

Shetland UHI

Terms of Reference

Contents

Transition Board 1

Audit Committee 3

Finance & General Purpose Committee..... 5

HR & Remuneration Committee..... 7

Learning, Teaching & Research Committee..... 10

Search and Nomination Committee 12

Transition Board

Terms of Reference

Date first approved	15 th July 2020
Review Officer	
First review date	August 2021
Date review approved by BOM	
Next review date	

The Articles and Association of Shetland UHI Ltd were adopted by special resolution passed on 9th July 2020. These can be [viewed online](#)¹.

Constitution

The quorum for all meetings of the committee shall be six members who are entitled to vote.

Membership

Not less than thirteen and no more than sixteen independent Board Members.

Chair	David Sandison
Board members	Executive Director - Jane Lewis Teaching: Andrew Anderson Beth Mouat Non-teaching: George Wallington Glenn Gilfillan HISA Shetland Depute - Cally Mair HISA President - Flo Jansen Independent: Lauren Doughton John Goodlad Karen Hall Graeme Howell Steven Kerr
Ex Officio	Board Secretary - TBC UHI - Fiona Larg

Frequency of Meetings

The Board shall meet monthly.

¹ <https://www.a-new-college-for-shetland.uhi.ac.uk/t4-media/one-web/aneucollegeforshetland/transition-board/meeting---2020-07-15/2020-07-15-PB2020-17-AoA.pdf>

Remit

- To set the strategic direction of the new institution aligned to that of the university and local Shetland requirements.
- To set up governance arrangements including committee structures (audit, finance, nominations, remuneration, learning and teaching, HR), committee terms of reference, external audit arrangements, internal audit arrangements etc in line with Scottish Code of Governance for Further Education in order to secure assigned college status with the university at the earliest opportunity post vesting.
- To develop and approve budget for institution
- To make decisions required pre vesting (including outcome of consultation) ensuring the transition is as smooth as possible for students, staff and other stakeholders
- To oversee the transfer of undertakings from the predecessor institutions (staff/assets/contracts etc)
- To approve policies for institution aligned to those of the university single policy environment
- To ensure that compliance and internal control framework is in place to meet the requirements of the financial memorandum with the university
- To ensure that appropriate staffing structures, educational provision and operational arrangements have been put in place
- To ensure that a suitable Health, Safety and Wellbeing framework is in place to meet the obligations of the institution
- To ensure that charitable status has been secured for the institution
- To ensure that appropriate steps are being taken to optimise student recruitment
- To ensure that risk identification and management processes are in place and working effectively
- To participate as appropriate in university governance structures.

Audit Committee

Terms of Reference

Date first approved	
Review Officer	
First review date	August 2021
Date review approved by BOM	
Next review date	

Constitution

The Transition Board has established a committee known as the Audit Committee. The quorum for all meetings of the committee shall be three members who are entitled to vote.

The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

A representative from external auditors shall attend meetings where business relevant to them is to be discussed. At least once a year, the committee should meet with the external auditors without any officers present.

Membership

Not less than five Board Members. At least one member of the Committee should have recent and relevant experience in finance, accounting or auditing.

Board members not eligible for appointment are the Chair of the Board, the Principal, members elected by the teaching and non-teaching staff of the college and the persons appointed by the Students Association.

No member of the Finance and General Purposes Committee shall also be a member of the Audit Committee. The Committee may if it considers it necessary or desirable, co-opt members with particular expertise.

Membership of the Committee should satisfy the requirements of the SFC Code of Audit Practice, and / or other appropriate guidance, as may be directed by the Board of Management.

Chair	<i>TBC</i>
Board members	<i>TBC</i> <i>TBC</i> <i>TBC</i> <i>TBC</i>
Ex Officio	Board Secretary - <i>TBC</i> Internal Auditor - <i>TBC</i> Corporate / Operations - <i>TBC</i> External Auditor Representative (as required / at least once a year) - <i>TBC</i>

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee's remit is to review and monitor the following aspects of the College's operations, and to advise the Board appropriately on:

1. The comprehensiveness, reliability and integrity of assurance of the governance and management of the College
2. The comprehensiveness, reliability and integrity of assurance of the risk management and business continuity of the College
3. The comprehensiveness, reliability and integrity of the College's financial management and other internal control and management systems
4. The effectiveness of arrangements for safeguarding the assets of the College and the public funds at its disposal
5. The economy, efficiency and effectiveness of the College's activities, including value for money
6. The effectiveness of the corporate governance and conduct of the College operations
7. All aspects of the provision of an effective Internal audit service
8. All aspects of the provision of an effective External audit service
9. The effective provision of Health and Safety arrangements to meet all legislative requirements
10. Public interest disclosure (whistle-blowing) arrangements
11. Data Protection and Freedom of Information arrangements.

Specifically, the Audit Committee shall:

1. Receive updates to and review the contents of the risk register maintained by the College
2. Review the reports submitted by the College's Internal Auditors and receive progress reports from College Management on the Internal Audit recommendations
3. Jointly with the Board's Finance and General Purposes Committee review the annual report of the College's external auditors and the associated College financial statements on which that report is based
4. Prepare an annual report for the Board of Management
5. Sit privately without any non-members present for all or part of the meeting if it so decides. The Committee will meet privately with the internal and external auditors at least annually
6. The Audit Committee shall conduct its business in accordance with the requirements of any guidance and/ or codes of practice issued from time to time by the SFC and/ or any other relevant statutory or regulatory authority, as directed by the Board of Management.

Finance & General Purpose Committee

Terms of Reference

Date first approved	23 rd September 2020
Review Officer	
First review date	August 2021
Date review approved by BOM	
Next review date	

Constitution

The Transition Board has established a committee known as the Finance & General Purpose Committee. The quorum for all meetings of the committee shall be three members who are entitled to vote.

The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

Membership

Not less than five Board Members, including the Chair and Principal who are members *ex officio*.

Chair	<i>TBC</i>
Board members	<i>TBC</i> <i>TBC</i> <i>TBC</i> <i>TBC</i>
Ex Officio	Finance - TBC

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall responsibility (within the Financial Memorandum between the College and the Regional Strategic Body) for the direction and oversight of the College's financial affairs.

The Committee has responsibility for the College's existing buildings and estates.

The Finance and General Purposes Committee shall:

1. Monitor the financial position of the college and report to the Board on any necessary action
2. To receive and consider information on non-core grant supported activity including international student and business development activities
3. Keep the College Financial Regulations under review
4. Review, approve and monitor the implementation of the College's finance and estates strategies and associated plans, and to submit appropriate reports and recommendations to the Board

5. Review the effectiveness of financial management and controls within the College
6. Receive and approve the annual revenue and capital budgets and final accounts for recommendation to the Board
7. Make recommendations to the Board regarding the level of tuition fees and other charges
8. Approve the write-off of bad debts in accordance with the limits set in the Scheme of Delegation
9. Consider, and contribute to, the overall risk management strategy of the college
10. Ensure compliance with relevant College policies and financial statutory and regulatory requirements including those relating to charity legislation
11. Consider and report on issues of procurement giving consideration to value for money
12. Ensure that the college's existing buildings and estates are fit for purpose and are maintained to an appropriate standard, meeting all relevant regulatory requirements
13. Consider and report on any other financial matters which the Board may delegate or refer from time to time.

HR & Remuneration Committee

Terms of Reference

Date first approved	23 rd September 2020
Review Officer	
First review date	August 2021
Date review approved by BOM	
Next review date	

Constitution

The Transition Board has established a committee known as the HR & Remuneration Committee. The quorum for all meetings of the committee shall be three members who are entitled to vote.

The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

Membership

Not less than five Board Members including the Chair of the Board of Management as well as the Chairs of the Audit Committee, the Finance & General Purpose Committee and the Learning, Teaching & Research Committee.

The Principal may attend this meeting by invitation, but must withdraw when his/her own salary is being discussed.

Board Members who are employed at the College may not Chair the Committee.

Chair	<i>TBC</i>
Board members	<i>Chair of the Board of Management - David Sandison</i> <i>The Chairs of the following Committees: Audit Committee - TBC Finance & General Purposes Committee - TBC Learning ,Teaching and Committee - TBC</i>
Ex Officio	<i>Principle - by invitation only</i>

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit (HR)

The Committee has overall responsibility for the direction and oversight of all personnel matters relating to the function of the Board of Management as employer of the College's staff.

The Committee shall oversee the development and auditing of all human resource strategies and work streams and this shall include:

1. Overseeing the Organisation and Professional Development Strategy and Annual Action Plan and monitoring actual performance against KPIs.
2. Overseeing the human resources measures surrounding turnover, absence, diversity and teaching qualifications
3. Ensuring that the College has appropriate succession plans in place for senior management, teaching and support staff
4. Reviewing all Human Resource policies within the College.
5. Overseeing the provision of occupational health support, the provision of computerised human resources systems and a Job Evaluation system.
6. Monitoring progress against Equality Scheme Action Plans.
7. Ensuring that the College provides appropriate Staff training and development.
8. Ensuring the College has in place an effective Performance Management framework monitored through regular statistical reports to the Committee.
9. Ensuring appropriate arrangements are in place for effective dialogue with trade unions
10. Ensuring that pay and conditions of employment are properly determined and when applicable in line with National Bargaining and that pension arrangements are monitored
11. Ensuring there is a recognition and procedural agreement and that appropriate dialogue with trade unions is maintained
12. Ensuring that the college is operating within all legal requirements relating to employment law and other legislation affecting employment.

Remit (Remuneration)

Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.

The Committee shall consider and make decisions on the remuneration package and conditions of service, and any changes thereof, of the College Principal and such other senior staff as is considered appropriate, taking into account:

1. That College senior management should be fairly rewarded for their individual performance and contribution to the College's overall performance
2. Where, in terms of senior management remuneration, the College stands in relation to other comparable institutions in the sector, organisations of a similar size and the local market;
3. The Scottish Government's approach to remuneration in the public sector;
4. The relationship between the remuneration of the senior management and that of other employees of the College
5. The benefits granted to senior management; and
6. The adequacy of pension arrangements and also the cost implication of pension arrangements including the pension effect of remuneration proposals.

The Committee shall review the annual appraisal of the Principal and Chief Executive by the Chair of the Board and review the Principal and Chief Executive's continuing professional development.

One member of the Board of Management shall represent the Board on the interview panel for Senior Management appointments.

The Committee shall consider such other matters relating to the Board of Management which the Chair shall from time to time determine, in particular in relation to severance payments.

The Committee should endorse any proposals for severance payments to Senior Managers and any exceptional settlements which will require to be formally notified to the Board of Management.

Learning, Teaching & Research Committee

Terms of Reference

Date first approved	23 rd September 2020
Review Officer	
First review date	August 2021
Date review approved by BOM	
Next review date	

Constitution

The Transition Board has established a committee known as the learning, Teaching & Research Committee. The quorum for all meetings of the committee shall be three members who are entitled to vote, including at least one who is neither a member of staff nor a student member.

The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

Membership

Not less than five Board Members, including the Principal, the Teaching Staff Representative and the Student Representatives.

Chair	TBC
Board members	TBC TBC Principle Designate - Jane Lewis HISA Shetland - Cally Mair Teaching Staff Representative - TBC
Ex Officio	

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall responsibility for monitoring the direction and performance of learning, teaching and research at the College.

The Learning, Teaching and Research Committee shall:

1. Oversee the development and implementation of the various strategies aligned to the committee and monitor their performance against targets
2. Recognise trends in education and research and recommend specific initiatives in the College.
3. Monitor student recruitment, retention and achievement and any actions identified
4. Monitor the progress of the annual Student Partnership agreement
5. Monitor data relating to the student experience and performance at the College
6. Ensure that the college continues to maintain and improve the quality of its provision.

7. Monitor the College's preparedness for the ongoing, external scrutiny of its provision.
8. Monitor the development of the College's International links
9. Monitor the Curriculum to ensure that the College meets the needs of students, stakeholders and the local community
10. Receive and consider information on research activity in the college including funding, curriculum support, student journey, professional development and stakeholder engagement
11. Review the results of the external verification visits carried out throughout the year
12. Monitor the level and type of complaints received
13. Receive regular reports from HISA and monitor the college response to student concerns.

Search and Nomination Committee

Terms of Reference

Date first approved	
Review Officer	
First review date	August 2021
Date review approved by BOM	
Next review date	

Constitution

The Transition Board has established a committee known as the Search and Nomination Committee. The quorum for all meetings of the committee shall be three members who are entitled to vote.

The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

Membership

Not less than five Board Members, including the Chair and the HISA Shetland Depute.

The Chair and Vice Chair of the Board of Management, the Chairs of each of the Standing Committees of the Board, namely Audit, Human Resources & Remuneration, Learning, Teaching and Research and Finance and General Purposes.

The Vice Chair of each of the Standing Committees, may deputise in the absence of the Chair of that Committee.

Chair	David Sandison
Board members	Cally Mair, HISA Shetland Depute <i>TBC</i> <i>TBC</i> <i>TBC</i>
Ex Officio	Principle Designate - Jane Lewis Board Secretary - <i>TBC</i>

Frequency of Meetings

The Committee shall meet only when required, and report to the Board.

Remit

The Committee has overall responsibility for reviewing the balance of skills and experience of non-executive members of the Board and committees of the Board and for making recommendations to the Board in relation to the appointment of non-executive members.

The Search and Nomination Committee shall:

1. Consider the skills matrix of current Board Members to determine the skills and experience required of prospective members
2. For Board non-executive positions and in consultation with the Principal and Board Secretary, agree:
 - A timetable for recruitment and selection process
 - The various forms of advertising to be used to ensure the College meets the College Sector Board appointment requirements and the requirements of the Public Sector Equality Duty
 - The key information to be included in the advertising material.
3. Provide for the consideration of the Board, a list of names for members of Board Committees.