



# **Board of Governors**

## **Application Pack**

### **Co-option of Committee Members**

June 2020

## Introduction

West Lothian College is an award-winning provider of further and higher education based in Livingston. West Lothian College is renowned for its successful collaborations with external partners including employers, businesses, skills organisations, universities, public sector and government organisations and community groups.

West Lothian College is a welcoming, bright and modern environment. It is an essential provider of a wide range of courses all focused on developing relevant skills for employment, to help students in their future career or to enhance current career prospects for those who are already working.

The Board's vision is *"to deliver a highly skilled and enterprising workforce."* We are looking to strengthen the skills mix on the Board of Governor's Audit Committee.

### **The Board is looking to co-opt an individual with an accountancy background to the Audit Committee.**

The Board is especially keen to hear from those groups who are currently under represented on Boards of Scottish Public Bodies such as disabled people, ethnic minorities and women.

We have prepared this information pack to explain a bit more about the nature of the role, and the process for co-option.

The pack includes information on:

1. Information on West Lothian College
2. The Role of the Board
3. The Roles and Responsibilities of Board members
4. The Terms of Reference of the Audit Committee
5. The Role of an individual co-opted to a committee of the Board
6. The Person Specification and Assessment Criteria
7. The Recruitment Process and Timetable
8. How to Apply

Thank you for your interest in the work of the college.



Alex Linkston  
Chair of the Board of Governors

## 1. West Lothian College

**West Lothian College, based in Livingston, offers a wide range of further and higher education courses to nearly 9,000 students each year. The college's vision is to develop a highly skilled and enterprising workforce.**

The college provides courses to develop skills for employment, and to enhance career prospects for those already in work. West Lothian College employs around 350 staff, making it one of the area's largest employers.

Focused on being innovative in the delivery of high-quality learning, the college is led by Jackie Galbraith who was appointed as Principal in August 2018.

With a vibrant learning environment, the college strives to ensure that students have the facilities and resources to help develop their skills. The college is focused on ensuring success for all of our students with raising attainment being a particular priority. Over the past eighteen months, the college has received a range of externally assessed awards and accreditations, including:

- STEM (Science, Technology, Enterprise and Mathematics) Assured accreditation from the STEM Foundation
- Investors in People Silver Award
- Healthy Working Lives Silver Award
- LGBT Charter (Silver)
- 'Best Restaurant in South East Scotland' award for the training restaurant, The Terrace
- 'College Student Association of the Year' award from the National Union of Students in Scotland
- 'Success in Partnership' award from the Scottish Training Federation for the work with Mitsubishi and partners in Malaysia.

## 2. The Role of the Board

The Board of Governors is the body ultimately responsible for the affairs of the college.

Board members are responsible for ensuring the quality of the education provided by the college, and also that is delivered in a way that offers value for money. The Board is the governing body of the college and has a legal responsibility to 'manage and conduct' its affairs in such a way that its staff deliver the required services.

The Board's role is a strategic one which means it focuses on:

- Deciding what the organisation needs to achieve
- Monitoring delivery of those goals
- If the goals are not being achieved, understanding why and either ensuring the approach is adjusted or changing the goals

The governance role of the Board is vital and Board members are required to abide by the Code of Good Governance for Scotland's Colleges. You can access a copy of the Code here: <https://www.cdn.ac.uk/wp-content/uploads/2015/09/Code-of-Good-Governance.pdf>

Board members are part of a national network of bodies responsible for delivering quality education across Scotland. In West Lothian the responsibility for delivery lies with West Lothian College, as a single Regional College.

The membership of the Board of West Lothian College includes two staff members, two student members, and the Principal, as well as 13 non-executive members.

You can find out more about the existing members of the Board at <https://www.west-lothian.ac.uk/corporate-and-governance/board-members/>

### 3. The Roles and Responsibilities of Board members

The overarching duty of Board members is to use your skills, knowledge and time to work as best as you can with your Chair, fellow Board members and staff to ensure that the College fulfils its responsibilities.

Board members make an individual contribution to the collective work of the Board. All members bring their own unique combination of skills and knowledge but all Board members are expected to:

- Contribute to Board discussion in a constructive and supportive manner
- Scrutinise the college's performance and when necessary provide challenge to senior staff and fellow Board members
- Give the required amount of time to the role
- Accept and share corporate collective responsibility
- Devote time to understanding the college and its operational environment
- Take part in an annual board member appraisal process
- Represent the organisation at events as required
- Build relationships of trust and mutual respect with other Board members and senior staff
- Abide by confidentiality requirements subject to Freedom of Information laws
- Uphold and promote the required standards of behaviour and values

All Board members are expected to adhere to the **Nine Principles of Public Life** and act at all times in good faith and in the best interests of learners.

These principles are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership
- Public Service
- Respect

You can read more about the role of Board members in the Guide for Board Members in the College sector, available here: <https://www.cdn.ac.uk/wp-content/uploads/2016/01/Guidance-Notes-for-Boards-in-the-College-Sector.pdf>

#### **4. The Terms of Reference of the Audit Committee**

1. The Board has established an Audit Committee as a Committee of the Board to support them in their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge.

#### **Membership**

2. The members of the Audit Committee and its Chair are appointed by the Board and will consist of Board members with no executive responsibility for the management of the College. At least one member should have a background in finance, accounting or auditing, but membership should not be drawn exclusively from people with such a background.
3. There shall be not less than three members. The Chair of the Board must not be a member of the Committee.

#### **Reporting**

4. The Audit Committee will formally report to the Board after each meeting. A copy of the minutes of the meeting will be the basis of the report.
5. The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year.

#### **Responsibilities**

6. The Audit Committee will advise the Board on:
  - a the strategic processes for risk, control and governance and the governance statement;
  - b the accounting policies, the accounts, and the annual report of the college, including the process for review of the accounts prior to submission for audit, levels of error identified, and the letter of representation to the external auditors;
  - c the planned activity and results of both internal and external audit;
  - d the adequacy of management response to issues identified by audit activity, including external audit's management letter/report;
  - e the effectiveness of the internal control environment and of external audit;
  - f assurances relating to the corporate governance requirements for the organisation;

- g proposals for tendering for internal audit services or for purchase of non-audit services from contractors who provide audit services; and
  - h anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.
7. The Committee will review relevant reports from the SFC, Audit Scotland and other organisations.
  8. The Committee will ensure that the college has systems and procedures to achieve value for money and is economical, efficient and effective in its use of public funding – this may require identifying specific value for money studies.
  9. The Committee will provide assurances to the Board that the College has in place appropriate policies and procedures to promote and safeguard the health and safety of staff, students and all stakeholders and satisfies current legislation.
  10. The Audit Committee will also periodically review its own effectiveness and report the results of that review to the Board.

## **Rights**

11. The Audit Committee may:
  - a co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and
  - b procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

## **Access**

12. Internal Auditors and External Auditors will have free and confidential access to the Chair of the Audit Committee.

## **Meetings**

13. The procedures for meetings are:
  - a the Audit Committee will meet at least four times a year. The Chair of the Audit Committee may convene additional meetings, as he/she deems necessary;
  - b A quorum shall be one half of the members entitled to vote upon the question before the meeting;

- c Audit Committee meetings will normally be attended by the Principal, a representative of Internal Audit, Vice Principal, Finance & Corporate Services and a representative of External Audit;
- d the Audit Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter;
- e the Audit Committee may sit privately without any non-members present for all or part of a meeting by asking any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters;
- f the Committee shall meet with the internal and external auditors without the executive team present at least annually;
- g the Board may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

### **Information Requirements**

14. For each meeting the Audit Committee will be provided with:

- a a report summarising any significant changes to the organisation's Risk Register;
- b a report from Internal Audit summarising:
  - i key issues emerging from Internal Audit work;
  - ii management response to audit recommendations;
  - iii significant changes to the audit plan;
  - iv any resourcing issues affecting the delivery of Internal Audit objectives;
- c a quarterly report on Health and Safety.

15. As and when appropriate the Committee will also be provided with:

- a proposals for the Terms of Reference of Internal Audit;
- b the Internal Audit Strategy;
- c Internal Audit's Annual Opinion and Report;
- d the draft annual financial statements;
- e External Audit's management letter/report;



f a report on any proposals to tender for internal audit functions.

16. The above list suggests minimum requirements for the inputs which should be provided to the Audit Committee. In some cases more may be provided.

## **5. The Role of an individual co-opted to a committee of the Board**

The Board may co-opt individuals to the Committees of the Board in order to:

- Strengthen the mix of a Committee in specific areas
- Provide additional support on time-limited projects
- Assist with succession planning and action to improve Board diversity

### **Rights and responsibilities**

A co-opted member will have the right to:

- Attend and contribute to meetings of the Committee
- Receive all committee agendas and papers
- Attend meetings of the Board as an observer (not a mandatory requirement)

A co-opted member is not however part of the formal decision making structure and cannot participate in votes.

A co-opted member will be required to:

- Adhere to the Code of conduct
- Declare any interests for the Register of Interests
- Participate in a local programme of induction
- Complete a PVG check
- Meet the eligibility criteria for Board members as specified in legislation

### **Length of Appointment**

The period of co-option will normally be one year, with the possibility of extension to a maximum of two years

### Time Commitment

You will be expected to attend four Audit Committee meetings per academic year (1 August to 31 July). Each meeting will normally last approximately two hours. Meetings will either be held in the main College buildings in Livingston or virtually using Zoom. A note of meeting dates for 2020 can be found at Appendix 1.

### Remuneration

The position is not remunerated. You will, however, be able to claim reasonable travel and subsistence expenses for your participation in Board activity. Should you have childcare or carer commitments, the College will reimburse you for reasonable expenses associated with alternative care arrangements.

### Induction and Training

If appointed, you will be provided with an induction programme to develop your understanding of the College.

### Term of Appointment

If appointed, you will be appointed for a period of one year with the possibility of extension to a maximum of two years.

### Code of Conduct

You will be expected to adhere to the college's Code of Conduct which can be found here; <https://www.west-lothian.ac.uk/media/2698/code-of-conduct-for-west-lothian-college-board-members-2014.pdf>

### Restrictions

As a co-opted member you will be required to meet the eligibility criteria for Board members as specified in the Further and Higher Education (Scotland) Act 1992. This Act makes provision for persons not eligible for appointment as a board member. A note of these provisions is at Appendix 2.

Your appointment is subject to confirmation that you are suitable for appointment by requesting PVG scheme record. It is an offence under section 34 of the Protection of Vulnerable Groups (Scotland) Act for any person who is barred from regulated work with children to seek to be a board member.

## 6. Person Specification and Assessment Criteria

Your application will be considered in relation to the criteria as set out below. These will be assessed through your application and as part of the interview process.

<b><u>Essential</u></b>	<b><u>Desirable</u></b>
<b>Specific Knowledge and Skills</b>	
Accountancy Professional	
	Experience of a strategic role in the private or public sector
<b>Governance</b>	
Awareness of the need for good governance	Recent experience of working with a Board
Understanding the 9 principles of public life	
<b>Strategic Contribution</b>	
Ability to analyse complex material and reach sound conclusions based on this analysis	Understanding of challenges and opportunities in the College sector
Ability to communicate clearly and effectively	

## **7. Recruitment Process and Timetable**

The closing date for applications is **27 July 2020**

Your application will be considered by a panel who will review the information you have provided against the person specification and the overall skills matrix for the Board.

Applicants not selected for interview will be notified.

If you are to be interviewed, you will be sent an invitation letter.

You will be advised of the names of the members of the interview panel in your invitation for interview letter.

Interviews will take place via zoom.

The interview will last approximately 1 hour, during which the interview panel will:

- ask you questions based upon the information you have provided in your application to verify this and explore the skills and experience you could bring to the Board; and
- provide you with an opportunity to ask any questions you may have about the College or service with the Board.

Please note that, should you be successful, the next Audit Committee meeting is 17 September 2020 and the next full meeting of the Board of Governors will take place on Tuesday 22 September 2020.

## 8. How to apply

If you would like to apply, please send us your CV and covering letter. Please indicate in the covering letter your availability for an interview on 19 August 2020.

Your application should be returned by email to:

Jennifer McLaren - [jmclaren@west-lothian.ac.uk](mailto:jmclaren@west-lothian.ac.uk)

Please note that the closing date for applications is **27 July 2020**

If you need any help in providing the required information, or would like to find out more about role prior to applying please do not hesitate to contact Jennifer McLaren by email (address above).

West Lothian College - Board of Governors

Calendar of Meetings 2020

	Learning & Teaching Committee  Wednesdays 9.30am	Finance & General Purposes Committee  Thursdays 9.30am	Audit Committee  Thursdays 9.30am	Remuneration & Nominations Committees  Tuesdays 4.00pm	Board of Governors  Tuesdays 4.30pm
January					
February		27 February			
March	4 Mar		5 Mar	17 Mar	17 Mar
April					
May					Thurs 14* May
June	3 June	11 June	4 June	16 June	16 June
July					
August					
September	9 Sept	10 Sept	17 Sept	22 Sept	22 Sept
October					
November	25 Nov	19 Nov	26 Nov		
December					8 Dec

## Restrictions

As mentioned on page 6, certain people are not eligible for appointment as a board member. Please check the legislation below to ensure that the restrictions do not apply to you.

### **PARAGRAPH 5A OF SCHEDULE 2 TO THE 1992 ACT (AS INSERTED BY PARAGRAPH 2(7)(C) OF THE SCHEDULE TO THE 2013 ACT)**

5A(1)A person is not eligible for appointment as a member of the board if the person—

(a) has within 5 years of the date on which the appointment would take effect, been sentenced (following conviction for an offence in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic) to imprisonment for a period of not less than 3 months, whether suspended or not, without the option of a fine;

(b) is an undischarged bankrupt; or

(c) has been removed from office under section 24 of this Act (in relation to any college) or section 23Q of the Further and Higher Education (Scotland) Act 2005 (in relation to any regional board).

(2) For the purposes of sub-paragraph (1)(b), “undischarged bankrupt” means a person—

(a) whose estate has been sequestrated and who has not been discharged (or against whom a bankruptcy order has been made and is still in force);

(b) who has granted a trust deed for, or made a composition or arrangement with, creditors (and has not been discharged in respect of it);

(c) who is the subject of a bankruptcy restrictions order, or an interim bankruptcy restrictions order, made under the Bankruptcy (Scotland) Act 1985 or the Insolvency Act 1986;

(d) who is the subject of a bankruptcy restrictions undertaking entered into under either of those Acts;

(e) who has been adjudged bankrupt (and has not been discharged); or

(f) who is subject to any other kind of order, arrangement or undertaking analogous to those described in paragraphs (a) to (d), anywhere in the world.