

**Programme Board – Shetland Merger**

**PB2019-09**

<b>Committee</b>	Programme Board
<b>Subject</b>	Draft Terms of Reference for the Shadow Board
<b>Action requested</b>	<input type="checkbox"/> For information only <input type="checkbox"/> For discussion <input type="checkbox"/> For recommendation
<b>Brief summary of the paper</b>	The paper sets out a draft terms of reference for the shadow board
<b>Resource implications</b> [if yes, please provide detail]	No <a href="#">Click here to enter text.</a>
<b>Risk implications</b> [if yes, please provide detail]	Yes The shadow board needs defined terms of reference to ensure that it acts within its delegated responsibilities and focuses the board on the work in hand
<b>Date paper prepared</b>	21-May-19
<b>Date of committee meeting</b>	30-May-19
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<b>Equality and diversity</b>	No
<b>Status</b>	Non-confidential
<b>Freedom of Information</b> Can this paper be included in	Yes

## **Draft terms of reference**

### **Background**

At the last meeting of the Programme Board a set of draft terms of reference were discussed. The following changes were agreed

1. That the reference to approving voluntary severance arrangements was out with the scope of the shadow board and should be amended
2. That it shows that staff and student representatives are elected
3. That quorum levels need to be changed to account for odd numbers
4. That we should list those groups allowed to send representatives

### **Considerations**

The draft terms of reference for the Shadow Board are presented in Annex 1. The Board is asked to consider the draft terms of reference and request any adjustments as they see fit.

# Shetland Merger Project



Shadow Board

# Terms of Reference

## Terms of Reference of the shadow board

### Membership

The membership of the shadow board will consist of the following representatives:

- Chair, Shetland Fisheries Training Centre trust
- Trustee, Shetland Fisheries Training Centre Trust
- Chair, Shetland College Board
- Chair, Education and Families Committee
- Principal Designate
- 2x Elected teaching staff representative (1 drawn from NAFC Marine Centre and 1 from Shetland College)
- 2x Elected non-teaching representative (1 drawn from NAFC Marine Centre and 1 from Shetland College)
- 2x Elected student representatives
- Independent non-executive board members

In the first instance, the chair of the Shadow Board will rotate between the Chair of Shetland Fisheries Training Centre Trust and the Chair of Shetland College. The Shadow Board can change this arrangement should it agree to do so and elect a new Chair. This can be one of the members or an external person with relevant experience. The board can elect a vice chair of the Shadow Board as it sees fit.

## **Remit**

The purpose of the Shadow Board is to ensure that all requirements of the merged college, in relation to the governance of the institution, are in place, such as the committee structure, standing orders, scheme of delegated authority and principal office holders. The Shadow Board should also be in a position to endorse and implement the new college's strategic plan from vesting date.

The Shadow Board will;

- Provide strategic direction on the merger process prior to vesting day, including the development of the Ministerial Merger Business Case;
- Provide an overview of the Principal Designates activities in relation to the merger process;
- Appoint a Principal Designate;
- Approve any funding bids to the SFC to cover the costs of the merger process;
- Approve the staffing structure for the new college;
- The Shadow Board will liaise with the Partner Boards with regard to any voluntary severance requests which arise as a consequence of the implementation of the approved staffing structure;
- Approve a draft budget for the new college;
- Approve policies and procedures for the new college;
- Approve the name of the new college;
- Provide strategic direction on the development of a Communications and Staff Engagement strategy to the Principal Designate.

## **Limits of delegated authority**

The primary function of the Shadow Board is oversee the establishment of arrangements for the new college. In doing so, it cannot bind the decision making of Shetland Islands Council or NAFC Marine Centre.

## **Key Principles**

The *Nine Principles of Public Life in Scotland*, which incorporate the seven Nolan principles, must be the basis for board decisions and behaviour. These key principles, which apply individually and collectively are:

- Duty/public Service
- Selflessness

- Integrity
- Objectivity
- Accountability and Stewardship
- Openness
- Honesty
- Leadership
- Respect

### **Voting**

The Shadow Board may take a vote on a decision where a consensus cannot be reached. Where the Shadow Board is split equally, and no decision can be made, the chair will have a casting vote.

### **Substitutes**

Substitute members for the members noted below can attend Shadow Board meetings with prior agreement of the Chair.

- i. The Chair or trustee from the Shetland Fisheries Training Centre Trust
- ii. The Chairs of Shetland College Board and the Education and Families Committee
- iii. Elected Teaching staff
- iv. Elected non-teaching staff
- v. Elected Students

### **Senior Executive Support**

The Shadow Board can request that senior executives or those with particular knowledge and experience within the reporting structures of Shetland College, NAFC Marine Centre and Train Shetland attend meetings to provide input into decision making where required.

### **Board administration**

The Shadow Board will be clerked by a member of the Shetland Islands Council Committee Services team until it appoints an alternative person.

### **Quorum**

As the membership of the shadow board will be 50% of those members elected. Where this is an odd number, it will be rounded down.