

Newbattle Abbey College: Governance Effectiveness Review

Final Report: v1.3F

April 2022

External reviewer: Prof. Ron Hill

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1. Introduction

- 1.1 The Code of Good Governance for Scotland's Colleges, dated 2016, (the Code) sets out the principles of good governance for colleges and regional strategic bodies in Scotland.
- 1.2 All colleges that receive funding from the Scottish Funding Council or a regional strategic body must comply with the Code as a condition of grant. Each governing board must state its adoption of the Code in its corporate governance statement contained within its annual financial statement.
- 1.3 The five principles set out in the Code provide a framework within which colleges and regional boards are expected to develop their own policies and procedures.
- 1.4 The Code states that the relevant governing board must have in place a robust self-evaluation process. Para D. 23 states '*The Board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years*'. This externally facilitated governance review was established to meet this expectation.
- 1.5 'The Guide for Board Members in the College Sector' and the 'Board Development Framework' provides additional guidance for college board members, regional board members and board secretaries.
- 1.6 Newbattle Abbey College was established as a company in 2004 with a board of directors. The terms 'Board' and 'Directors' are used in this governance review.

2. Methodology

- 2.1 This effectiveness review included the following components:-

- Initial meeting with the Chair, Principal and Board Secretary to agree the scope of the review and the overall project plan (8 February 2022)
- Observation¹ of Board meeting (31 March 2022), Audit Committee (17 February 2022),
- Desk review of core governance documentation, including agendas, reports and minutes.
- Interviews with the Chair, Principal, Board Secretary, Senior Independent Member;
- Questionnaire circulated to all Governors exploring core elements of college governing process and practice.

3. Executive Summary

- 3.1 . Recent evidence from Education Scotland² together with evidence from this review of governing practices and processes confirms an engaged, committed and improving Board. The Board has already recognised the necessity to strengthen its governing processes and

¹ The Board meeting was observed in person; the Audit Committee was observed on-line.

² Education Scotland College Progress Visit Report 1 March 2022

practices and is already taking steps to produce a governance action plan. It is intended by the Board that the outcome of this governance review will dovetail with this existing process.

3.2 This effectiveness review has highlighted several areas where improvements would enable more effective decision making in the achievement of the Board's responsibilities. In summary, these improvements are as follows:-

- To implement the Code of Good Governance in full or explain where and why there is variation from the Code.
- To put in place arrangements to create and implement a governance action plan
- To provide support and development for the Board Secretary to be able to play a leading role in strengthening governing practice and process
- To support the implementation of the new strategic plan, develop a business progress report, for presentation to each board meeting, with accountability for performance to date and including variances from agreed targets, management interventions where necessary, and anticipated impact.
- Ensure that the strategic risk register is connected to the new strategic objectives

3.3 A list of the recommendations is provided at the end of the report. The adoption of these recommendations is intended to transition the Board from being largely reactive to greater proactivity.

3.4 It is acknowledged that the impact of the pandemic has affected the operation of governance and that the current illness of the Board Secretary has impacted on working governing arrangements.

4. Effectiveness Review against the Code for Good Governance for Scotland's Colleges

4.1 Leadership and Strategy

Conduct in Public Life

4.1.1 The Board, at its meeting of 31 March 2022, considered the adoption of a revised Code of Conduct for Members.

Vision and Strategy

4.1.2 At the time of this review (April 2022) the Board is without a strategic plan to implement and monitor. The previous Strategic Plan was dated 2016/20. The Board is currently considering a first draft of a Strategic Plan 2022/26. This item was an item on the agenda of the Board meeting held on 31 March 2022. As an interim measure, the Board agreed to carry forward the strategic priorities from 2020 to the beginning of the new strategic plan.

4.1.3 At the time of this review, the Board does not have 'a comprehensive performance management system' in place which 'identifies key performance indicators'.³

4.1.4 The Board has arrangements in place for the monitoring of its outcome agreement with the Scottish Funding Council at both Board and committee level.

³ A.7 from the Code of Good Governance for Scotland's Colleges

4.1.5 The Board should consider how it monitors the progress of its strategic plan, including variances from milestones and likelihood of the achievement of targets.

Corporate Social Responsibility

4.1.6. The most recent Equality and Diversity Report is dated 2019 (from the college website). There has been no consideration by the Board of an action plan to address issues raised by this report. The Code of Good Governance states ‘The Board must provide leadership in equality and diversity’⁴. An aspect of this leadership is the membership of the Board. It is recommended that consideration is given to the diversity of Board membership within the current Board nomination arrangements and/or by co-option.

4.1.7. The Board has established a committee structure as follows

- Audit Committee
- Planning and Resources Committee
- Learning and Teaching Committee
- Remuneration Committee⁵
- Chairs Committee

4.1.8. The committees have a scheduled pattern of meetings to work towards the quarterly Board meeting. There is an Audit Committee workplan in place for 2021/22 together with an Audit Committee annual report to the Board (see 4.1.12 below). However, other committees do not have workplans and there are no annual reports from these committees for 2020/21. It is recommended that consideration is given to the usefulness and performance of each of the committees of the Board on an annual basis. A workplan for the coming college year should be agreed by the Board in advance.

4.1.9. A review of the terms of reference for the committees suggests there is reasonable clarity of function and responsibility for most committees. However, the terms of reference for the Chairs Committee are too loose. The current responsibilities are expressed as

- Corporate governance
- Remuneration of the Principal
- Nomination of committee members

The remuneration of the Principal is technically covered adequately under the separate terms of reference for the Remuneration Committee and should not be repeated in the above listing.

4.1.10. The Health and Safety Committee appears on corporate diagrams showing a direct link to the Board. As the Health and Safety Committee is a college management committee and reports to the Principal, corporate diagrams should be amended.

4.1.11. There is an experienced and highly committed Chair of the Board. He is supported by a Board Secretary and a recently appointed Principal. Arrangements are in place for a new Chair to be identified for the new College year. Consideration should be given to support and development for the Board Secretary to be more influential in the processes and practices of governing.

⁴ A.12 from the Code of Good Governance for Scotland’s Colleges

⁵ It is noted that the Remuneration Committee operates with the same membership as the Chairs’ Committee

- 4.1.12. Observation of the Audit Committee was encouraging and achieved governing impact. The chair was effective in addressing the agenda and seeking resolution to key issues. Directors were engaging and queried, tested, and challenged appropriately. Unusually, the Audit Committee Annual Report 2020/21 was presented (17 February 2022) after the approval of the financial statements by the Board in November 2021. One of the purposes of the Audit Committee Annual Report is to give comfort to the Board in advance of the Board's consideration of annual financial statements.
- 4.1.13. There were a number of aspects of the Audit Committee meeting which would normally be addressed by a Board Secretary e.g. the presence of auditors, presentation of the risk register (rather than a verbal report), clarity on decision making by the Audit Committee (a delegated decision or a recommendation to the Board to approve), supporting the Committee in relation to focusing the scope and priorities of the audit service provider. Many written reports didn't include a recommendation to the Audit Committee thus making the item harder to chair, comment on and record in the minutes.
- 4.1.14. The Board has appointed a Senior Independent Member 'to provide a sounding board for the chair and to serve as an intermediary for the principal, other board members and the board secretary when necessary'⁶
- 4.1.15. The Board should consider how it addresses its corporate social responsibility as required by the Code of Good Governance. There is no available statement that specifically meets the expectations of the Code.⁷

4.2. Quality of the Learner Experience

Student Engagement

- 4.2.1. The Student Association Report was included on the Board agenda (31 March 2022) but, unfortunately, the SRC President forwarded apologies to the meeting.
- 4.2.2. The Board has established a Student Partnership Agreement 2021/22 with the Newbattle Abbey College Students' Representative Council (SRC). This agreement includes ten priorities for action in 2021/22. Furthermore, the recent Education Scotland report (1 March 2022) included the statement,⁸
'The SRC is well represented on the college Board and relevant committees, where learners feel their voice is listened to. Regular SRC meetings with college senior managers have also enhanced communication with learners and are helping to identify issues at an early stage'.
- 4.2.3. The Board receives two student survey summaries per college year – an early experience Survey in the Autumn Term and the SSES (Student Satisfaction and Engagement Survey) in June 2022.

Relevant and High-Quality Learning

- 4.2.4 The Board has established a Learning and Teaching Committee to have oversight of teaching and learning. The minutes of the meeting held on 16 February 2022 were included with the Board agenda (31 March 2022). The minutes give no indication of Governor contribution to the meeting and could be read as college management meetings only. Consideration should be given to appropriately emphasising Governor contribution to meetings of the Board and its committees where possible.

⁶ A.14 Code of Good Governance for Scotland's Colleges

⁷ A.10 Code of Good Governance for Scotland's Colleges

⁸ Page 7 College Progress Visit Report, Education Scotland

4.2.5 Whilst there is no specific reference to the Board or the Learning and Teaching Committee in the Education Scotland Report (1 March 2022), the report recorded ‘satisfactory progress’ in relation to the college’s intended outcomes. Under ‘outcomes and impact’ Education Scotland record ‘almost all learners benefit significantly in relation to their own personal development through attending programmes delivered at Newbattle Abbey College. They experience improvement in self-esteem and increased levels of self-confidence and self-worth’⁹

Quality Monitoring and Oversight

4.2.6 The primary method for quality monitoring and oversight is the Board’s Learning and Teaching Committee. Minutes from this committee are forwarded to the next Board meeting for review. The terms of reference for the committee are appropriate. However, there is currently no annual workplan for the committee nor an annual report to the Board from the committee. These arrangements would improve the focus and contribution of the Learning and Teaching Committee.

4.2.7 All reports to the Board and its committees could include the sub-heading ‘Learner Implications’ so that all Directors can appreciate the consequences of the reporting for teaching and learning.

4.3. Accountability

Accountability and Delegation

4.3.1. The Code of Good Governance makes a range of statements in relation to the accountability of the Board. As there is no recent review of the Board’s effectiveness (as required by the Code¹⁰), nor is there a detailed workplan for the Board, it is difficult to make clear statements about accountability.

4.3.2. The Board recognises the necessity to deliver the outcome agreement with the Scottish Funding Council (evidenced by reports to the Board).

4.3.3. The Board recognises and connects with students, staff, and a wide range of external stakeholders; further consideration should be given to ways in which the Board’s accountability to these stakeholders¹¹ operates, including the use of impact statements.

4.3.4. ‘Declaration of Interests’ is an item for the Board agenda to permit which encourages Directors to declare any interests in relation to the agenda at the commencement of the Board meeting. The Register of Director Interests is kept up to date – the edition posted on the College website governance page is March 2022. It is noted that the Board, at its meeting on 31 March 2022, approved a new Code of Conduct for Governors. It is advised that a brief training is provided for Governors to appreciate the expectations of this policy and its procedures.

4.3.5. The Board operates in a transparent way, including the timely production of minutes and the circulation of agendas and reports in advance of meetings. There is a governance section to the College website. The most recent Board minutes posted are 25 November 2021.

⁹ Page 4, College Progress Visit Report

¹⁰ D.23 Code of Good Governance for Scotland’s Colleges

¹¹ C.5 Code of Good Governance for Scotland’s Colleges

4.3.6. The style of the Board and committee minutes appears as a mix between governance and management. There is very little reference to Director contribution to meetings. The context for decision making (whether to note, support, approve, recommend for approval) should include some sense of Director participation, if only to support the recommendation in the report. Greater clarity in the presentation of the minutes should be given to decisions taken as this would improve the accountability of the meeting.

4.3.7. The Board, at its meeting of 31 March 2022, approved a revised Scheme of Delegation for ‘The Board of Directors of Newbattle Abbey College’. There are no specific delegations of decision making to committees of the Board and so it will be important that committees make clear in their minutes any recommendations to the Board for action to be taken. ‘Two-way communication between committees and the Board’ is a matter for the Board to ensure is effective.¹²

Risk Management

4.3.8 Risk management is overseen by the Audit Committee on behalf of the Board. However, the Audit Committee observed on 17 February 2022 only included a verbal report. The Board, at its meeting on 31 March 2022 included a written report ‘Risk Register’. When the next Strategic Plan is approved, it will be helpful to the Board to link the strategic objectives to the oversight of risk. Directors are aware of the necessity to be clear about the Board’s risk appetite (discussed at the Board meeting of 31 March 2022) as the Board approaches its approval of the next strategic plan in the coming months.

Audit Committee

4.3.9 The Board has established an Audit Committee with appropriate expertise and experience to operate effectively. The Audit Committee would benefit from clear, in-meeting guidance from a governance professional to address arising issues of procedure and protocol. As stated at 4.1.11, the Audit Committee Annual Report must be submitted to the Board in advance of the Board’s consideration of its annual financial statements.

Remuneration Committee

4.3.10 The Board has established a Remuneration Committee. There is no recorded evidence that its members have undertaken the online training module for Remuneration Committees provided by the College Development Network within one month of appointment¹³. There is evidence from individual Board members that this training has been completed. The Board does not currently have a senior staff pay policy¹⁴ as described within the Code.

4.3.11 The Board is reminded that the Board chair cannot be the Chair of the Remuneration Committee¹⁵, particularly as the Remuneration and the Chairs’ Committee appears to share membership and roles.

Financial and Institutional Sustainability

4.3.12 The Board has established a Planning and Resources Committee to oversee financial

¹² C.10 Code of Good Governance for Scotland’s Colleges

¹³ C.19 Code of Good Governance for Scotland’s Colleges

¹⁴ C.20 Code of Good Governance for Scotland’s Colleges

¹⁵ C.21 Code of Good Governance for Scotland’s Colleges

and institutional sustainability. The Board receives a financial report at every meeting. The report narrative would be improved by an explanation of variances, use of financial KPIs (agreed by the Board) and an overall statement of current and anticipated financial health.

Staff Governance

4.3.13 The Board has established terms of reference for the Remuneration Committee to provide the primary oversight of staffing matters (in the Board's capacity as employer). The Planning and Resources Committee also has a general remit which includes staffing matters.

4.4. Board Effectiveness

The Board Chair

- 4.4.1 The Chair, who has been a member of the Board since 2014, has a good understanding of further and adult education and considerable experience of chairing.
- 4.4.2 The chairing of the observed board meeting (31 March 2022) was effective, including the promotion of a culture of openness and debate. At the start of the meeting Directors would have benefitted from a preview of the significant items on the agenda for decision making.
- 4.4.3 The Board, at its meeting of 31 March 2022, considered proposals from the Chairs Committee for a Board Succession Planning Policy. Included within this policy was planned approach to securing a new Chair for the college year 2022/23.
- 4.4.4 There is currently no formal Chair annual review procedure in place.

Board Members

- 4.4.5 Board membership, from listing dated November 2021, informs that the current membership of 17 is comprised of:-
 - 6 co-opted Directors
 - 4 'company' nominated Directors
 - 2 'trustee' nominated Directors
 - 1 Director from North East Scotland College
 - 2 Staff Members
 - 1 SRC President
 - 1 Principal
- 4.4.6 The gender balance is 11 male, 6 female.
- 4.4.7 The Skills Matrix is dated January 2020. From this data there appears to be an appropriate balance of expertise and experience for Board membership. However, the matrix is a simple one i.e. does not differentiate skill level between 'expert' and 'basic'. Also, of the matrix characteristics, only one out of 14 probably relates to 'education' with the characteristic of 'quality assurance'. For the governance of an educational institution, more Board expertise in curriculum design, teaching innovation, learner assessment, learner experience, learner welfare, advice and guidance, might be expected. It is accepted that some of these characteristics might be present but are not picked up by the current simple matrix format.

- 4.4.8 No overall Board attendance rate has been provided for 2020/21. From available individual data recorded in the corporate governance statement for the year ended 31 July 2021, it is estimated that an average Board attendance rate of 90% was achieved. This is a very creditable performance.
- 4.4.9 The Board should give active consideration to greater diversity in Board membership to achieve a wider Board membership appropriate to the communities served by Newbattle Abbey College. The Board should seek to address the current gender imbalance in Board membership.

Principal

- 4.4.10 No details have been provided regarding the performance management of the Principal. The Code of Good Governance makes specific reference to the nature of this Board responsibility¹⁶.
- 4.4.11 The Scheme of Delegation, approved by the Board on 31 March 2022, provided for the responsibilities delegated to the Principal. It is for the Board to seek assurance on how these delegated responsibilities are enacted.
- 4.4.12 The new Principal, from November 2021, is committed to effective governance and is working with the Chairs Committee to improve Board practice.

Board Secretary

- 4.4.13 The Board has appointed a Board Secretary. However, there is no evidence of how the Board achieves the expectations of the Code of Good Governance¹⁷ with respect to the Board Secretary. There is some evidence, through interview, that the Board Secretary would benefit from a programme of structured support and development in the fulfilment of her duties.

Board Member Appointment, Induction and Training

- 4.4.14 There is a basic Board member induction procedure based on meeting with the Board Secretary, Chair, Principal and senior staff and Committee Chairs. The Member Pack includes 17 items including the Code of Good Governance for Scotland's Colleges. New Board members are expected to complete College Development Network induction training on-line. The Board does not have a Board Member Handbook. The induction process could be improved by structured meetings with students and staff. Mentoring arrangements for new Directors and the Student Governor should be considered.
- 4.4.15 The training record provided is very limited (related to the Code of Conduct only). There is no Board member development programme to assist Board members with their understanding of teaching and learning at Newbattle Abbey College.
- 4.4.16 The Code of Good Governance expects 'that new committee members receive a committee induction and have their specific training needs assessed and met'¹⁸. There is no evidence that this aspect of the Code has been achieved.

¹⁶ D.9 Code of Good Governance for Scotland's Colleges

¹⁷ D.15 Code of Good Governance for Scotland's Colleges

¹⁸ D.21 Code of Good Governance for Scotland's Colleges

Board Evaluation

4.4.17 The most recent external effectiveness of governance is dated 2017 and is published on the College website (governance section).

4.4.18 Areas of governance development 2017-18 were listed as

Leadership and strategy

i. *Adjust board agendas and papers to enable members to focus more on debating and deciding on key strategic issues, options, progress and risks, in order to make best use of the expertise of members and also to ensure the board provides leadership in the college's ongoing dialogue with the Trust;*

ii. *Explore how board members can use their networks and expertise to build on the excellent community and partner engagement undertaken by senior staff;*

Quality of the student experience

iii. *Take stock of the current mechanisms used for board member engagement with students and explore how this can be done in ways that suit the size and ethos of the college;*

iv. *Linked to increasing the amount of strategic discussion at the board, explore the option of staff making presentations to the board when it is making decisions on education and curriculum topics;*

Accountability

v. *Review the roles and remits of the committees, and the committee interface with the board, in order to underpin the above goal of more strategic debate at board level.*

vi. *Ensure committee minutes provide an adequate audit trail of decisions for all board members*

vii. *Review the governance information published on the college's website to ensure an appropriate level of openness and transparency*

viii. *Take the opportunity of a new chair of the audit committee to review the risk and assurance framework, with support from the college's auditors, including ensuring that internal audit arrangement are robust*

ix. *Ensure the role of the remuneration committee and its interface with the board is clear, document the procedure used for assessing the Principal's salary and ensure all members of the remuneration committee undertake the required national on-line training*

Effectiveness

x. *Review the induction programme so that each new board member receives a Governance Handbook containing all necessary information on the board member role, responsibilities, committee remits, details of board members and senior staff and key external partnerships. Ensure induction also includes opportunity to engage with existing board members and staff*

xi. *Ensure that the annual evaluation processes for the board, chair, committees, individual members and principal are documented and proportionate, and are designed to promote enthusiasm and good governance*

xii. *Ensure that all board members have the opportunity to attend the sector's national induction workshops and the board secretary maintains an overview of training and development needs*

xiii. *Use the existing model of development days to help this new board build as a team*

4.4.19 It is unclear from the governance documents supplied for this review how the Board has addressed these 'areas of development' since 2017. Many, if not all, of the recommendations remain valid for the outcome of this 2022 review.

4.4.20 A paper (dated 5 Jan 2022) prepared by the Senior Independent Member for the Chairs Committee picks up a number of key themes for the improvement of governing practice and processes. The paper is headed ‘Paper for Decision by Chairs’ Committee’. The minutes of meetings of the Chairs Committee 15 & 24 February 2022 records the decisions taken by the Chairs Committee. It should be noted that, procedurally, all decisions of the Chairs Committee should be designated as ‘recommendations to the Board for approval’ as the Chairs Committee does not have delegated authority to take such decisions without reference to the Board.

4.4.21 The formation of an annual development programme for Board members, based on individual preferences and Board priorities, should support continued progress for the Board. Mentor arrangements could be considered for student members and new members of the Board.

4.4.22. It is noted from the Board papers of 31 March 2022, that consideration is being given to succession arrangements for the Chair of the Board and the Chairs of committees.

4.4.23. As an element in this governance effectiveness review, Board members were issued with a questionnaire looking at core aspects of governing practice and process. 12 responses were received¹⁹. A copy of the summary of response patterns is appended to this review to assist Board reflection. A questionnaire of this kind is primarily intended to stimulate discussion to reach a clearer understanding of the way governing operates at Newbattle Abbey College and, especially, to consider how to reach a ‘strongly agree’ consensus from respondents.

The following points are highlighted for consideration:-

- i. Opinions range, widely in some cases, which might suggest that some Board Directors are not sufficiently clear about how governing is operating and/or there is only a vague understanding of the standard expected. This may be the result of the lack of a college-led Board governance review in recent years;
- ii. The questionnaire elements which attracted a ‘disagree’ and or ‘don’t know’ dominance would be addressed by implementing the Code of Good Governance in full;
- iii. The majority response to Q22 regarding meeting the expectations of the Code of Good Governance is overstated, as demonstrated by this governance review.
- iv. Evidence referenced to justify opinion rating seemed very limited in many cases, rather than triangulated by formal and non-formal sources.

4.5 Relationships and Collaboration

Partnership working

4.5.1 The Board clearly understands and oversees partnership practices to secure successful and innovative educational provision for Newbattle Abbey College. This is evidenced by the College prospectus 2022/23, planning documentation circulated with the Board papers for 31 March 2022 and discussion with the Principal. Board Directors are clearly committed to act as ambassadors for the college in their respective networks.

4.5.2 The Board should consider undertaking a stakeholder mapping exercise to :-

- Review the nature and purpose of current partnership working;
- Review the systems and processes that underpin each stakeholder relationship
- Periodically assess how the Code of Good Governance expectations of ‘mutual respect, trust, and working towards commonly agreed outcomes’²⁰ are being achieved.

¹⁹ Thank you to all the respondents to the questionnaire for your time and insight.

²⁰ E.2 Code of Good Governance for Scotland’s Colleges

5 Recommendations

	<p>There are a number of recommendations within this report. Many of the points raised can be grouped under heading ‘The Code of Good Governance for Scotland’s Colleges’. This is given headline importance in the recommendations that follow as the Code states (p3):-</p> <p><u>Statement of compliance with good governance</u></p> <p><i>Each Board must state its adoption of the Code in the corporate governance statement contained in its annual financial statement. The Chair, on behalf of the Board, is expected to report how the principles have been applied by the Board. Where, for whatever reason, a board’s practice is not consistent with any particular principle of the Code, it should make this known to the Scottish Funding Council.</i></p>
1	<p>To implement the Code of Good Governance in full or explain where and why there is variation from the Code.</p>
2	<p>As a matter of urgency, to direct the Chairs Committee as required or to form a Task and Finish Group to oversee the Board’s approved action plan for strengthening governance.</p> <p>This group should be set clear terms of reference (approved by the Board) and an indicative timescale by which to complete (finish) the task. It is recommended that November 2022 is the latest date for completion to inform the ‘statement of compliance’ to accompany the financial statements 2021/22.</p>
3	<p>To devise and provide a programme of support and development for the Board Secretary so that she can play a leading role in addressing the issues emerging from this governance review.</p> <p>This support could include additional professional support on governance matters as necessary such as the formulation of the governance action plan.</p>
4	<p>Consider the use of a stakeholder mapping exercise to inform greater understanding of stakeholder relationships, networks, expectations and opportunities.</p> <p>The devising and use of impact statements can assist Board monitoring of stakeholder accountability.</p>
5	<p>Review the nature and content of reporting to ensure that all reports are accessible and understandable. This should include clarity of recommendation, inclusion of an executive summary, and including ‘learner and learning implications’ in <u>all</u> reports.</p>
6	<p>To support the implementation of the new strategic plan, develop a business progress report, for presentation to each board meeting, with accountability for performance to date and including variances from agreed targets, management interventions where necessary, and anticipated impact.</p> <p>Ensure that the strategic risk register is connected to the strategic objectives.</p>
7	<p>The Audit Committee would benefit from an assurance map i.e. identifying evidence to satisfy assurance in relation to the strategic plan and strategic risk register.</p>

8	Consider the creation of Standing Orders which define how the Governing Board operates (utilising the Articles of Association facility at 14.1 ' <i>The Directors may make such rules and by-laws as may be necessary for the government, operation and regulation of the College</i> ')
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N.B. It is a test of governance how the governing board reacts and responds to this governance review.

Ron Hill thanks all the participants in this external governance effectiveness review.

Annex 1

Document Review

Board of Directors Length of Service (November 2021)

Board of Directors attendance record (Board) 24 Sept 2020 – 17 June 2021

Board of Directors Skills Matrix (January 2020)

Board agenda & papers 31 March 2022

Audit Committee agenda & papers 17 February 2022

College Progress Visit Report – Education Scotland 1 March 2022

Scheme of Delegation for Board of Directors (March 2022)

Strategic Plan 2022/26 (first draft)

Code of Conduct for Board Members (March 2022)

Articles of Association (November 2011)

New Member Board Pack and checklist

Board Succession Planning Policy (March 2022)

Report to Chairs Committee ‘Committee and Board Evaluation Exercise’ (by Jan Polley, Director) (January 2022)

Register of Interests (March 2022)

Student Partnership Agreement 2021/22

Feedback from Chairs Committee (email from Principal, 16 May 2022)

plus, general material available on the college website

Code of Good Governance for Scotland’s Colleges (2016)