



**WEST COLLEGE SCOTLAND**

**ARTICLES OF GOVERNANCE**

**Version Control**

- Revised November 2017
- Approved by the Board of Management – 5 February 2018
- Approved by the Board of Management – 5 October 2020
- Approved by the Board of Management – 22 March 2021
- Approved by the Board of Management – 10 October 2022
- Approved by the Board of Management – 11 December 2023

## **ARTICLES OF GOVERNANCE**

### **Contents**

- 1 Introduction**
- 2. Appointment of Board Members**
  - 2.1 Composition of Board**
  - 2.2 Appointment of Chair**
  - 2.3 Appointment of Vice Chair**
  - 2.4 Appointment of Senior Independent Person**
  - 2.5 Codes of Conduct and of Good Governance**
  - 2.6 Appointment of Teaching and Non-Teaching (Support) Staff Members**
  - 2.7 Appointment of Trade Union Members**
  - 2.8 Staff and Trade Union Members Vacancies**
  - 2.9 Appointment of Student Members**
  - 2.10 Appointment of Non-Executive Board Members**
  - 2.11 Governance Professional**
- 3. Committees**

## **ARTICLES OF GOVERNANCE**

### **1 Introduction**

These Articles of Governance are consistent with the legislation, i.e. the Further and Higher Education (Scotland) Act 1992 (the 1992 Act), as amended by the Further and Higher Education (Scotland) Act 2005 (the 2005 Act) and the Post-16 Education (Scotland) Act 2013 (the 2013 Act), and any such legislation as may replace or supplement such provisions and be adopted from time to time.

These Articles of Governance must be approved by the Board of Management before they come into force, and any changes or amendments to them must be approved by the Board before they become effective. Once approved by the Board they replace all other Articles of Governance previously adopted by the Board.

### **2 Appointment of Board Members**

#### **2.1 Composition of Board**

Under the terms of the legislation the composition of the Board of Management is as follows:

- (a) A person appointed by the Scottish Ministers to chair meetings of the Board.
- (b) The Principal of the College.
- (c) 2 members of staff: 1 elected by the teaching staff from among their own number; and 1 elected by the support staff from among their own number.
- (d) 2 students nominated by the Students Association
- (e) 2 Trade Union members nominated from within the recognised Trade Unions – one each for academic and professional support staff.
- (f) Up to 12 non-executive members.

#### **2.2 Appointment of the Chair**

The Chair is appointed by the Scottish Ministers for a period of up to 4 years and may be re-appointed for a further period of up to 4 years.

#### **2.3 Appointment of Vice Chair**

2.3.1 The Board may appoint any of its members who is not:

- (a) a student of the College,
- (b) an employee of the College,
- (c) the Principal,

to act as Vice Chair and who may substitute for the Chair in the conduct of Board meetings but who may not discharge any other duty delegated to the Chair.

2.3.2 The Board shall determine the period of appointment of the Vice Chair (if one has been appointed) and may remove the Vice Chair from office.

## **2.4 Appointment of Senior Independent Member**

2.4.1 The Board will appoint any of its members who is not:

- (a) a student of the College,
- (b) an employee of the College,
- (c) the Principal,

to act as the Senior Independent Member (as defined in D3 of the Code of Good Governance for Scotland's Colleges and in the Colleges Development Network (CDN) Guide for Board Members in the College Sector). This person may be the Vice Chair or may be another member of the Board as defined above.

2.4.2 The Board shall determine the period of appointment of the Senior Independent Member (if one has been appointed) and may remove him/her from office.

## **2.5 Codes of Conduct and Good Governance**

2.5.1 It is a condition of appointment of each Board member that he or she accepts to be bound by the provisions of The Ethical Standards in Public Life etc (Scotland) Act 2000 and any such legislation and codes of conduct as may replace and supplement such provisions and be adopted from time to time, including the Code of Conduct adopted by the Board.

2.5.2 Each member of the Board undertakes to maintain his or her entry in the register of interests as provided in the Code of Conduct adopted by the Board.

2.5.3 It is also a condition of appointment that each Board member agrees to abide by the Code of Good Governance for Scotland's Colleges.

## **2.6 Appointment of Teaching and Non-Teaching (Support) Staff Members**

2.6.1 Appointments of the Teaching staff member shall proceed as follows:

- (a) One member may be appointed by the Teaching staff from among their own number. The appointment is made by election administered by the Returning Officer (the Returning Officer for this process is normally the Governance Professional unless the Board appoints another person – see 2.9.4).
- (b) The Returning Officer shall send a notice to each member of the Teaching staff of the College requesting nominations for membership of the Board.
- (c) Such nominations must be received by the Returning Officer by the date specified in the notice, being not less than seven days from the date of the notice.
- (d) Each nomination must be signed by the nominee, the proposer and one other person all being members of the Teaching staff. A supporting statement must also be included.
- (e) If more than one nomination is received the Returning Officer shall thereafter arrange for an election to be conducted normally using an appropriate electronic system and shall notify each member of the Teaching staff of the College of the names of the nominees and the process to be followed.
- (f) The election shall be completed by the date and time specified in the notice issued by the Returning Officer being not less than seven days from the date of issue of the notice of the election.

2.6.2 Appointment of the Non-Teaching (Support) staff member shall proceed as follows:

- (a) One member may be appointed by the Non-Teaching (Support) staff from among their own number. The appointment is made by election administered by the Returning Officer (the Returning Officer for this process is normally the Governance Professional unless the Board appoints another person – see 2.9.4).
- (b) The Returning Officer shall send a notice to each member of the Non-Teaching (Support) staff of the College requesting nominations for membership of the Board.
- (c) Such nominations must be received by the Returning Officer by the date specified in the notice, being not less than seven days from the date of the notice.
- (d) Each nomination must be signed by the nominee, the proposer and one other person all being members of the Non-Teaching (Support) staff. A supporting statement must also be included.
- (e) If more than one nomination is received the Returning Officer shall thereafter arrange for an election to be conducted normally using an appropriate electronic system and shall notify each member of the Non-Teaching (Support) staff of the College of the names of the nominees and the process to be followed.
- (f) The election shall be completed by the date and time specified in the notice issued by the Returning Officer being not less than seven days from the date of issue of the notice of the election.

2.6.3 The following rules will be followed as regards counting votes:

- (a) The Returning Officer shall offer each nominee the opportunity to be present or represented at the counting of votes.
- (b) The counting of votes shall normally take place within 24 hours of the time set for the close of the election and shall be done by the Returning Officer in the presence of such nominees or their representatives as have chosen to attend.
- (c) The nominee receiving the most votes shall be declared elected.
- (d) In the event of a tie the election shall be decided by lot among the nominees with the most numbers of votes.
- (e) In the event of elections for Teaching staff and Non-Teaching (Support) staff members being held concurrently, the counting of votes shall be done as a separate and consecutive process for each election.
- (f) The Returning Officer may use such staff of the College as may be necessary to assist in the election process.
- (g) The names of the persons elected shall be reported to the next meeting of the Board after the election.

## **2.7 Appointment of Trade Union Members**

2.7.1 The following process is for the nomination and appointment to the Board of two persons from among the recognised trade unions for academic (EIS) and professional support (UNISON, UNITE and GMB) staff within the College.

2.7.2 It will be for the recognised trade unions to determine which trade union body will lead and manage the election and appointment process for the College.

2.7.3 In selecting the trade union nominees for academic and professional support staff, the recognised Trade unions will apply the following criteria:

- Candidates will be a member of staff from the College;
- A candidate will preferably be: an active trade union representative; or be involved in the running of the local branch; or regularly attend national branch meetings.

2.7.4 As with the appointments for teaching (academic) and non-teaching (professional support) staff board members, the term of appointment for trade union nominee boards members shall also be for a period of four years, and candidates standing for election should be aware of this commitment.

2.7.5 Appointments of the trade union board members should proceed as follows:

- (a) A call for candidates will normally be issued two months prior to a vacancy and in accordance with agreed election timetable. At that time, the relevant trade union(s) will appoint a Returning Officer who will administer the election process.
- (b) The Returning Officer will call a meeting or otherwise communicate with all union members of the institution to seek nominations. Each nomination must be signed by the nominee and endorsed by two representatives from the relevant trade union. A supporting statement must also be included.
- (c) If only one candidate is nominated for the relevant staff group, then that person will be elected unopposed as the trade union nominee for the staff group concerned.
- (d) If more than one candidate for each position comes forward, then the nominations will be intimated by the Returning Officer and the local membership of the relevant trade union(s) will be balloted.
- (e) The ballot will be conducted over a three week period. The candidate with the highest number of votes will be elected as the trade union nominee for the staff group involved.
- (f) The Returning Officer will communicate the nomination to the Governance Professional in accordance with the election timetable.
- (g) The names of the persons elected shall be announced to the Board and ratified before being announced to all staff of the College.

## **2.8 Staff and Trade Union Member Vacancies**

The following rules will apply in the event of a vacancy arising in respect of the appointment for a staff or trade union member:

- (a) In the event of an election requiring to be held because of the expiry of the periods of office of the respective members of the Board the procedures set out in paragraphs 2.6.1, 2.6.2 and 2.7.5 as the case may be and the process shall be completed normally not later than one month prior to the date of expiry.
- (b) In the event of a casual vacancy arising at any time more than six months prior to the expiry of the member's period of office, the procedures set out in paragraph 2.6.1, 2.6. 2 and 2.7.5 as the case may be and the process shall be completed as soon as may be but normally not more than six weeks after the vacancy occurs.

## **2.9 Appointment of Student Members**

The nomination and appointment to the Board of two persons from among the students of the College will proceed as follows:

- (a) The Governance Professional shall, prior to 31 July, invite from the Students' Association of the College nominations for appointment to the Board from among the students of the College. The Governance Professional shall report such nominations to the Board.
- (b) In the event of a casual vacancy arising in the office(s) of such person(s) then the Governance Professional shall, within 3 weeks of the vacancy occurring, seek from the Students' Association of the College a nomination of such a person(s) as member of the Board unless a nomination of such a person(s) to fill the casual vacancy has already been made by the Students' Association.

## **2.10 Appointment of Non-Executive Board Members**

- 2.10.1 Under the terms of the legislation the Board must have regard to any guidance issued by the Scottish Ministers in relation to the making of such appointments.
- 2.10.2 The Scottish Ministers have issued guidance under Section 6 of the 2013 Act, which amends the provisions of the 1992 Act, and which sets out the process to be followed when appointing Non-Executive Board members. This is set out in the 'College Sector Board Appointments: 2014 Ministerial Guidance'. The Board will follow this Guidance, and any subsequent revisions or updates that are made to it, when making such appointments.
- 2.10.3 The Board shall appoint a relevant committee to nominate Board member appointments and extensions of appointments to the Board of Management.
- 2.10.4 The Board shall determine the length (of up to 4 years) of a Board appointment or extension based on the needs of the Board, having regard to the desirability of avoiding a substantial number of Board appointments potentially ending around the same time.
- 2.10.5 Before the Board may appoint a non-executive Board member or extend a non-executive Board member's period of appointment, the Board must obtain the approval of both its Chair and the Scottish Ministers.

## **2.11 Governance Professional**

- 2.11.1 The Board will appoint a person of appropriate experience and standing to discharge the functions of Board Secretary (as referred to in the 1992 Act). The Governance Professional shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and Standing Orders, and in order to ensure a record is kept of proceedings. The appointment and removal of the Governance Professional is a decision of the Board.

- 2.11.2 The Governance Professional should be independent and report directly to the Chair of the Board
- 2.11.3 The Board shall ensure that the Governance Professional obtains suitable training as and when necessary to allow them to perform their functions effectively.
- 2.11.4 In the absence of the Governance Professional, the Board shall agree temporary arrangements that can be put in place by making such other arrangements as may be required.

### **3. Committees**

- 3.1 In accordance with the legislation the Board may establish Committees for any purpose. Each Committee shall have a clearly defined remit which sets out the duties and responsibilities. The Board must approve the remit of each Committee and any subsequent change or amendment to the remit.
- 3.2 The Board reserves the right to review the Committees required and the authority delegated to them as and when it is deemed appropriate to do so.
- 3.3 The minutes of each Committee meeting will be submitted to the Board for information at the next appropriate meeting.
- 3.4 The Board may appoint persons who are not members of the Board to be members of committees established by it, as per the Procedure for Appointing Co-opted Members.