

Shadow Board – Shetland Merger Project

Committee	Shadow Board
Subject	Preparation for appointment of Secretary to the Board
Action requested	<input type="checkbox"/> For information only <input type="checkbox"/> For discussion <input checked="" type="checkbox"/> For recommendation
Brief summary of the paper	It is a requirement of College Boards to have Secretary to the Board. In preparation for appointing to this role, the attached job description is standard.
Resource implications [if yes, please provide detail]	Yes The Secretary role cannot be taken on by a member of the SMT; it must therefore be part of the staffing budget.
Risk implications [if yes, please provide detail]	No
Date paper prepared	22-Aug-19
Date of committee meeting	28-Aug-19
Author	Project Manager
Equality and diversity	No
Status	Non-confidential
Freedom of Information Can this paper be included in 'open' business?*	Yes

1. Recommendation

The Shadow Board should agree to initiate recruitment during September for the role, with a view to starting the appointment from the start of the new Board for the new college.

Hours of work and salary will be benchmarked against the Secretary roles of other colleges.



MODEL ROLE DESCRIPTION FOR BOARD SECRETARY/CLERK TO THE BOARD/ GOVERNANCE OFFICER/COLLEGE SECRETARY

Job Title: Board Secretary/Clerk to the Board/Governance Officer/College Secretary etc

Salary: £

Hours of Work:

Responsible to: Chair of Board of Management

Base Location:

1. Job Purpose

The Board Secretary has an important governance role in advising the Board and individual Board members and supporting good governance. The Board Secretary should advise the Board and Executive Team on governance, the role of the Board and Board matters.

The Board Secretary must directly support the Chair and the Board in ensuring that the Board receives appropriate, timely and high quality information in a form that allows it to monitor and scrutinise the College's activities and to challenge performance when required. The Board Secretary must support the Chair, the Board and the Executive Team in ensuring compliance with all relevant legislation and governance requirements.

The Board Secretary is accountable to the Board through the Chair on all matters relating to his or her duties. The Board Secretary will give sound, well-researched, independent and impartial advice and guidance to the Board and will support Board Members in evaluating their effectiveness.

The Board Secretary may be a member of the senior management team in their board secretary capacity, but they cannot hold any other senior management team position at the same time. This is to ensure independent advice is given and to avoid potential conflicts of interest arising. However, this does not imply that the Board Secretary is independent of the college, they play a vital role, and should avoid becoming remote from the working of the college. The Board Secretary should establish an effective working relationship with senior management and other relevant staff in their College.

2. Key Responsibilities

Advisory

- 2.1 Provide advice to the Board and its Committees to facilitate good governance in relation to:
- (a) the proper exercise of their powers, including in relation to relevant legislation
 - (b) compliance with the Financial Memorandum, its Good Governance Code, Standing Orders and Scheme of Delegation

- (c) 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:
 - (a) sufficient information
 - (b) information in an appropriate form
 - (c) sufficient time to monitor, scrutinise or make informed and rigorous decisions in an open and transparent way.
- 2.3 Take appropriate action if Board, 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

- 2.14 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.
- 2.15 Lead on the development of a College specific induction programme for new Board members, tailored to individual needs.

- 2.16 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.
- 2.17 Assist the Chair (and Vice Chair where appropriate) in making arrangements for annual development meetings with individual Board members.
- 2.18 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).

General

- 2.27 Check claims for expenses submitted by Board members are in made accordance with College procedures and ensure payment is made.
- 2.28 Undertake any other duties as may reasonably be required by the Board.

3. Person Specification

Education and Qualifications

- Educated to degree level or equivalent
- Up to date knowledge of corporate governance practice
- An understanding of the legal framework in which the Board operates
- An appreciation of ethical standards and the principles of public life

Experience

- Working with a Board
- Providing advice on corporate governance and other matters, ideally within a further education environment
- Holding a senior level position and complex/difficult decision-making

Skills/Attributes

- Ability to provide advice in an accurate and concise manner
- Good interpersonal and communication skills
- Integrity, diplomacy and good judgement
- Ability to remain independent and impartial
- Ability to meet tight timescales and prioritise work to ensure deadlines are met
- An effective team members and can perform effectively with a minimum of supervision
- Excellent planning and organisational skills
- Confidentiality and discretion
- Meticulous attention to detail
- Effective minute-taking skills
- IT skills relevant to the post

Flexibility

- Ability to work flexibly, including flexing the number of hours worked to accommodate the Board and Committee cycles. Some evening work may also be required to support meetings.

Good Governance Steering Group
June 2016