

## Shadow Board – Shetland Merger Project

<b>Committee</b>	Shadow Board
<b>Subject</b>	Transition to full Board of Directors
<b>Action requested</b>	<input type="checkbox"/> For information only <input type="checkbox"/> For discussion <input checked="" type="checkbox"/> For recommendation
<b>Brief summary of the paper</b>	Preparations to ensure the new Board of Directors becomes fully operational as soon as the company is formed
<b>Resource implications</b> [if yes, please provide detail]	Yes  Recruitment costs for a new Chair, Board Secretary and Audit Committee members will be required.
<b>Risk implications</b> [if yes, please provide detail]	Yes  Good governance requires the new Board to have these roles established as soon as possible; it also requires the recruitment process to be open and transparent.
<b>Date paper prepared</b>	22-Oct-19
<b>Date of committee meeting</b>	30-Oct-19
<b>Author</b>	Project Manager
<b>Equality and diversity</b>	No
<b>Status</b>	Non-confidential
<b>Freedom of Information</b>  Can this paper be included in 'open' business?*	Yes

# Shadow Board for Shetland Institute UHI

## Recommendation:

- 1) Proceed to advert for the Chair and Audit Committee roles (Appendix 4) and the Board Secretary role (see PB2019-27) immediately; write to representative fisheries/seafood bodies for nominations of a non-executive director; and follow the timelines outline in the staged approach.
- 2) Shadow Board members agree the approach to appointing an interim Chair and revising the number of Staff Directors prior to an election for staff Directors immediately post-vesting.
- 3) Agree a recruitment panel to be invited for the role of Chair, from the range of bodies identified, to ensure a fair process.
- 4) Agree the recruitment process for any external Audit Committee members required.
- 5) Agree the training proposal attached.
- 6) Shadow Board members interested in the roles for Audit and Nominations Committees should express an interest for appointment once the Board is established.

<b>1. Background</b>	
<b>1.1</b>	The Board approved the MAA and submitted it for final due diligence at its meeting on 25 <sup>th</sup> September 2019. Preparations for the transition from Shadow Board to full Board of the new college now need to take place.
<b>2. Report authors</b>	
<b>2.1</b>	Project Manager
<b>3. Context</b>	
<b>3.1</b>	The Code of Good Governance for colleges in Scotland requires transparency in recruitment to college Boards and the establishment of essential committees of Audit Committee (which meets regularly), Remuneration (which meets as required) and Nominations (which meets as required).
<b>3.2</b>	Appendix 1 indicates the sections of the MAA informing the role of Chair and its appointment.
<b>3.3</b>	Appendix 2 refers to the roles and remits of the committees as described in the MAA. The Shadow Board presentation of July 2019 on the role of the Audit Committee is also attached.
<b>3.4</b>	PB2019-27 (August 2019) refers to the role of Board Secretary, agreed by the Shadow Board.
<b>3.5</b>	Appendix 3 refers to the offer of training requested by the Board from College Development Network
<b>4. Risks</b>	
<b>4.1</b>	Following a challenging year of developing the governance for the new college, the transfer of the current Shadow Board to the full Board of Directors for the new company is the essential next step towards realising a merged college. Failure to take this step confidently and in a timely way could represent lack of leadership for the new college at a time when staff need to feel leadership is in place and fully focused on the best interests of the new college.
<b>4.2</b>	An early start on recruiting a Chair, Board Secretary and, if necessary, Audit Committee members could result in a time delay longer than desirable between establishing the new company and having a fully functioning Board in place. A delay is inevitable, since the company must be established as a legal entity for other processes to proceed, but the delay should be minimised.
<b>5. Dependencies</b>	
<b>5.1</b>	Recruitment can proceed, as any appointments can be made with a start date that suits the company.

# Shadow Board for Shetland Institute UHI

## 1. Staged preparation for good governance

There are a range of steps towards good governance that need to be taken now that the MAA are finalised.

<b>Stage 1</b>	
<b>Transferring Shadow Board to Board of Directors</b>	
<b>Chair</b>	Until the appointment of a single Chair (see stage 2), the Board should nominate an interim Chair. If the current joint Chair role was to continue, the incumbents would be required to be non-executive members and could not continue in their current representative capacity. The other Directors could appoint them as non-executive directors to do so (MAA 64.1)
<b>Staff Directors</b>	The Board of Directors requires two Staff Directors, one teaching and one non-teaching. This requires an election by employees. The employees voted as representatives by staff are then appointed by the Directors and serve from the first meeting after their election. Note, this should be a process conducted as if by one whole organisation, therefore it may be beneficial to wait until after vesting. Until that time, it is suggested that the current four Staff Directors reduces to two, with one member representing Shetland College and NAFC, but that their term of appointment is limited to the election date (they may of course stand and be re-elected).
<b>Student Director</b>	The Board of Directors requires one Student Director. HISA should be requested to fulfil that role in the most appropriate manner.
<b>Independent Directors</b>	The Independent Directors should confirm their willingness to transfer to the Board of Directors. All were appointed on the basis that this would be their role. No additional process is required for existing members. If it is agreed that one current non-executive Board member does represent the fishing/seafood industry, then one further director representing this industry is required. This may be achieved by writing to fishing/seafood representative bodies requesting their nominations to be considered by a panel from the existing Shadow Board as soon as practicable, and for the appointment to then proceed based on their recommendation, at the following Board meeting.
<b>Board training</b>	The training proposal attached should be considered, and dates set for an appropriate time – a time which accommodates potential new appointments above may be beneficial, but this should not unnecessarily delay training since governance development is important.
<b>Schedule of actions</b>	<p><b>30<sup>th</sup> October:</b></p> <ul style="list-style-type: none"> <li>• Non-Executive members confirm their preferred approach to the role of Chair prior to appointment of single Chair.</li> <li>• Non-Executive members agree the Chair recruitment process.</li> <li>• Non-Executive members confirm their preferred training schedule.</li> </ul> <p><b>6<sup>th</sup> November</b> –target latest date for company to be formed.</p> <p><b>During November:</b> staff groups agree their preferred single nominee to act as Staff Director until a further election (January 2020 after vesting).</p> <p><b>27<sup>th</sup> November:</b> First Board meeting, confirmation of interim Chair and staff Directors, advisors to be present (SIC, NAFC) and appointment of fisheries/seafood non-executive director.</p>

## Shadow Board for Shetland Institute UHI

<b>Stage 2</b> <b>Establishing a full Board of Directors with the required committees and roles</b>	
<b>Chair</b>	The Chair or interim Chair oversees good governance and plays an important role in developing the Board, whilst appointing a Chair.
<b>Terms of Reference</b>	The Board of Directors should agree the ToR for the required committees and then proceed to recruit to the committees under the guidance of the Chair
<b>Nominations Committee</b>	The Chair should oversee the establishment of the committee. This committee guides the selection of appropriate individuals as Independent Directors and will support the Chair in relation to any external non-director appointments to committee roles (e.g. Audit Committee)
<b>Audit Committee</b>	The Chair should oversee the establishment of the committee: the Audit Committee must have a different Chair, must be at least 3 members (including its Chair) and may be comprised of members who are not directors of the company.
<b>Remuneration Committee</b>	The Chair should oversee the establishment of the committee. Online training within one month of appointment is a requirement for this role. Since the Principal's remuneration is already in place, this committee's role would in the first instance focus on levels of expenses and compensation for Directors, if required.
<b>Secretary to the Board</b>	The Chair should oversee this appointment with a panel selected from the Board and any external input to the panel required (e.g. a Board Secretary from another college).
<b>Schedule of actions</b>	<b>1 November:</b> advertise externally for all required roles (Chair, Board Secretary, potential Audit Committee non-director roles); <b>27<sup>th</sup> November:</b> scheduled meeting of Board of Directors, approve Terms of Reference for committees; agree working group for Policies and Procedures required for assignment to UHI and schedule of adoption. <b>29<sup>th</sup> November:</b> Panel to select Chair shortlists candidates <b>10<sup>th</sup> December:</b> interviews, Chair appointed <b>w/b 16<sup>th</sup> December*:</b> Chair induction and meet Directors (Board meeting)

\*Although this is often a challenging week, January is also a busy month in Shetland and there will be a full agenda in January to finalise necessary aspects of governance.

<b>Stage 3</b> <b>Developing a confident Board working effectively with the Principal/CEO</b>	
<b>Board Secretary</b>	Chair and panel recruit a Secretary to the Board.
<b>Audit Committee</b>	Appointment of members, Chair, training and schedule of meetings
<b>Schedule of meetings</b>	All Board and committee meetings scheduled to ensure smooth reporting and governance. At an early stage this should include appointment of external auditor.
<b>Training for Board members</b>	Scheduled as agreed
<b>Policies and procedures</b>	Adoption of all required policies and procedures as required to become assigned to UHI.
<b>Schedule of actions</b>	<b>31<sup>st</sup> January</b> – end date for full Board to be in place with a Chair, Board Secretary and all governance requirements in place to meet the code of good governance and the requirements of UHI.

# Shadow Board for Shetland Institute UHI

## 2. Chair of the Board of Directors

2.1 The Chair is a critical leadership role for the new college and for the Board of Directors. Colleges Scotland Code of Good Governance describes the role as follows:

“The chair is responsible for leadership of the board and ensuring its effectiveness in all aspects of its role. The chair is responsible for setting the board’s agenda and ensuring that adequate time is available for discussion of all agenda items, particularly strategic issues. The chair must promote a culture of openness and debate by:

- encouraging the effective contribution of all board members
- fostering constructive challenge and support to the principal, executive team and fellow board members
- effective team-working
- positive relations between board members.

The chair must engage with the principal and the board secretary in a manner which is both constructive and effective”.

2.2 Appointments of Chair roles in unincorporated colleges is managed by the Board of Directors (i.e. it is not a Ministerial appointment). However, it is commonly done by external advertising in e.g. MyJobScotland or Goodmoves as well as local advertising, to attract candidates with appropriate skills and experience. Current Non-Executive Directors may also apply but would also use this external route. This approach ensures an open, fair and transparent process.

2.3 There are currently only 7 non-executive Board members (from a possible 12). Appointing from within that group would reduce the number to 6. The number of non-executive members needs to be more than the executive members (Principal, staff and students, totalling 4), so this is a small margin if attendance at a meeting was low for any reason. Appointing a Chair externally strengthens this balance.

2.4 Recruitment by an independent panel also ensures an open, fair and transparent process. It would be reasonable to invite a panel with a similar level of the required experience of a Chair. A proposed panel membership to appoint a Chair would be:

- A local senior executive of a charitable or public body, bringing local knowledge but wide senior level experience;
- A local senior executive of a company based in or linked with Shetland;
- An experienced Chair of another college Board of Directors from a UHI partner college;
- An experienced Board member of a relevant public body (e.g. HIE)

2.5 Draft role description (see Appendix 4). Applications would be made by CV and supporting letter in which candidates should evidence their experience, skills and qualities for the role described. Longlisting for interview would be by email followed by a shortlisting discussion by meeting or VC.

# Shadow Board for Shetland Institute UHI

## Appendix 1

### Appointments to office

67. The Directors shall elect from among themselves a Chair, Vice Chair and other such office bearers (if any) they consider appropriate.
68. A Director shall not be eligible for appointment as Chair if she/he is an Executive Director, Staff Director or a Student Director.
69. The office of Chair shall be held for a period of four years, but on the basis that a director vacating office as Chair may be re-appointed as Chair for a further four-year term.
70. A director who has held office as Chair for a period of 8 years shall automatically vacate office at the expiry of that 8-year period, and shall not be eligible to hold office again as Chair until a period of one year has elapsed.
71. For the purposes above:
  - 71.1 The period between the date on which a director is appointed as Chair and the annual general meeting which follows shall be deemed to be a period of one year unless it is of less than six months in duration (in which case it will be disregarded);
  - 71.2 The period between one annual general meeting and another shall be deemed to be a period of one year;
  - 71.3 If a director ceases to hold office as Chair and is re-appointed as Chair within a period of less than six months, she/he shall be deemed to have held office continuously.
72. Each office, other than the office of Chair, shall be held until the conclusion of the annual general meeting; a director whose period of office expires under this article may be re-appointed to that office (provided she/he is willing to act).
73. The appointment of any director to an office shall terminate if she/he ceases to be a director of the company or if she/he resigns from that office by notice to the company.
74. If the appointment of a director to any office terminates, the directors shall appoint another director in her/his place.

# Shadow Board for Shetland Institute UHI

## Appendix 2

### Nominations Committee and Remunerations Committee

109. The directors shall establish two committees (referred to in these articles as the Nominations Committee and the Remunerations Committee), to guide the directors in relation to the selection of appropriate individuals as Independent Directors, and for reviewing remuneration to employees.
110. The Nominations Committee and Remuneration Committee shall each comprise the Chair of the company and a minimum of two further individuals (who can be directors of the company or non-directors of the company) appointed by the board of directors.
111. Subject to the above article, the composition and proceedings of the Nominations Committee shall be governed by such Standing Orders as may be issued by the directors from time to time.
112. In carrying out its functions, the Nominations Committee shall give effect to the following principles:
  - 112.1 The Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time;
  - 112.2 Nominations for directors falling within the remit of the Nominations Committee should be sought from a range of appropriate sources;
  - 112.3 All expressions of interest should be considered by the Nominations Committee; and
  - 112.4 The Nominations Committee should maintain a register of suitable candidates for future reference.
113. The Remuneration Committee is responsible for setting the remuneration of the Principal.
114. The Remuneration Committee is also responsible for setting levels of expenses, compensation and payment for services by Directors, in line with the Code of Good Governance for Scotland's Colleges and charity law.
115. Members of the Remuneration Committee must undertake training (including online training) within one month of appointment.

### Audit Committee

116. The directors shall establish a committee referred to as the "Audit Committee" to assist the Board of directors in fulfilling its responsibilities with regard to oversight of (a) the company's financial statements and auditing, accounting and related reporting processes and (b) the company's systems of internal control regarding finances, accounting and financial reporting.
117. The Audit Committee shall comprise the chair of the Audit Committee as appointed by the board (who should not be the Chair of the board of directors) and at least two other individuals (who need not be directors of the company) appointed by the board of directors.
118. The composition and proceedings of the Audit Committee shall be governed by such standing orders as may be issued by the directors from time to time.

# Shadow Board for Shetland Institute UHI

## Audit Committee presentation from July 2019

### Introduction to College Governance

The role of the Audit Committee

#### Code of Good Governance Code

- Every college must be governed by an effective board that is, collectively, responsible for setting, demonstrating and upholding the values and ethos of the organisation.
- 9 key principles underpinning public life in Scotland / the 7 Nolan principles, must be the basis for board decisions and behaviour:

duty/public service

selflessness

integrity

objectivity

accountability & stewardship

openness

honesty

leadership

respect

#### Accountability

- The Principal's role is analogous to that of an accountable officer
- College staff should understand the distinction between legal and audit function
- Appointment of a Secretary to the Board
- College Development Network Governance Hub
  - Resources
  - Governance Networks, including an Audit Committee Network and a Board Secretary Network
  - Interaction with other colleges and Board members

# Shadow Board for Shetland Institute UHI

## Audit Committee Guidance

- Strong, independent members with skills and experience
- Strong collaborative relationship with the organisation
- “The conscience of the organisation”
- Insight and challenge on risk: financial, resource, security, change
- Oversight of agility: the ability to respond to new/emerging risks

## Role and Scope

### Role:

- Support to Accountable Officer and Board: assurances on risk management, control environment, integrity of financial statements and annual report

### Scope:

- Audit Committee Terms of Reference
- Cover all of the assurance needs of the Accountable Officer and Board
- Engagement with Internal Audit, risk management, External Auditor, Financial Management

## Structure and support

### Membership:

- At least three members
- One member should have relevant financial experience
- Independent non-executive members of the Board
- Can appoint independent external members to the Audit Committee, if necessary, who would not be members of the Board
- May co-opt for periods when specialist skills are required
- The Accountable Officer is not a member of the committee, but should attend, along with other relevant officers.
- The Audit Committee can sit privately without the AO or other officers it is feels this is necessary.
- Conflicts of interest must be declared and recorded.

# Shadow Board for Shetland Institute UHI

## Structure and support

Role of Chair:

- Agenda setting
- Ensure that after each meeting appropriate reports are prepared from the Audit Committee to the Board and Accountable Officer.
- Ensure that the Audit Committee provides a suitable Annual Report to the Board and Accountable Officer.
- Hold bilateral meetings at least annually with the Chair of the Board, the Accountable Officer, the Head of Internal Audit and the External Auditor.
- Meet and ensure all Committee members have an appropriate programme of interface with the organisation and its activities to help them understand the organisation, its objectives, business needs and priorities.
- Monitor action following meetings
- Ensure appraisal of committee member, and committee, performance

## Structure and support

Secretariat function (independent from operational/management):

- Advise on business priorities
- Support agenda development and commissioning of papers
- Circulate documents
- Ensure attendance of relevant officers for business items
- Record and minute meetings
- Support Chair to prepare reports
- Monitor committee appointments, renewals, induction, appraisal
- Arrange bilateral meetings and member engagement with college

## Assurance

"an evaluated opinion, based on evidence gained from review, on the organisation's governance, risk management and internal control framework"

- Clear college strategic outcomes and objectives
- A risk management framework
- Understanding of the sources of assurance within the organisation:
  - Management assurance
  - Management information – activity and data
  - Independent assurance – internal audit, accreditation reviews

## Shadow Board for Shetland Institute UHI

### Lines of enquiry

- Risk management culture – more than box ticking
- Process for identifying and evaluating risks
- Looking at the right things – is the risk register accurate, the risk focus wide enough
- There is appropriate ownership of risk, with training and support for staff and managers
- Management of risk and internal controls are appropriate
- Strategic
- Asks “how do we know?”

# Shadow Board for Shetland Institute UHI

**Appendix 3**

**Separate PDF file**

# Shadow Board for Shetland Institute UHI

## Appendix 4

**4.1 NB: Non-Executive Director role as per previous recruitment.**

**4.2 Recruitment pack: Chair of Board, to be used in conjunction with an updated profile of the new college as per the Principal Recruitment pack.**

**Remuneration: £0 (expenses incurred in fulfilment of the role will be paid in line with Board policy)**

**Time commitment: approx. 25 hours per month with an expectation of bi-monthly or quarterly Board meetings (travel may be required to attend UHI meetings or other meetings; VC is an option for many meetings).**

**Term of office: 4 years**

### Role

Shetland Institute UHI is seeking to appoint a Chair to its Board of Directors.

Work has been underway throughout 2019 to prepare the Board of Directors to lead a new college for Shetland established following the merger of Shetland College, Train Shetland and NAFC Marine Centre. This new Board begins a critically important journey in the life of Shetland Institute to establish a strong reputation for education, research and training in a remote island setting but with an international reach.

The Board plays a crucial role in the development of the Institute's vision and strategic direction. The Board is seeking an experienced Chair to work with Professor Jane Lewis, our Principal and CEO, to develop the Institute's role as a partner college to the University of Highlands and Islands and an important contributor to local, regional and national strategies for learning, skills, research, social and economic development.

The Chair of the Board is responsible for the leadership and effectiveness of the Board, and for ensuring that Shetland Institute is well connected with its stakeholders, staff and students. The Chair attends the University of the Highlands and Islands Board of the Regional Strategic Body for Further Education (FERB) and may contribute to other UHI Court or committee activities. The Chair will ensure the Board operates to high standards of governance and conduct.

To fulfil this important role, we are seeking an individual with a record of successful leadership at a senior and strategic level within a private or third sector organisation. Ideal candidates will be able to demonstrate excellent leadership and interpersonal skills, coupled with a strong commitment to, and affinity for, education.

Expressions of interest are invited from individuals with experience of chairing boards and committees responsible for managing strategic issues, with knowledge of the Scottish tertiary education sector, or with experience of key bodies relating to education in general.

### Responsibilities

## Shadow Board for Shetland Institute UHI

In discharging their duties, the Chair exercises a number of key responsibilities in relation to the leadership and effective operation of the Institute, including to:

- Chair meetings of the Shetland Institute UHI Board of Directors.
- Command the trust and respect of the Board of Directors, staff and students of the Institute.
- Contribute to collective decision-making and act only in the interests of the Institute, not on behalf on any other interest group.
- Ensure members work together in an open, accountable and effective manner.
- Ensure that the Institute considers all key issues affecting it and that all members have an adequate opportunity to express their views and participate in, and contribute to, decision making.
- Ensure the Institute operates according to its Memorandum and Articles of Association, the Code of Good Governance for Scotland's Colleges, Ministerial guidance for tertiary education, and the Institute's own policies, procedures and terms of reference.
- Convene committees as required by the Memorandum and Articles of Association.
- Monitor the ongoing performance of Shetland Institute and ensure that the Board demonstrably acts consistently with the principles of public life, Institute values and commitment to corporate social responsibility.
- Ensure the performance of the Institute, and the Board of Directors are monitored through appropriate performance indicators and other data.
- Work closely with the Principal of Shetland Institute to ensure a balance of authority and accountability, support and challenge.
- Review the performance of the Principal on an annual basis in accordance with agreed criteria, and monitor compliance with the Principal's terms and conditions of employment.
- Develop and maintain a constructive, yet appropriately critical and challenging, relationship with the Secretary to the Board and other senior members of staff.
- Engage in periodic review of the individual contributions and performance of Directors on the Board and to work with them to identify opportunities for future development in accordance with their individual needs.
- Represent Shetland Institute on the Further Educational Regional Board of the University of the Highlands and Islands, and other external forums as agreed by the Board.
- Represent the Institute, in an ambassadorial role, at internal and external meetings and events as appropriate, including annual graduations and prize-givings (August to October).

Qualities and experience required

### Attributes and Qualities

- Demonstrable integrity and ability to command the respect and trust of others from a wide variety of backgrounds, including the establishment of a fair, open, honest and transparent leadership style.
- Excellent interpersonal and communication skills, with a demonstrable ability to encourage the open discussion of divergent points of views and the building of consensus amongst a range of constituent groups.
- Strongly evidenced personal commitment to equality, diversity and inclusion.
- A commitment to the vision and values of Shetland Institute.

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- A strong commitment to, and affinity for, further and higher education.
- The ability to establish good relationships with the diverse and wide-ranging groups, individuals and organisations that constitute the Institute's stakeholders.
- Demonstrable ability to establish a challenging but constructive and effective working relationship with the Principal, all Directors of the Board and the Institute's Senior Management Team.
- Links to, or experience of, remote island communities, with a clear understanding of the challenges and opportunities for an institution operating in this context.

### **Essential Knowledge and Experience**

- A distinguished record of successful leadership at a senior and strategic level within a public, private or third sector organisation.
- Experience of the legal, strategic planning, financial, budgetary and risk management issues associated with leadership of organisations as described above.
- Experience of chairing boards and committees responsible for managing strategic issues.
- Extensive knowledge and demonstrable understanding of corporate governance issues and a commitment to upholding the highest standards in public life.
- Demonstrable commitment to, and experience of, equality, diversity and inclusion matters.
- Knowledge of the Scottish further or higher education sector, or experience of key bodies relating to education in general, and/or of the charity, not-for-profit, voluntary or public/government sector.

### **Desirable Knowledge and Experience**

- Understanding of key developments in the national and international environment in relation to further and higher education.
- Experience in areas relevant to Shetland's economy, public services and communities.
- Knowledge of fundraising and development.

### **Application process**

CV/letter

Interview dates

# Shadow Board for Shetland Institute UHI

## 4.3 Recruitment pack – Audit Committee Members

**Remuneration: £0 (expenses incurred in fulfilment of the role will be paid in line with Board policy)**

**Time commitment: approx. 12 hours per month with an expectation of bi-monthly or quarterly meetings (travel may be required to attend UHI meetings or other meetings; VC is an option for many meetings).**

**Term of office: 4 years**

Shetland Institute is seeking members of its Audit Committee

The Audit Committee is an essential part of Shetland Institute UHI's governance, providing assurance to the Board of Directors that financial systems, internal controls and, risk management is appropriate.

Audit Committee members work closely with the Principal/CEO, senior managers and finance officers to review internal information from the Institute's management information systems on its performance on targets set by the Board of Directors and our funders. The Audit Committee also advises the Board of Directors on the selection, appointment and remuneration of the Institute's external auditors.

A significant aspect of the role is ensuring financial systems and controls safeguard the Institute against fraud and poor practice; and that there is timely and robust information for the Board on the Institute's budget, financial performance and sustainability. However, the Audit Committee reviews all aspects of Institute performance that we report on and need internally to ensure continuous improvement, including student data, retention and attainment; staff data; external project delivery.

We are seeking to appoint two or more Audit Committee members to work with the Audit Committee Chair. Audit Committee members are not required to be full members of the Board of Directors.

### Responsibilities

- review and consider the changing context in which the College operates; (for example, changes in the environment, legislation, government and awarding bodies policies);
- constructively challenge and support Institute management in developing appropriate responses in line with the Institute's vision and strategic plan;
- review and monitor the implementation of the Institute's plans and policies, and advise the Board and Principal on strategies for achieving targets;
- the committee should periodically review its own effectiveness and report the results of that review to the Board and external stakeholders;
- receive and commission reports and updates on risk management arrangements, and progress reports from the internal and external Audit functions;
- conduct a regular cycle of review and critical reflection on key aspects of Institute performance;
- act in the best interests of the Institute ensuring it remains compliant with all legal, governance and reporting requirements, upholds the integrity of the Institution and the highest standards of public life.

# Shadow Board for Shetland Institute UHI

Qualities and experience required

## Essential experience

- Recent and relevant experience in a management role with significant responsibility for financial and management systems; or an audit committee role;
- Experience of using a variety of tools and techniques to analyse and use information to inform development and decision-making.
- Understands the wider public and charity sector expenditure and financial decision-making environment in which the Institute operates;
- Experience of using a range of corporate systems, with awareness of security and organisational procedures;
- Experience of using risk management frameworks and applying risk management principles to decision making and controls, with the ability to identify opportunities and threats to achieving objectives;

## Skills

- The ability to ask challenging questions to get to the root of information and its implications for the Institute;
- The ability to review financial and other data (qualitative and quantitative), and develop reasoned options and recommendations for the Board of Directors and managers;
- Evidence of ability to share, present and discuss complex information of all kinds in an appropriate format, to a range of stakeholders (including staff and student Directors);
- Capable of interpreting a wide range of financial information and performance data, assess options to underpin sound decisions, and share implications for delivery and expenditure with the Board of Directors.

## Qualities

- Willing to capture and share knowledge and processes across the wider system of the Institute, partner colleges in the UHI network, and other networks for colleges in Scotland;
- Willingness to learn and seek new information from these and any other useful source of information and support, tools, techniques and good practice, and apply these for the benefit of the Institute;
- Commitment to achieving the highest standards of value for money, internal controls and college governance as outlined in the Code of Good Governance for Scotland's Colleges.