepared by the Association of Scotland's Colleges, pages 34.)

## **Desired Capabilities of Individual Board Members**

- Experience of working at a strategic level within an organisation or company, within an area of expertise that the College has identified that would add value to the current skills available on the Board.
- Good communication skills, including the ability to analyse and understand complex documents, and to articulate views and chair meetings effectively.
- An understanding of Committee structures and governance principles.
- An interest in or knowledge of the education sector.
- The ability to dedicate time to attend Board and Committee meetings regularly, and to participate in College events and visits.
- An affinity with the mission, vision, values and behaviours of the organisation.

## **Roles and Responsibilities of the Chair of the Board**

### **Roles and Responsibilities:**

- Effective leadership of the Board and ensuring that the Board fulfils its duties, roles and responsibilities.
- Ensuring members work together effectively and efficiently and have confidence in the procedures laid down for the conduct of business and that the views of all members are sought at meetings.
- Ensuring the efficient conduct of the business of meetings of the Board by following established procedures for the conduct of business.
- Ensuring members have a proper knowledge and understanding of their roles and responsibilities.
- Developing an effective and mutually supportive working relationship with the Principal and other senior staff, agreeing their annual targets, overseeing the way they implement Board decisions and undertaking performance assessment of the Principal.
- Ensuring that the Board observes the principles of public life and that any Committees established report back to the Board on a timely and efficient basis.
- Suspension and dismissal of the Principal and, in the absence of the Principal, other senior post holders.
- Calling meetings and approving minutes of meetings prior to publication.
- Can exercise the right of a second or casting vote in situations where there is an equal division of votes.

### **Ensuring Consideration is Given to:**

- The specific powers of the Chair in their College which should be documented in the College's standing orders.
- The roles of each Committee should be documented and regularly reviewed.
- Taking care not to become involved in the day-to-day operational management of the College, which is the proper remit of the Principal.
- The fact that they may be called upon to act as an ambassador for the College by representing the Board to other external bodies, or attending public functions.
- The fact that they are normally chosen from Board members and are normally appointed through election. The Principal, student member, employees and any local authority representative cannot be elected as the Chair.
- Period of office, which is decided by the Board.
- The Chair and Vice-Chairs may be eligible for reappointment at the end of their period of office, subject to remaining to be qualified as a Board member.

(The 2006 Guide for College Board Members prepared by the Association of Scotland's Colleges, page 39.)

## **Roles and Responsibilities of the Secretary to the Board**

### **Roles and Responsibilities:**

- Ensuring that the business of the Board is conducted smoothly and efficiently and in compliance with Statutory Instruments, Standing Orders and the Scheme of Delegation.
- Ensuring that the Board operates within its powers and follows agreed and proper procedures and takes appropriate action if required.
- Ensuring that principles of corporate governance are followed and advising the Board accordingly.
- Ensuring the meetings of the Board are properly run, that members receive appropriate advice and that the proceedings of the Board and its Committees are recorded fully and accurately.
- Identifying where there is a quorum and ensuring appropriate ratification of non-quorate meetings.
- Ensuring the conduct of the business of the Board, and of individual members, accords with the high standards expected of those in public office.
- Maintaining an up-to-date register of interests.
- Planning the business of the Board and its Committees, which will involve timetabling meetings in advance, preparation of agendas and commissioning and distribution of papers.
- Taking minutes of meetings and ensuring they clearly identify actions, responsibilities and matters arising.
- Ensuring that Board members are appointed and replaced in accordance with the College's Constitution.
- Continuing development of Board member's expertise.

### **Ensuring Consideration is Given to:**

- The fact that they are appointed by, and are accountable to, the Board.
- The fact that the Secretary must be able to demonstrate independence and is free of influence from the College, so that the Secretary can offer fair and impartial advice to the Board.
- May be appointed from outwith the College, eg a solicitor, although commonly, the role is combined with that of another post within the College.
- Should have administrative skills and a detailed understanding of the Further Education sector and the law and procedures affecting College governance.
- Regular training is important to ensure that the Secretary remains up-to-date and is able to function effectively.
- Compliance with the law and any changes to existing, or the introduction of new legislation is required.

(The 2006 Guide for College Board Members prepared by the Association of Scotland's Colleges, page 40.)

## **Roles and Responsibilities of the Principal**

### **Roles and Responsibilities:**

- **Must** ensure that public funds are spent only on the purposes for which they are given and in accordance with any terms and conditions attached to them.
- **Must** alert the Board if any actions or policy under consideration would be incompatible with the terms of the Financial Memorandum.
- Member of the Board with full voting rights.
- Responsible for the executive management of the College and the day-to-day direction, organisation and leadership of its staff.
- Overall responsibility for the College's Personnel function including composition of the Senior Management Team and staff structure.
- Proper management of the budget and resources of the College.
- The Board's professional adviser on the running of the College.
- Initiate discussion and consultation on proposals concerning the College's future development at the appropriate time and with relevant advice from suitable professionals.
- Implement the decisions of the Board to ensure that they are implemented through the relevant part of the College's management structure.
- A lead role in the development and update of the Strategic Plan.
- Responsible for decisions relating to academic activities including student discipline.

### **Ensuring Consideration is Given to:**

- Delegation of responsibilities as appropriate but noting that the responsibilities falling on the Principal and Chief Executive may not be delegated.
- The Principal is accountable to the Scottish Executive for the proper use of funds put at the College's disposal.
- The specific responsibilities of the Principal for management of the College as laid out in the College's Constitution and Standing Orders.
- The Principal may have additional responsibilities delegated by the Board and the Constitution may also give additional responsibilities.
- The Principal is, ex officio, a member of the Board and appropriate Committees (not the Audit Committee).

(The 2006 Guide for College Board Members prepared by the Association of Scotland's Colleges, page 41.)