

**West College Scotland
Board of Management
Monday 24 April 2023 at 4.00p.m. via Teams
Agenda**

General Business

- | | | |
|---|-----------|------|
| 1. Welcome | | |
| 2. Apologies | | |
| 3. Declarations of Interests | | |
| 4. Minutes of the meeting held on Monday 27 February 2023 | Enclosed | WH |
| .1 Actions from the minutes | Enclosed | WH |
| 5. Matters Arising from the minute
(not otherwise on the agenda) | | |
| 6. Student Association Report | Paper 6 | AMcG |
| 7. Chief Executive's Report | Paper 7 | LC |
| 8. Chair's Report | Verbal | WH |
| .1 Recruitment of Board Members | Paper 8.1 | WH |
| .2 Dates of Proposed Board Meetings 2023/24 | Paper 8.2 | WH |

Items for Decision / Approval

- | | | |
|--|----------|------|
| 9. Modern Slavery Statement 2022 | Paper 9 | JR |
| 10. Management Accounts to January 2023 | Paper 10 | AR |
| 11. Budget 2023-24 and Financial Forecast Update | Paper 11 | AR |
| 12. Strategic Risk Management | Paper 12 | AMcD |
| 13. Key Performance Indicators | Paper 13 | AMcD |
| 14. Conflict of Interest Policy and Procedure | Paper 14 | AR |

Items for Discussion

15. Committee Chair Reports:
 - .1 CD Committee Verbal JL
 - .2 Audit Committee Verbal GL
16. Any Other Business
17. Date of Next Meeting:
Monday 19 June 2023 at 4.00 p.m.

Items for Information / Noting

18. CD Committee – Draft Minutes of the meeting held on Tuesday 7 March 2023
19. Audit Committee – Draft Minutes of the meeting held on Wednesday 27 March 2023
20. LTQ Committee – Draft Minutes of the meeting held on Wednesday 15 February 2023
21. Nominations Committee – Draft Minutes of the meeting held on 4 April 2023
22. Board of Management:
 - .1 Membership
 - .2 Schedule of Business 2022/23
 - .3 Dates of Board and Committee Meetings 2022/23

Charlene Clark
PA to Principal

BOARD OF MANAGEMENT

Minutes: Monday 27 February 2023.

Present: Waiyin Hatton (Chair), Daniel McMahon, Fiona McKerrell, Gordon Hunt, Grant Lyall, Jackie Russell, Jane McKie, Jillian Couto-Phoenix, John Leburn, Linda Johnston, Liz Connolly, Ronald Leitch.

Attending: Alan Ritchie (Director Finance), Amy McDonald (Vice Principal Operations), Joe Rafferty (Acting Director Organisational Development and HR), Dr John Laird (Education Scotland), Stephanie Gunn (Vice Principal Educational Leadership), Charlene Clark (PA to Principal), Jill McDonald (PA to Executive)

Apologies: Abbie McGrath, Douglas Bayley, George Rice, Graeme Bold, Sandor Nagy

BM875 WELCOME

The Chair welcomed everyone to the hybrid Board meeting (Paisley Campus and Teams) and thanked everyone for their attendance.

The Chair introduced and welcomed HMI Dr John Laird from Education Scotland to the Board of Management meeting and updated members that John is attending in an observer capacity for the meeting.

BM876 DECLARATIONS OF INTERESTS

The standing declarations of interests of members, as available on the [Register of Interests](#) on the College website, were noted as current. Two members noted additional interests and the register will be updated accordingly. There were no specific interests declared regarding the items on the agenda for the meeting.

BM877 MINUTES OF PREVIOUS MEETING

The minutes of the meeting held on Monday 12 December 2022 were **approved**.

BM878 ACTIONS FROM THE MINUTES

The Board **noted** the actions taken since the last meeting and updated that some actions have since moved on and will be updated to reflect any changes.

BM879 MATTERS ARISING FROM THE MINUTES

There were no matters arising not otherwise on the agenda.

BM880 STUDENTS ASSOCIATION REPORT

The WCS Students Association provided a report summarising the activities of the Association since the last Board meeting.

Members queried the feedback on the student survey on inconsistent access to learning materials through Teams, email, Moodle, paper etc. The Vice Principal Educational Leadership noted an action has been taken forward from the survey to improve and standardise access to learning materials.

A member asked what charitable fundraising is done through the Student Association. In the absence of the Student Association President and Vice-president, the Principal noted local charitable fundraising is done through curriculum teams on each campus, local hospices for example are usually reached through any fundraising projects.

The Chair thanked the Students Association for the report and the Board **noted** the report.

BM881 CHIEF EXECUTIVE'S REPORT **Restricted Item**

BM882 CHAIR'S REPORT

The Board received a verbal update report from the Chair who summarised her recent activities, including those in her capacity as Chair of Colleges Scotland. The following points were shared:

- The Governance Manager post for the Board of Management was readvertised, link to be shared with members to help promote in respective areas.
- The college Chairs met with Mike Cantlay, Chair of the Scottish Funding Council, on the flat-cash budget settlement for the sector. There is an additional one-off allocation of £26million for next year. SFC are currently determining how this money will be used.
- Female members of the Senior Team and Board have been invited to participate in an online panel for International Women's Day on 8 March organised through the College HR Team.
- The Board Corporate Strategy session is taking place on Monday 6 March, an interactive session in person at the Paisley Campus.

.1 Board Development Plan 2022 – Mid Year Review

The Board noted progress made with its Board Development Plan 2022.

The Chair noted the Board Development Session to formulate the 2023 Plan is confirmed for 24 May 2023 and will be online, and which will incorporate the mid-year review.

.2 Board Internal Effectiveness Review 2023

The Chair discussed the process for the annual Internal Effectiveness Review. Feedback from the Chair and Board members 1-2-1 discussions in August/September 2022 will be part of the review and further 1-2-1 sessions can be arranged in advance for new or existing members if required. Members were encouraged to complete the survey questionnaire that will be issued in the coming weeks. An analysis of the results and any items from the Board Development Plan 2022 will be explored further at 24 May Development session to formulate the Board Development Action Plan 2023.

.3 Committee Membership

The Chair updated members on recent changes to the membership of the Board and asked members to approve the following Vice Chair recommendations:

- Audit Committee – Ronald Leitch
- Learning, Teaching and Quality Committee – Fiona McKerrell
- Remuneration Committee – John Leburn

The Board noted the Chairs update and approved the Vice Chair recommendations as endorsed by the Nominations and Remuneration Committees.

BM883 BUSINESS TRANSFORMATION AND COLLEGE FINANCIAL POSITION **Restricted Item**

BM884 TRANSFORMING FINNART STREET INTO A SUSTAINABLE CAMPUS **Restricted Item**

BM885 DISTRICT HEATING SYSTEM **Restricted Item**

BM886 EQUALITY MAINSTREAMING REPORT 2023

The Acting Director Organisational Development and HR presented the Equality Mainstreaming Report 2023 to the Board highlighting the following:

- New Equality Outcomes should be created no more than every four years and progress towards completion noted every two years.
- The report details the progress with mainstreaming equality into daily life at West College Scotland and highlights several success stories.
- The College monitor equal opportunities of both staff and students and publish statistics (where we are able) on each of the nine protected characteristics outlined in the 2010 Equality Act.

Members shared the view that this was an excellent report and interesting insight. Members raised the need for continued funding for mental health and support for counsellors, noting that the report articulates why the Sector need this to support those potentially vulnerable.

The Board of Management considered and approved the report.

BM887 COMMITTEE CHAIR REPORTS:

.1 LTQ Committee

The draft minutes from the 30 November 2022 meeting are presented to this meeting following the verbal update from the Chair at the December Board meeting. Mr Hunt updated members on the new system, My Curriculum, which has been developed and implemented in-house. My Curriculum provides an integrated curriculum planning, course and class management and timetabling system which will enable a wide range of analytics to be collected. The Chair noted the Committee were impressed with the new system and internal expertise and commended Assistant Principal, Dr Lee Coutts, and the team for the work involved. The Board noted the update.

.2 Audit Committee

The draft minutes of the meetings held on 25 January 2023 provided a summary of the meeting. Mr Lyall highlighted the Safeguarding audit report showed strong processes and procedures in place with several areas of good practice. Mr Lyall noted his thanks and appreciation to the team involved. Mr Lyall updated members that the Audit Committee approved the internal auditors, Wylie & Bisset, contract extension for a further 2 years. The Board noted the update.

.3 Remuneration Committee

The draft minutes of the meeting held on 7 February 2023 provided a summary of the meeting and Ms Johnston highlighted key areas of discussion noting a change in membership of the Remuneration Committee with Mr Hunt now a member as Chair of the Learning, Teaching & Quality Committee. The Governance Manager post to support the Board has now been reviewed and re-advertised and the Principals Appraisal completed. The Board noted the update.

The Chair thanked the Committee Chairs for their updates.

BM888 ANY OTHER BUSINESS

The Chair thanked everyone for attending and their contributions throughout the year, a particular thanks to the Executive team and respective staff for their hard work.

BM889 DATE OF NEXT MEETING

- Monday 24 April 2023 at 4.00 p.m.

BM890 ITEMS FOR INFORMATION / NOTING

The following items were submitted for information and **noted**:

- LTQ Committee – Minutes of the meeting held on Wednesday 30 November 2022

Board of Management – Monday 27 February 2023

- Audit Committee – Minutes of the meeting held on Wednesday 25 January 2023
- Remuneration Committee – Minutes of the meeting held on Tuesday 7 February 2023
- Board of Management – Membership, Schedule of Business 2022/23 and Dates of Board and Committee Meetings 2022/23.

Board of Management: Actions from the Minutes

Date of meeting	Min Ref	Matter for Action	Responsible Person	Action Taken	Timescale (where applicable)
12 Dec 22	BM 867	Business Transformation Plans to include: <ul style="list-style-type: none"> • Change management and gap analysis. • Review potential solutions against the College priorities and risk register. • Clear communications strategy for staff and board members. • Additional capacity to support the organisational change and project plan. 	Executive		Ongoing
10 Oct 22	BM851	Cross-refer the mitigating actions on the Strategic Risk Register with the Board's Scheme of Delegation.	AMcD		
10 Oct 22	BM853	Draft document looking at local scenarios / impacts for the College, its staff, students, stakeholders, partners, and communities to then be submitted, alongside the Financial Forecast 2022-23 to 2026-27, to the SFC.	LC		
21 March 22	BM808	Staff / Board members may also enjoy participating in some of the SA events being organised and Ms McGrath would circulate further information to Board members directly to seek their support.	AMcG	The SA have discussed this and are very keen for the Board to be involved. With recent strike actions and proximity to the end of the year, plans will be put in place for the 2022/23 year.	2022/23.
21 March 22	BM812	When the final financial position was known later in the year, it was proposed that the Board write to elected representatives in the region to highlight concerns / raise awareness,	WH		Later in 2022 when financial position is known, and 2022-23 budget allocation has

Date of meeting	Min Ref	Matter for Action	Responsible Person	Action Taken	Timescale (where applicable)
		proactively pursue ways to work together going forward and seek their support.			been received from SFC.
4 Oct 2021	BM749	Business Transformation Plan – SFC to be invited to a future Board meeting.	LC	Chair and Principal meet on a regular basis with SFC – suggest action removed for now.	Ongoing.

Meeting	Board of Management
Date	24 April 2023
Location	MS Teams
Title of Paper	Student Association – Report
Presented By	Abbie McGrath, Student President
Recommendation to Members	The Board is invited to consider and note the report from the Students’ Association on recent activities.
Appendix Attached	No

PURPOSE

To update and inform board members on the Student Associations activities, elections and updates.

Student Association Report

The WCS Students' Association has recently concluded its elections period, and we are proud to announce that this year has been the most successful in our history, with every sabbatical post being contested. We attribute this success to the efforts of the Student Experience Team, who conducted 26 manifesto writing workshops across all campuses during the nominations process. In addition, we have made efforts to simplify the voting system and set up electronic voting booths in libraries to ensure easy access for our members. We have also provided support to candidates in running their campaigns, with the aim of increasing voter turnout.

As part of our ongoing efforts to provide a formal platform for our members to contribute to our work, we have scheduled our Students' Association Annual General Meeting (AGM) to be held on May 19th, following the conclusion of the elections. The AGM meetings will be open to all our members, and our sabbatical officers will provide accountability sessions to update members on their election pledges and campaigns throughout the year. Members will also have the opportunity to propose motions to be voted on. It should be noted that staff members are welcome to attend the AGM as observers, but do not have voting rights.

In collaboration with the Student Experience Team and libraries, the Students' Association is planning to create an escape room inside college libraries for National Numeracy Day (date to be confirmed), with the event titled "Escape the Library." This interactive activity will challenge staff and students to test their knowledge and numeracy skills in solving puzzles and escaping the room.

The Students' Association also participated in a sustainability event, where we provided reusable water bottles to students who completed a travel survey. This initiative aims to promote sustainability and reduce single-use plastic consumption among our student body.

Furthermore, members of the Students' Association, including student experience officers, sabbatical officers, and other students, participated in the NUS Scotland conference, which provided an opportunity for networking, learning, and sharing best practices with other student organisations in Scotland.

Lastly, progress is being made on the student space in Paisley, with floor plans and wall mural designs being developed in collaboration with the Creative Industries Department. We are excited about this project, as it will provide a dedicated space for students to socialize, study, and engage in activities.

WCS Students' Association has had a successful elections period, with efforts made to simplify the voting process and provide support to candidates. We are also actively working towards providing a formal platform for member contributions through our upcoming AGM. Our participation in sustainability events, conferences, and the development of student spaces further demonstrate our commitment to enhancing the student experience at WCS. We look forward to continued progress and success in the future.



Meeting	Board of Management
Date	24 April 2023
Location	MS Teams
Title of Paper	Recruitment of Board Members
Presented By	Dr Waiyin Hatton, Chair of Board of Management
Recommendation to Members	The Board is asked to consider and approve.
Appendix Attached	No

PURPOSE

Board approval is sought on the panel membership and timetable.

1. BACKGROUND

- 1.1 The Nominations Committee agreed, at its meeting held on Tuesday 4 April 2023 to establish a Selection Panel to consider applications for three non-executive Board members (to fill one current vacancy, and to replace Graeme Bold from 1 September 2023 and Fiona McKerrell from 1 December 2023).
- 1.2 The paper outlines the remit of the selection panel, the panel membership and timetable for approval.

2. FINANCIAL IMPLICATIONS

- 2.1 There are no financial implications in this report.

3. STUDENT EXPERIENCE

- 3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

- 4.1 There are no human resources implications associated with this report.

5. LEGAL IMPLICATIONS

5.1 There are no legal implications in this report.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no community implications associated with this report.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this report.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this report.

RECOMMENDATION

The Board is asked to consider and approve the proposed panel membership and timetable.

Background

The Nominations Committee agreed, at its meeting held on Tuesday 4 April 2023 to establish a Selection Panel to consider applications for **three** non-executive Board members (to fill one current vacancy, and to replace Graeme Bold from 1 September 2023 and Fiona McKerrell from 1 December 2023). Board approval is sought on the Panel membership and timetable.

1. Selection Panel

1.1 Remit of Selection Panel

The Selection Panel will act on behalf of the Nominations Committee to identify candidates to be nominated to the Board (at its meeting scheduled for Monday 19 June 2023) for appointment to Board membership. Following Board approval, ministerial approval will be sought.

There are **3** vacancies on the Board for non-executive members. However, if other suitable candidate(s) are identified, then the Selection Panel might want to consider co-option to membership of a Board Committee (Audit, Corporate Development CDC, Learning Teaching & Quality).

1.2 Panel Membership

- Waiyin Hatton, Chair of the Board of Management & Chair of the Selection Panel.
- Linda Johnston, Vice Chair of the Board of Management.
- Fiona McKerrell, Senior Independent Member of the Board of Management.
- Gordon Hunt, Chair of the Learning Teaching and Quality Committee
- Fiona McQueen, Chair of Ayrshire College, Independent Member of the Selection Panel.

Process supported by - Governance Manager/Secretary to the Board of Management.

2. Timetable

The table below shows the proposed timeline for the appointments process.

Stage in Progress	Timescale
Process approved by the Board at its meeting held on	Monday 24 April 2023
Date appointments publicised	Tuesday 25 April 2023
Closing date for applications	Monday 15 May 2023
Shortlisting to select applicants for interview	25 May 2023 afternoon
Outcome of shortlist to be relayed to applicants	Aim for Tues 30 May or Wed 1 June 2023
Date for interviews	Thurs 8 June 2023
Board meeting to approve appointments	Mon 19 June 2023

Stage in Progress	Timescale
Date by which the Chair will make recommendation to the Scottish Ministers for appointment	Aim for Tues 20 or Wed 21 June 2023
Date by which Scottish Ministers should approve appointment	Aim for w/e Friday 18 August 2023
Date by which outcome of interview will be relayed to applicants	Aim for Tues 22 or Wed 23 August 2023
Date by which successful applicants should accept position in writing	Friday 1 September 2023
Date of Appointment	2 BMs – 1 September 2023 1 BM - 1 December 2023

Recommendation

The Board is asked to consider and approve the proposed Panel and Timetable.

4/4/23



Meeting	Board of Management
Date	24 April 2023
Location	MS Teams
Title of Paper	Dates of Proposed Board Meetings 2023/24
Presented By	Dr Waiyin Hatton, Chair of Board of Management
Recommendation to Members	The Board is asked to consider and approve.
Appendix Attached	No

PURPOSE

Board approval is sought on the proposed Board Meetings 2023/24.

1. BACKGROUND

- 1.1 The Board Meeting dates for session 2023/24 are proposed in line with previous years for approval.

2. FINANCIAL IMPLICATIONS

- 2.1 There are no financial implications in this report.

3. STUDENT EXPERIENCE

- 3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

- 4.1 There are no human resources implications associated with this report.

5. LEGAL IMPLICATIONS

- 5.1 There are no legal implications in this report.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no community implications associated with this report.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this report.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this report.

RECOMMENDATION

The Board is asked to consider and approve the proposed Board Meetings 2023-24.

Dates of Meetings in 2023-24

Committee	September 2023	October 2023	November 2023	December 2023	January 2024	February 2024	March 2024	April 2024	May 2024	June 2024
BOARD (at least 4) Mondays at 4.00 p.m.		9		11		26		29		24
Audit (at least 4) Wednesdays at 4.00 p.m.										
Joint Audit & CDC										
CDC (at least 4) Tuesdays at 4.00 p.m.										
LTQC (at least 4) Wednesdays at 4.00 p.m.										
Remuneration (twice per year) Tuesdays at 4.00 p.m.										
Nominations (at least annually)										

NOTES

- The venue for the Board and some Committee meetings may alternate between being virtual via Teams and different campuses.
- No formal business meetings are held in July or August.

Meeting	Board of Management
Date	24 April 2023
Location	MS Teams
Title of Paper	Modern Slavery Statement
Presented By	Joe Rafferty Acting Director Organisational Development and HR
Recommendation to Members	Approval
Appendix Attached	Yes

PURPOSE

This paper provides the Board of Management the reviewed Modern Slavery Statement for year ending 31 July 2023.

This annual review is a requirement of section 54(1) of the Modern Slavery Act 2015.

Considered by March Corporate Development Committee and approved for presentation to the Board.

The paper is submitted *For Approval*.

1. CONTEXT

- 1.1 The Modern Slavery Statement is a statement of the steps the organisation has taken during the financial year to ensure that slavery and human trafficking is not taking place:
- i. in any of its supply chains, and
 - ii. in any part of its own business, or
 - iii. a statement that the organisation has taken no such steps.

2. FINANCIAL IMPLICATIONS

- 2.1 There are no financial implications directly associated with this paper.

3. STUDENT EXPERIENCE

- 3.1 There are no student experience implications directly associated with this paper.

4. HUMAN RESOURCES IMPLICATIONS

- 4.1 There are human resource implications associated with topics that have been updated on in this paper. These relate to recruitment practices, training and awareness raising.

5. LEGAL IMPLICATIONS

- 5.1 The legal implication associated with this paper is that we are compliance of section 54(1) of the Modern Slavery Act 2015.

6. REPUTATIONAL IMPLICATIONS

- 6.1 There are no reputational implications associated with this paper.

7. COMMUNITY/PARTNERSHIP IMPACT

- 7.1 There are no community implications associated with this paper.

8. EQUALITIES IMPLICATIONS

8.1 There are no equality implications associated with this paper.

9. ENVIRONMENT IMPLICATIONS

9.1 There are no environmental implications associated with this paper.

RECOMMENDATION

The Board of Management is invited to approve the Modern Slavery Statement.

MODERN SLAVERY STATEMENT

The Modern Slavery Act 2015 requires the College to produce a statement setting out the steps they have taken to ensure that there is no modern slavery in their own organisation and in their supply chains.

This statement is made pursuant to section 54(1) of the Modern Slavery Act 2015 and constitutes our slavery and human trafficking statement for the financial year ending 31 July 2023. We will review this statement annually.

OUR COMMITMENT

West College Scotland (WCS) adopts a zero-tolerance approach to slavery and human trafficking and is committed to protecting human rights. We will act ethically and responsibly in all of our relationships by working with suppliers that share and adhere to this commitment. We will also put in place reasonable measures to ensure that slavery and human trafficking does not occur within our own organisation or our supply chains.








OUR POLICIES ON SLAVERY & HUMAN TRAFFICKING

We operate a number of policies which support our commitment to human rights and which set out ways that we will minimise the risk of slavery and human trafficking. These policies include our Sustainability and Social Responsibility Statement and Equal Opportunities Procedure.

OUR SUPPLY CHAINS

We are committed to ensuring that there is no modern slavery or human trafficking in our supply chains or in any part of our business. Our procedures reflect our commitment to acting ethically and with integrity in all our business relationships and to implementing and enforcing effective controls to ensure slavery and human trafficking is not taking place anywhere in our supply chains.

We purchase a wide range of goods and services from suppliers including:

-  ICT equipment and services
-  Professional services
-  Estates and facilities management goods and services
-  Food and catering supplies
-  Books and printing
- Teaching supplies
-  Furniture and stationery
-  Waste and recycling services

Procuring goods and services from suppliers linked to supply chains across the world presents risks of slavery and human trafficking. We have put in place the following measures to mitigate this risk:

Advanced Procurement for Universities and Colleges (APUC)

The College is a member of the sector collaborative procurement body, Advanced Procurement for Universities and Colleges (APUC) and utilises this expertise in procuring goods and services. APUC requires all suppliers to commit to the Sustain Supply Chain Code of Conduct confirming that they do not use forced, involuntary or underage labour, provide suitable working conditions and treat employees fairly. APUC is a Founder Member of Electronics Watch, an independent monitoring organisation working to achieve respect for labour rights in the global electronics industry through socially responsible public purchasing in Europe.

The College currently utilises and is committed to the Sustain Supply Chain Code of Conduct, and this underpins all tendering activity and supplier adoption.

Regulated Procurements

Every regulated procurement process conducted by the College requires tenderers to disclose whether the bidder or any member of their organisation with decision-making powers has been convicted in the last five years of any offence under Part 1 of the Human Trafficking and Exploitation (Scotland) Act 2015, or under any provision referred to in the Schedule to that Act. Tenderers that confirm such a conviction will be excluded from the process unless they can successfully demonstrate that they have self-cleansed.

The Sustainable Public Procurement Prioritisation tool will be used to review high-risk categories including estates, food and catering, information and communication technology, laboratories, and travel.

Modern Slavery Statement

For procurement that does not take place through the APUC or other purchasing organisation frameworks (exceeding £50,000 for goods and services and £2,000,000 for works), this statement is included with all tender documents and potential suppliers are required to complete and sign our modern slavery certificate. This certificate requires tendering suppliers to set out the measures that they take to ensure that slavery and human trafficking does not take place in their own organisation or supply chains.

OUR PEOPLE

Recruitment Practices

We carry out rigorous right to work checks for all new members of staff. When it is necessary to engage agency workers, we use recruitment agencies who have met our rigorous procurement procedures. All staff members and agency workers are required to be members of Disclosure Scotland's Protecting Vulnerable Groups (PVG) scheme. A PVG certificate contains all unspent and certain spent conviction information. It also contains any other non-conviction information that the police or other government bodies think is relevant. This information is checked during the recruitment process and the College will be made aware of any new convictions whilst an individual is working with the College.

Pay

We comply with all pay related legislation and the College is a Living Wage Employer.

Working Conditions

Our Health and Safety Team oversee the College's compliance with health and safety legislation across our campuses. We are committed to fair working practices and publish a range of policies and procedures setting out our approach to health and safety, well-being at work and family friendly arrangements.

Whistleblowing

All employees are encouraged to raise concerns about possible wrongdoing or malpractice within the College and will be protected from any reprisals should they choose to make such a disclosure. This commitment is set out in the College's Public Interest Disclosure Policy

ADDITIONAL INFORMATION

Training

The College requires all procurement and HR managers to complete training on modern slavery as a module. This training will include Colleges purchasing practices, how to assess / identify the risk of slavery and human trafficking, what external assistance is available and what steps to take if manager suspects human trafficking and slavery to be taking place.

Awareness-Raising Programme

As well as training relevant staff, the College has raised awareness of modern slavery issues by advertising the issues it raises on the staff and student intranet sites.

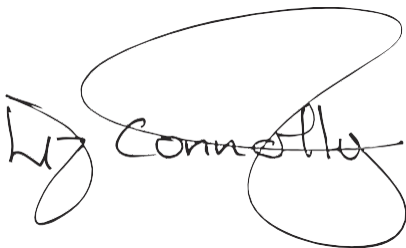
Breaches

Any alleged violations of human rights by our employees will be fully investigated and disciplinary action, up to and including dismissal, will be taken where appropriate. We will take action to address any human rights breaches identified in our supply chain, which may include terminating a supplier's contract where serious violations are discovered.

Our Effectiveness in Combatting Slavery and Human Trafficking

We will regularly review the effectiveness of the measures set out in this statement in combatting slavery and human trafficking.

This statement was approved on 24 April 2023 by the College's Board of Management who review and update it annually.



Liz Connolly
Principal and Chief Executive



Waiyin Hatton
Chair, Board of Management

Meeting	Board of Management
Date	24 April 2023
Location	MS Teams
Title of Paper	Strategic Risk Management Policy Update
Presented By	Amy McDonald Vice Principal Operations
Recommendation to Members	For Approval
Appendix Attached	Yes – Risk Management Policy

PURPOSE

The purpose of this paper to provide a proposal for a structure of risk management – taking cognisance of the current risk management framework and expanding on this.

The paper is presented in line with the Audit Committee Terms of Reference 'To review the Risk Management Strategy and recommend to the Board for approval.'

The Policy was considered and approved for presentation to the Board of Management by the 27 March 2023 Audit Committee.

The paper is submitted For Approval.

1. BACKGROUND

- 1.1 The College have an established Risk Management Framework which is used to track strategic risk. This paper recognises the current framework and looks to amend the Policy document to reflect the current operation of risk management within the College.
- 1.2 The Policy document (**Appendix A**) reflects the current operation of risk management.

2. STRATEGIC RISK MANAGEMENT POLICY

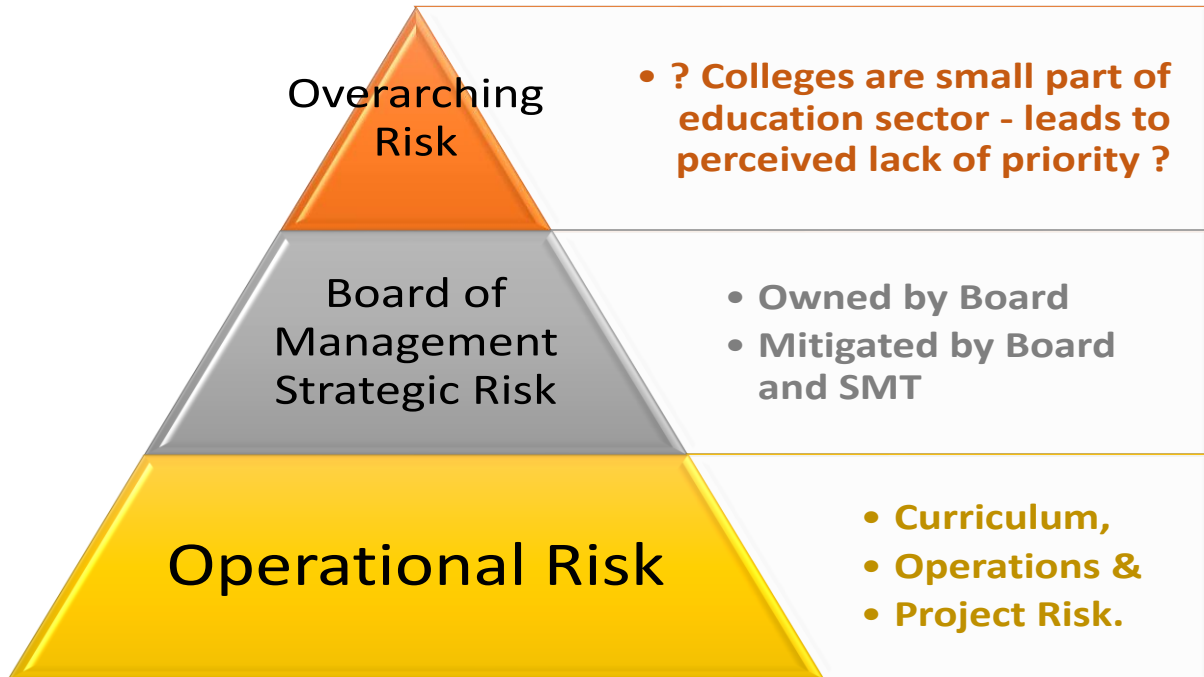
- 2.1. The main emphasis of the Policy has not changed:

'To monitor and report on risk management arrangements to the Board of Management on at least a 6 monthly basis with engagement from the Audit Committee overseeing the College risk management process and adherence to the Colleges Risk Management Policy in compliance with the Scottish Public Finance Manual.'

- 2.2. The Policy document has been updated as follows:

- Previously the document was referred to the Strategic Risk Management Strategy. It is felt to be more appropriate to refer to the document as a Policy as it is more operational in nature. This change in wording has been reflected through the document.
- Section 4.7 has been updated to reflect the approved Risk Register template – the order and definitions have been brought in line with the risk template.
- Section 4.8 has been updated to take account of the agreed risk scoring thresholds and final scoring grid (4.14).

2.3 The structure below provides an outline of the continuing risk management framework currently in place with the addition of an overarching risk setting out the environment within which the College operates.



2.4 Board members will continue to consider strategic risk at regular intervals during the year. The approach to managing risk is to continue to be more action focused, using the risk card to drive forward necessary risk mitigations for strategic risk.

2.5 The capturing of the required actions on the software system Pentana requires to be further developed as this will enable the actions to be effectively managed. Pentana assists action owners in articulating progress against target and generates the necessary reporting updates for Committee and Board.

2.6 The Board is also asked to give consideration to the current College risk appetite statement and whether these statements are still considered as applicable. For example, given the level of financial risk the College is carrying is the risk appetite averse rather than the current minimalist status?

Risk Appetite

	Averse	Minimalist	Cautious	Open	Hungry
Finance					
Political					
Governance					
Competitive Environment					
Staffing and HR					
Student					
Reputational / External					
Infrastructure					
Learning and Teaching					
Digital					

Classification	Description
AVERSE	Avoidance of risk and uncertainty is a key organisational objective.
MINIMALIST	Preference for ultra-safe business delivery options that have a low degree of inherent risk and only have a potential for limited reward.
CAUTIOUS	Preference for safe delivery options that have a low degree of residual risk and may only have limited potential for reward.
OPEN	Willing to consider all potential delivery options and choose the one that is most likely to result in successful delivery while also providing an acceptable level of reward (and value for money etc.).
HUNGRY	Eager to be innovative and to choose options offering potentially higher business rewards, despite greater inherent risk.

3. COLLEGE STRATEGIC RISKS

3.1. The top five strategic risk faced by the College are:

1) Financial Sustainability

As a result of insufficient funding being provided by the Scottish Funding Council to support current operations there is a risk that operational deficits will be incurred which would result in a diminution in the education provision and ability to deliver strategic change and maintain current operational delivery levels.

2) Maintaining Estate

As a result of failure to deliver on the Estates Strategy 2016-2026 objectives due to business cases for estate developments being delayed/terminated, there is a risk that the required investment in the estate does not proceed which would result in a negative impact on the ability of the College to recruit students and retain staff.

3) Cyber Security

As a result of a failure to fully and continually mitigate a cyber-attack, there is a risk that normal College day to day operations would be adversely impacted, which would result in students being unable to continue to learn and reputational damage to the College brand.

4) Falling Student Numbers

As a result of continuing reductions in student numbers due to additional University places becoming available, there is a risk that the College will not be able to efficiently deliver certain curriculum areas, which would result in an inability of the College to claim all the necessary credits required to draw down all available SFC funding.

5) Alternative Income Growth

As a result of an inability to generate consistent levels of alternative income or to grow alternative income streams due to impact of external factors impacting College delivery plans , there is a risk that the College will deliver an adjusted operational deficit, which would result in an increased level of scrutiny from the Scottish Funding Council.

3.2. These risks continue to be reviewed by the Senior Management Team and there are no changes being proposed at this time.

- 3.3. Actions are being undertaken to mitigate as far as possible the risks faced by the College and the introduction of a more detailed operational risk review will assist in this mitigation process.
- 3.4. The Board is requested to review the top five strategic risks and based upon the April 2023 Board considerations and items considered at the various Committees, consider whether any changes to the risk profile of the College is required.

4. FINANCIAL IMPLICATIONS

- 4.1. There are no direct financial implications in this report.

5. STUDENT EXPERIENCE

- 5.1. There are no student experience implications associated with this paper.

6. HUMAN RESOURCES IMPLICATIONS

- 6.1. There are no human resources implications associated with this paper.

7. LEGAL IMPLICATIONS

- 7.1. There are no further legal implications in this paper to those listed above.

8. REPUTATIONAL IMPLICATIONS

- 8.1. There are reputational implications associated with this paper.
- 8.2. Failing to manage risk can have reputational issues if risks are not appropriately recognised and mitigated.

9. COMMUNITY/PARTNERSHIP IMPACT

- 9.1. There are no community implications associated with this paper.

10. EQUALITIES IMPLICATIONS

- 10.1. There are no equality implications associated with this paper.

11. ENVIRONMENT IMPLICATIONS

11.1. There are no environmental implications associated with this paper.

RECOMMENDATIONS

The Board of Management is requested to:

- Consider and comment upon the College Risk Appetite categories.
- Approve the updated Risk Management Policy.
- Consider whether there are any changes to be made to the top five strategic risks faced by the College.

Policy & Procedure	Risk Management Policy
Policy Area	Risk
Version Number	4
Approved by	Board of Management
Date of Approval	April 2023
Date of Equality Impact Assessment	March 2021
Date of Review	April 2026
Responsible Senior Manager	Director of Finance

History of Amendments

Version	Date	Review	Summary of changes made
V3.0	14-12-20	A Ritchie	Approved by the Board of Management
V3.1	11-03-21	A Ritchie	Amended for new committee names
V4.0	19-1-23	A Ritchie	Updated based on revised process and changes in management structure

Policy Statement

The Risk Management Policy is a document that outlines the College's approach to identifying, assessing, and mitigating potential risks that could negatively impact the College in a well-managed and controlled way. The purpose of the Risk Management Policy is to ensure the College is aware of the potential risks and has a plan in place to mitigate their impact. The intention is to ensure the College is therefore able to operate more efficiently and effectively and also protect the College assets and reputation whilst continuing to provide high quality learning. This Policy supports a structured and focused approach to managing risk. In this way the College will better achieve its corporate objectives and enhance the value of services it provides to the community.

It is acknowledged that inherent risks will always exist and will never be eliminated. All employees must consider risk and accept responsibility for risks associated with their area of authority.

Equality Statement

The College is committed to providing equal opportunities to ensure its students, staff, customers and visitors are treated equally regardless of gender reassignment, race, religion or belief; disability; age; marriage and civil partnerships; pregnancy and maternity; sexual orientation; sex. Managing the College's risk will be carried out in a manner of no bias or exclusion.

Please note this document is available in other formats, to request another format please email info@wcs.ac.uk

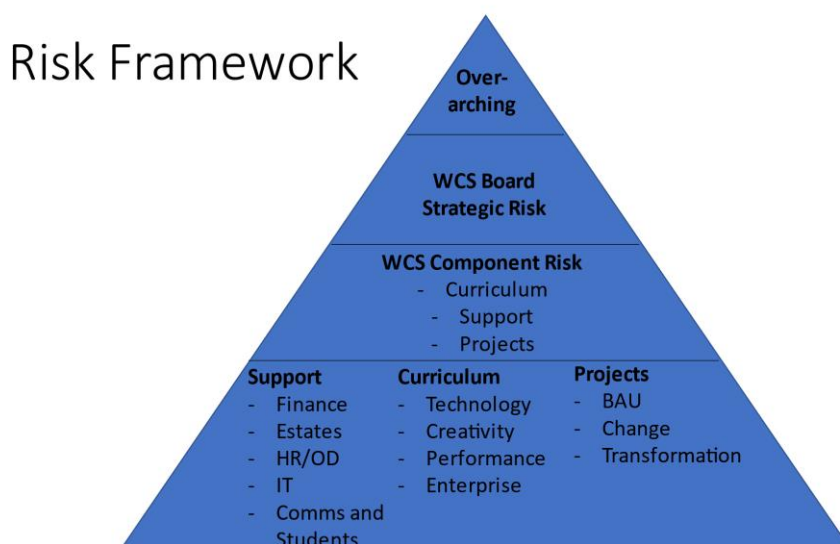
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1. Introduction

- 1.1 The Financial Memorandum with the Scottish Funding Council (SFC) requires that the governing body complies with the principles of good governance set out in the [Code of Good Governance for Scotland's Colleges](#). The Financial Memorandum also requires the governing body to ensure that:
- The College has an effective policy of risk management and risk management arrangements.
 - The College Audit Committee supports the Board and Principal with regard to their responsibilities for risk, control and governance and associated assurance through a process of constructive challenge.
 - Internal audit must provide the governing body and senior management of the College with an objective assessment of adequacy and effectiveness of risk management, internal control, governance, and value for money.
 - The College undertakes careful appraisal of the risks before accepting any contingent liability.
- 1.2 The College is also required to comply with the requirements of the [Scottish Public Finance Manual](#) (SPFM). The SPFM requires that the College must *'develop a framework for assessing risks that evaluates both the likelihood of the risk being realised, and of the impact if the risk is realised. Risk assessment should be recorded in a way that clearly demonstrates the key stages of the process.'*
- 1.3 This Risk Management Policy has therefore been written taking account of the requirements of both the SFC Financial Memorandum and the Scottish Public Finance Manual.
- 1.4 In addition to the above requirements the internal auditor must produce an Annual Report to the Board of Management on their activities during the year. The report must include an opinion on the adequacy and effectiveness of the College's risk management, internal control and governance. This Policy therefore forms a key component in allowing the internal auditors to be able to report without qualification that the College is complying with these requirements.
- 1.5 The Risk Management Policy is a key document in ensuring that the four Strategic Priorities of Personalisation, Collaboration, Agile and Adaptive and Digital contained within the [College Corporate Strategy 2019-2025](#) are delivered. The Risk Management Policy aims to ensure that the College community is aware of the level of risk that the organisation is willing to accept; that some risks will always exist and will never be eliminated, however mitigation can be put in place to minimise their impacts.

- 1.6 The College recognises that it has a responsibility to manage risks and supports a structured and focused approach to managing them through application of the Risk Management Policy. In this way the College will better achieve its four strategic priorities and enhance the value of services it provides to the wider community.
- 1.7 The approach of the Risk Management Policy is that it is owned and led by the Board of Management, and it is intended to deliver a more dynamic and inclusive approach to risk management. The Risk Management Policy aims to ensure that the Strategic Risk Register will be informed by the College Operational Planning process and from all Board of Management Committees with the objective of being outward facing and strategically focused.
- 1.8 The College's risk framework is illustrated below:



- 1.9 The College's Risk Management Policy objectives are to:
- Integrate risk management into the operational processes and culture of the College.
 - Manage risk in accordance with best practice recognising and mitigating risk to a controllable level which does not interrupt the operation of the College.
 - Anticipate and respond to changing requirements through regular horizon planning.
 - Prevent injury, damage, losses and reduce the cost of risk nitrating risk management as part of everyday operational management; and
 - Raise awareness of the need for risk management by all those connected with delivering the College's Strategic Priorities daily.

1.9 These objectives will be achieved by:

- Establishing clear roles, responsibilities, and reporting lines within the College for risk management from strategic through to operational risk.
- Providing opportunities for shared learning on risk management across the College.
- Reinforcing the importance of effective risk management as part of everyday work by offering training.
- Monitoring and reporting on strategic risk quarterly and operational risk monthly recorded through the maintenance of risk registers.
- Incorporating risk management considerations into the annual internal audit plan and any internal / external audit work conducted.
- Monitoring arrangements on an on-going basis.

1.10 The Risk Management Policy aligns with the Regional Outcome Agreement (ROA) and will be reviewed and presented to the Board of Management every three years for approval.

1.11 The Board of Management and Senior Management Team are fully committed to the principles of risk management and the approach outlined within this Policy.

2. Risk Management Overview

Purpose

2.1 The purpose of the Risk Management Policy is to:

- Outline West College Scotland's approach to risk management.
- Describe the procedures for the management of risk within the College while detailing the roles and responsibilities of the key business areas.

Objectives

2.2 To ensure the effective delivery of the College Risk Management Policy, the following objectives will require to be progressed by the College Senior Management Team:

- To undertake a review every three years of the College Risk Management Policy. The review will ensure clear roles, responsibilities, and a reporting framework for the managing of risk across the College is maintained and developed.
- To develop operational planning guidance on risk identification and its translation into strategic risk as appropriate.

- To monitor and report on risk management arrangements to the Board of Management on at least a 6 monthly basis with engagement from the Audit Committee overseeing the College risk management process and adherence to the Colleges Risk Management Policy in compliance with the Scottish Public Finance Manual.
- To continue to integrate risk management into the culture of the College and to raise awareness of the need to manage risk effectively throughout the College.
- To comply with corporate governance requirements and integrate effective processes to allow the Board of Management to approve the annual Accountability Report including the section on Risk Management and Internal Controls.

Terminology

2.3 The following represents the meaning of terminology that is used throughout the Policy:

- **Risk Management:** The coordinated activities, systems, and processes in place to direct and control the College regarding the management of risk.
- **Risk:** The potential ‘effect of uncertainty on objectives,’ where an effect is a deviation from an intended or expected outcome. A risk will be considered as either a threat (negative) to the College’s ability to achieve any given objective or as uncertainty resulting from an opportunity (positive) which offers potential benefits to the institution.
- **Issue:** A certain event which is known and will impact upon the achievement of the College’s Priorities and Objectives.
- **Risk Appetite:** This refers to the level of risk the College is willing to tolerate or accept in the pursuit of its objectives. When considering threats, risk appetite defines the acceptable level of exposure deemed tolerable or justifiable by the College; when considering opportunities, risk appetite defines how much the College is prepared to actively put at risk to realise potential or expected benefits.
- **Risk Score:** The calculated level of risk which the organisation is exposed to in pursuit of its objectives.
- **Risk Owner:** this is the person, persons or entity in authority who is accountable for the effective management of a risk.

Roles and Responsibilities

- 2.4 To be effective, the risk process is recognised as the responsibility of the Board of Management and of all members of staff and will integrate with College operating requirements.

Owner	Role
<p><u>Board of Management</u> <i>Has a fundamental role to play in the management of risk.</i></p>	<ul style="list-style-type: none"> • Provide authority and responsibility for the establishment, maintenance, support, and evaluation of the Risk Management Policy. • Set the tone and promote a positive risk and control culture within the College. • Delegate the overall implementation of risk management and review of risk to the SMT. • Have knowledge of the significant risks facing the College.
<p><u>Audit Committee</u> <i>Has a fundamental role to play in the oversight of the College management of risk.</i></p>	<ul style="list-style-type: none"> • To ensure compliance with corporate governance requirements. • To review the process of risk management and approve for presentation to the Board. • To review internal processes and systems and work closely with internal and external auditors to obtain reports on these.
<p><u>Corporate Development Committee</u> <i>Oversee significant strategic and operational risk management and mitigation.</i></p>	<ul style="list-style-type: none"> • To review the College's significant strategic and operational risks. • Ensure the mitigating actions for such risks are addressing the risk factors and work to mitigate risk is progressing in line with agreed timelines.
<p><u>Senior Management Team</u> <i>Support and implement policies approved by the Board of Management. The Senior Management Team consists of the Principal, Vice Principals, Assistant Principals and Directors.</i></p>	<ul style="list-style-type: none"> • Implementation of Risk Management Policy. • Overall co-ordination of risk management. • Promotion of a comprehensive approach to risk management. • To review the probability and impact assessments of risks on a regular basis. • To ensure appropriate levels of awareness throughout the College.

Owner	Role
	<ul style="list-style-type: none"> • Ensure risk mitigation are being managed in line with agreed plans and updates to such risks are updated quarterly for strategic risk and monthly for operational risk. • That such risk registers (Strategic and Operational) are regularly reviewed.
<p><u>College Management Team</u> <i>Encouraging and embedding good risk management practice within their area of activity.</i></p> <p><i>The College Management Team consists of all those managers who are directly line managed by SMT.</i></p>	<ul style="list-style-type: none"> • Co-ordinating and ensuring that the operational objectives are implemented in line with the Risk Management Policy. • Have an awareness and understanding of risks which fall into their area of responsibility, the impacts these may have, and monitor outcomes against the risks identified ensuring that response plans detail corrective action to minimise risk. • Ensure that operational risk for College departmental areas is recorded and managed by way of risk register and reported on monthly. • Report any new risks identified or failures of existing control measures to SMT. • Report on current 'active' risks highlighting mitigating actions and effect towards risk reduction.
<p><u>College Staff</u> <i>Encouraging and embedding good risk management practice within their area of activity.</i></p>	<ul style="list-style-type: none"> • Understand their accountability for individual risks as noted in the risk register. • Understand how they can enable continuous improvement of risk management and risk awareness. • Report systematically and promptly to a member of the College Management Team or Senior Management Team any perceived new risks or failures of existing control measures.
<p><u>Internal/External Audit</u> <i>Ensuring the effectiveness of organisational and financial control systems, including monitoring performance against quality assurance standards.</i></p>	<ul style="list-style-type: none"> • To review risks and limitations of existing control measures. • To review the adequacy of internal control systems designed to minimise risk. • To make appropriate recommendations following on from any internal / external audit reports to the SMT, which will effectively improve systems of control.

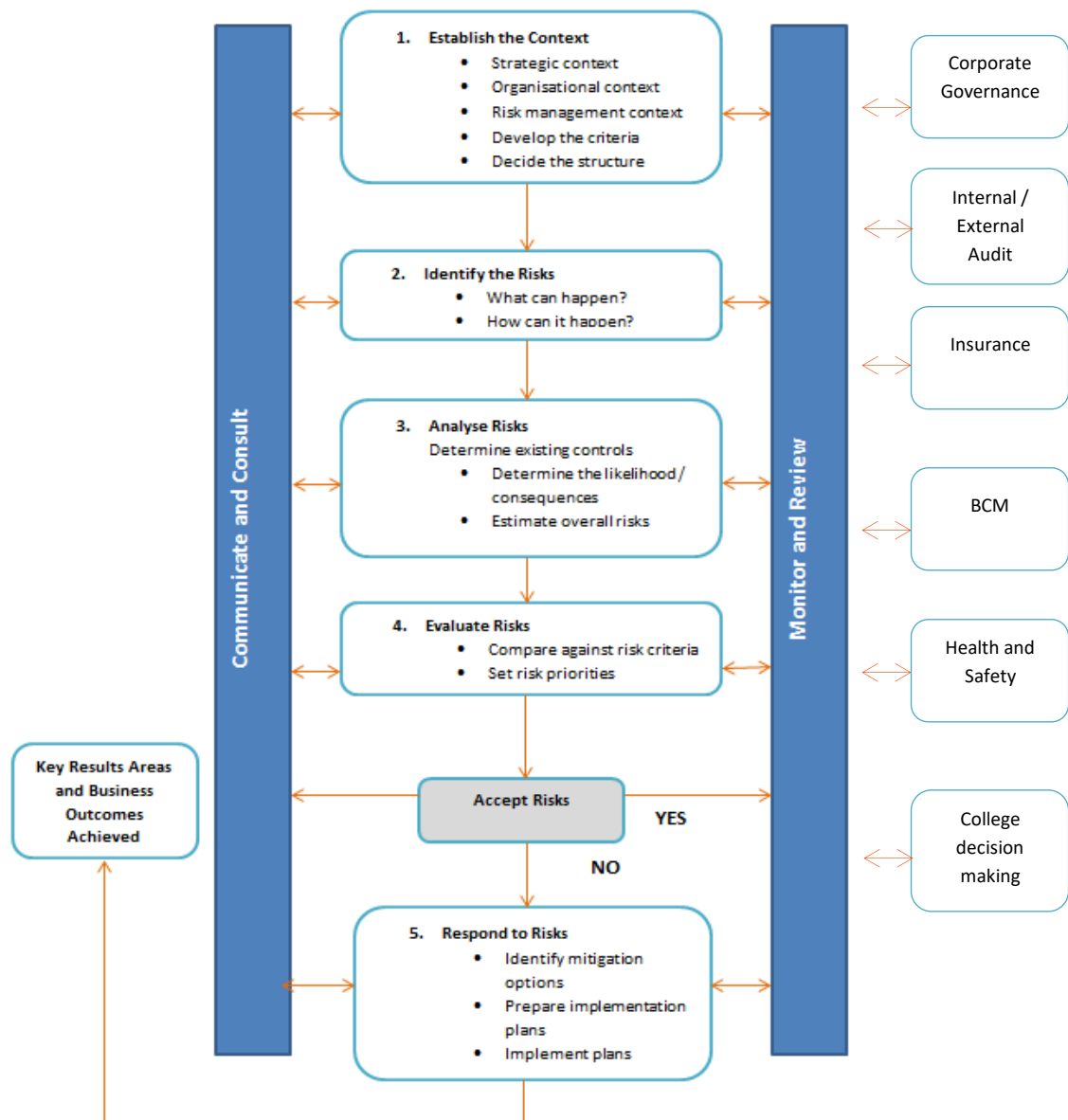
Partnership and Projects

- 2.5 For the College, it is important to ensure partnerships and projects are considered in a Risk Management context, as well as core services. Where the College engages in strategic projects and partnerships, it will look to develop joint risk management practices with relevant partners as required.

3. Risk Management Framework

3.1 The overall responsibility for ensuring the College has effective risk management framework is owned by the Board of Management being implemented and co-ordinated by the College Senior Management Team (SMT). Risk management at the College is closely aligned to the achievement of the College’s objectives, corporate governance, internal/external audit, business continuity management (BCM), insurance, health and safety and occupational health and safety arrangements. These different elements act as support mechanisms for the delivery of the Risk Management Policy at the College. Internal and external audit also plays a key role in scrutinising the mitigations and controls implemented by the College.

Risk Management Framework



Code of Corporate Governance

- 3.2 The Board of Management is ultimately responsible for the College's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate the risk of failure to achieve the College strategic priorities and can only provide reasonable and not absolute assurance against material misstatement or loss.
- 3.3 The Board of Management has delegated the day-to-day responsibility to the Principal, as Chief Executive, for maintaining an adequate system of internal control that supports the achievement of the College's policies, aims and objectives, whilst safeguarding the public funds and asset.

Internal / External Audit

- 3.4 Internal audit will assess the effectiveness of the College's internal controls and review risk management as part of the Corporate Governance arrangements. Internal audit will use the information on the Strategic Risk Register to inform their annual audit plan.
- 3.5 External audit will annually undertake an overall review of the corporate governance arrangements and processes of internal control in place at the College. Based on their audit work and the findings made by the internal auditors they will form an opinion on adequacy of the systems in place to comply with corporate governance requirements.

Insurance

- 3.6 Insurance is one method the College uses to transfer risk. The implementation of an effective Risk Management Policy will have an impact upon the premiums paid by the College as does external environmental factors which the College have no control over. The prevalence of insurance claims will need to be monitored as these will have a bearing on how well the College is mitigating and managing risk and therefore could impact on the Strategic and Operational Risk Registers.

Business Continuity Management (BCM)

- 3.7 Business continuity underpins and can mitigate key business risks - it is concerned with how the College can overcome disruption in the event of an adverse incident or situation and continue to deliver key services at an agreed, pre-determined level. It is the low probability/high impact risks that if they occurred could result in the failure of key services or systems. BCM is key part of the Colleges approach to managing risk of College operational failure.

Health and Safety

- 3.8 There are clear and well-established links between the health and safety and risk management. The College is committed to achieving best practice in health and safety management and is fully committed to controlling risk and preventing harm to people.
- 3.9 The College will use the guidance in Managing for Health and Safety at Work (MFHS), which supports the model of managing health and safety with a 'Plan, Do, Check and Act' approach. This model helps to achieve a balance between the systems and behavioural aspects of management.
- 3.10 The Board of Management has a primary objective to ensure health and safety is integrated into the College's core business management activities and that suitably resourced health and safety management systems are implemented which are also influenced by risk management arrangements.

Risk Implications – Decision Making Process

- 3.11 Effective risk management is crucial to the achievement of the College's Strategic Priorities and the success of the strategic operation and provision of College services. It is important to recognise that there are risks associated with decisions taken in respect of the delivery of College business.
- 3.12 The nature, impact and probability of these risks will vary depending on a wide range of circumstances or potential outcomes.

4. Risk Management Process and Approach

- 4.1 Risk management is a cyclical process – new risks emerging while old risks become obsolete – and is based upon the following basic workflow:
- a) Identification of Risks
 - b) Risk Assessment and Evaluation
 - c) Plan Mitigations
 - d) Monitor and Control
- 4.2 The following sections explain in detail what each of the above steps require the College to undertake.

Identification of Risks

- 4.3 The first step in the risk management process is risk identification. The process of risk identification will vary depending on context and the level at which risks are being assessed. For example, at organisational level, strategic risks should correlate with the key college objectives linked to the College Strategic Plan 2019-2025 and should therefore be identified as part of the College cyclical planning process. Similarly, at departmental level, risks should align with the key objectives set out in Operational Plans and should therefore be identified early as part of the planning process. Within a project setting, key risks should be identified at the start of the project lifecycle, during the project initiation/planning phase and mitigated as part of project activity.
- 4.4 A variety of methods can be used for identifying risks. For example, sessions or workshops involving key stakeholders are common approaches however risk of failing to achieve an operational or strategic objective is the approach adopted to identify key risks. At project level, risk identification may be conducted using standardised checklists which identify risks commonly associated with achievement of project activities, or by benchmarking against similar projects undertaken in the past.
- 4.5 The risk management process is cyclical and therefore risk identification is not a one-off exercise; it is a continuous process which is necessary to identify new risks that had not previously arisen, but which might affect the College's ability to achieve its objectives in the area under consideration. Regular review, particularly of Operational risk is therefore necessary. Strategic risk changes less frequently however it is necessary to review and keep well managed on a quarterly basis.

Recording the Identified Risks

- 4.6 All identified risks will be recorded in the Strategic Risk Register using the College's standardised risk register template (Appendix 2). Within the Strategic Risk Register there are several fields to populate.

4.7 Each risk should have:

- a) **Risk Number and Name:** A title which should be concise but contain enough information to distinguish it from the others.
- b) **Link to Objectives:** A list of which of the College Strategic Objectives are impacted by the identified risk.
- c) **Risk Description:** The description should contain information on the three composite parts of a risk; the cause, the risk event, and the impact on the College Strategic Priorities.

'As a result of <cause/statement of fact>, there is a risk that <uncertain event> may occur, which would result in <an effect on Strategic Priorities>.

- d) **Risk Owned and Managed By:** A member of the Senior Management Team that has been given the responsibility and authority to manage a risk/set of risks and is accountable for doing so. The risk owner could be the Principal or Vice Principal – particularly in the management of Strategic Risk.
- e) **Risk Scoring:** Risk scoring will be undertaken in the first instance to prioritise risks using a standard 5 by 5 semi-quantitative scale (shown in 4.8 below) for risk probability and impact.
- f) **Risk Mitigation:** Actions taken to reduce the probability and impact of the risk occurring.

4.8 This use of a standard scoring threshold promotes consistency in risk assessment.

Risk Scoring Thresholds

Probability	Score	Impact	Score
Very Likely	5	Severe	5
Likely	4	Significant	4
Possible	3	Moderate	3
Unlikely	2	Minor	2
Very Unlikely	1	Negligible	1

- 4.9 When assessing impact, it is important that a holistic analysis of the categories of risk be considered, in terms of how the issue would impact on the College (a partnership, a service or a specific project). The agreed approach to the assessment of risk at the College is undertaken based on existing control measures.
- 4.10 When assessing probability, a consideration of historical information, external drivers, trends, and statistics can be useful in determining an appropriate level.
- 4.11 Each risk should be allocated two risk scores, as follows:
- Current Risk Score
 - Target Risk Score
- 4.12 The Current Risk Score is populated and refers to the level of risk an activity would pose if no controls or mitigating actions were in place.
- 4.13 The Target Risk Score refers to the level of risk remaining after controls and mitigating actions are considered and should ideally reflect the applicable risk appetite.
- 4.14 Risks identified within the Strategic and Operational Risk Register will be plotted on a probability impact grid, as shown in the table below, to provide a pictorial representation of risk exposure. Risks which fall into the upper boundary (Red RAG status) will be considered as critical for management attention and as greater than the acceptable risk appetite. Efforts will be made to reduce risk exposure below the upper boundary.

Probability		Result				
Very likely	5	5	10	15	20	25
Likely	4	4	8	12	16	20
Possible	3	3	6	9	12	15
Unlikely	2	2	4	6	8	10
Very unlikely	1	1	2	3	4	5
		1	2	3	4	5
Impact		Negligible	Minor	Moderate	Significant	Severe

- 4.15 Risks with low probability (1 to 3) but high impact scores (4 or 5) will be elevated for attention of the Board. Risk response plans will be developed from the Risk Probability Impact Grid which seek to reduce the potential impact of the identified risk(s).
- 4.16 The risk category is linked to the risk appetite that the College is willing to be exposed to and the methodology for arriving at the risk appetite is explained below.

- 4.17 The information collected and recorded within the Strategic Risk Register to this point should enable initial assessment and scoring of the risk.

Risk Assessment and Evaluation

- 4.18 Risk assessment and evaluation takes account of various key components.

Risk Appetite

- 4.19 The next step in the risk management cycle is to establish the risk appetite level that the Board of Management is willing to accept in pursuit of its Strategic Priorities.
- 4.20 The College accepts that it must take risks, to some extent, to achieve its Priorities and to realise expected benefits. The College is committed to ensuring that all risks taken will be proactively controlled and exposure will be kept to an acceptable level. The College acknowledges that the level of exposure carried by different activities will vary and its threshold for accepting varying levels of risk will change depending on the risk area under consideration, the specific objectives involved, the subsequent activities undertaken and the projected benefits.
- 4.21 However, the College is clear that it will reject or proactively manage any activity that has the potential to cause significant financial or reputation harm to the institution, most notably where these might endanger the College's ongoing viability, its ability to achieve its key strategic priorities or its ability to meet its regulatory and/or legal obligations.
- 4.22 The College defines Risk Appetite based on the following categories:

<u>Classification</u>	<u>Description</u>
AVERSE	Avoidance of risk and uncertainty is a key organisational objective.
MINIMALIST	Preference for ultra-safe business delivery options that have a low degree of inherent risk and only have a potential for limited reward.
CAUTIOUS	Preference for safe delivery options that have a low degree of residual risk and may only have limited potential for reward.
OPEN	Willing to consider all potential delivery options and choose the one that is most likely to result in successful delivery while also providing an acceptable level of reward (and value for money etc.)

<u>Classification</u>	<u>Description</u>
HUNGRY	Eager to be innovative and to choose options offering potentially higher business rewards, despite greater inherent risk.

- 4.23 Based on these categories, the College’s institutional baseline Risk Appetite is defined as ‘cautious to open’. This means that, while maintaining a level of prudence, the College is generally willing to consider all options and will accept moderate levels of risk in the pursuit of its Priorities, albeit with a preference for options or activities that limit exposure, even if the rewards are likely to be similarly limited.
- 4.24 A full definition of the College risk appetite for each category of risk can be found at Appendix 3.
- 4.25 While a general appetite of cautious to open is in place, it is recognised that risk appetite will vary according to the Priorities pursued and the linked activities undertaken. For example, the College would consider options or activities which carry elevated levels of risk, where it can be shown that the anticipated outcomes are realistically achievable, and likely to deliver enhanced benefits; acceptance of risk, irrespective of risk appetite, should always take account of the likely benefits an activity will deliver.
- 4.26 At a strategic level, risk appetite is applied to the College’s identified risk areas as follows:

	<u>Averse</u>	<u>Minimalist</u>	<u>Cautious</u>	<u>Open</u>	<u>Hungry</u>
Finance					
Political					
Governance					
Competitive Environment					
Staffing and HR					
Student					
Reputational / External					
Infrastructure					
Learning and Teaching					
Digital					

- 4.27 It should also be noted that risk appetite will likely vary according to context; for example, capital projects provide a different context and should be considered on individual merit, as projects are usually stand-alone, and fall out with the ‘business as usual’ activities of the College. Consequently, the College may be prepared to accept higher levels of risk for a project that will feasibly deliver transformative change or bring significant rewards.

Plan Mitigations

- 4.28 When considering the appropriate risk response, the controls already in place should be recorded under Controls in the Strategic Risk Register and potential mitigating actions should be identified, where applicable (i.e., where a risk requires treatment).
- 4.29 Mitigations actions should change or reduce either the probability of a risk materialising, or its impact if it does (or both) and they should also be recorded in the Strategic Risk Register assigned a responsible person/lead and set a target date for completion.
- 4.30 Taking account of the mitigations the Current Risk Score should be re-assessed and revised, and a Target Risk Score agreed. The Target Risk Score should not be higher than the Current Risk Score (either in terms of impact, or probability, or both), because again, it refers to the level of risk remaining after controls and mitigating actions are considered.
- 4.31 After mitigations and risk scores have been identified, the planning process is effectively complete, and the agreed plans should be taken forward for implementation.
- 4.32 Control strategies / plans may align with the categories below:

Risk Mitigation Measures

Risk Response	Commentary
Tolerating or Accepting the Risk:	It is rarely possible or economically desirable to remove all risks entirely, all risks can be accepted at some level. In addition, there are some risks over which the College has little or no control and some for which any management actions would be prohibitive in terms of resource; yet for valid reasons the College will continue with the activity. The important point is that these risks are identified, clearly understood, and monitored. This option is frequently

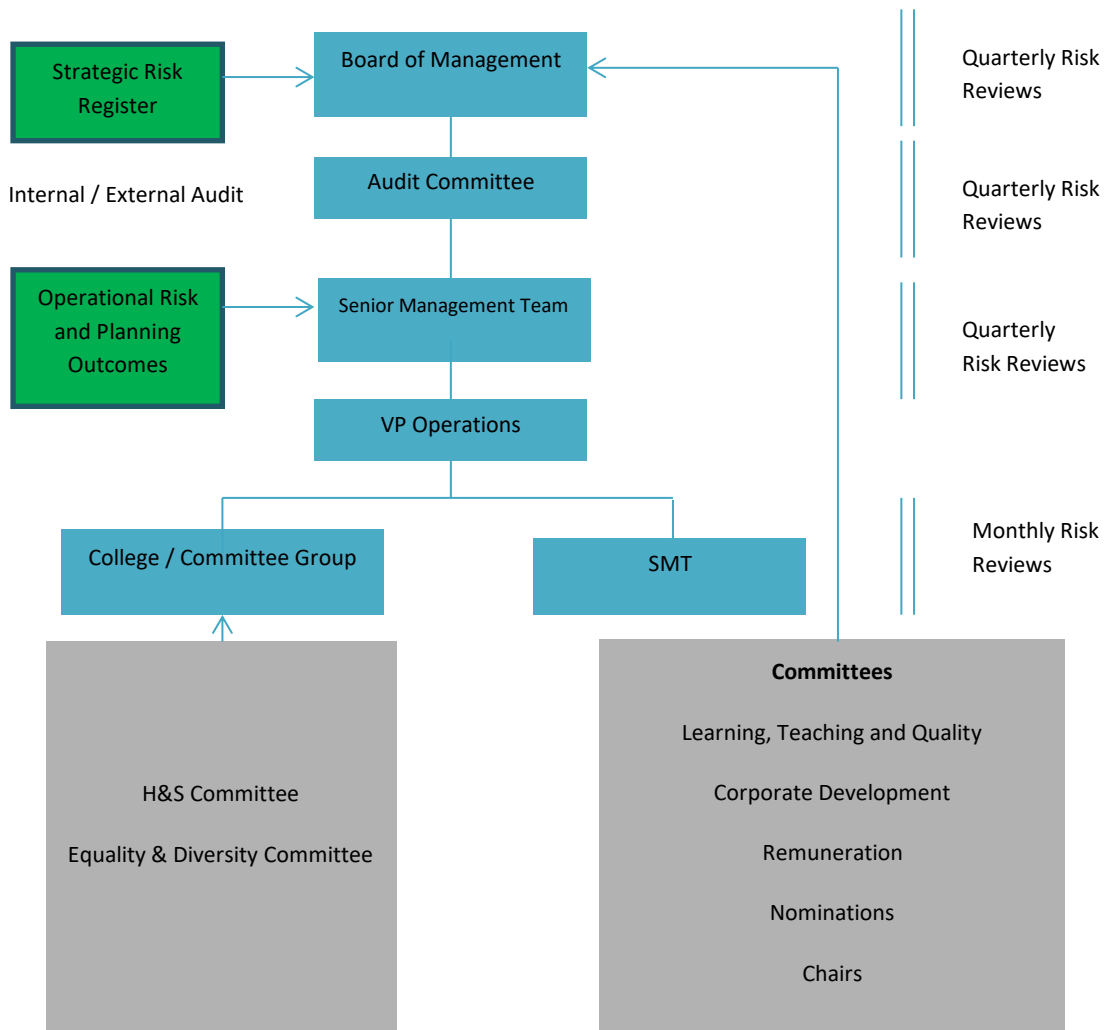
Risk Response	Commentary
	<p>accompanied by a contingency plan for dealing with the impact that will arise if the risk is realised.</p>
<p>Transferring or Sharing the Risk:</p>	<p>Some risks can be transferred to another body or organisation, for example insurance, contractual arrangements, outsourcing and partnerships. Realistically, transferring all a risk is extremely difficult to achieve effectively and is often confused with action ownership (where the risk is owned by entity A (who feels the pain if the risk comes about) but action to mitigate or control the risk lies with entity B. If the risk is Transferred, then care needs to be taken that the risk is transferred. However, some risks (for example reputation) cannot be transferred. It is important that how (to whom) the risk has been transferred and what element of risk is reduced as a result.</p>
<p>Terminating or Avoiding the Risk:</p>	<p>Although unusual, it may be that a particular risk cannot be adequately controlled or transferred and the consequence or likelihood of such a risk being realised is such that it cannot be accepted. In this case the only course of action may be to eliminate the risk by ending all or part of a particular activity. In some instances, this may involve temporary suspension of an activity until the likelihood and/or impact of the risk has reduced for external reasons.</p>
<p>Treating or Controlling the Risk:</p>	<p>It is usually possible to control a risk to an acceptable level and this is achieved by building control mechanisms into operational activities. Whichever Policy is adopted it is important that the controls are proportionate and cost effective. Where the decision is taken to mitigate a risk by introducing control measures it is also important that the operation is not impeded by over controlling to eliminate a threat risk or realise an opportunity.</p>

Monitor and Control

- 4.33 Risks should be monitored and controlled on an ongoing basis as part of the Risk Management Process. Responsibility for monitoring and control lies with the Risk Owner and should be ongoing at the appropriate levels.

- 4.34 Each of element of the Strategic and Operational Risk Registers should be revisited on an ongoing basis; for example, mitigating actions should be regularly reviewed for their impact and effectiveness in controlling the risk and in reducing the risk score. Where a mitigating action is complete, it should be removed from the relevant column and where appropriate, referred to under Controls. Where a risk score has escalated, action should be taken to identify and implement control measures to reduce the risk score.
- 4.35 Reporting arrangements also provide an additional level of monitoring and control. At College level, the Board of Management will receive a high-level report on risk at each meeting. The report will provide a summary update on the risks included in the Strategic Risk Register, giving current risk scores and notification of any significant changes.
- 4.36 Each Board Committee will receive a report on all strategic and key operational risks for their consideration and review based upon the business undertaken at each Committee meeting. The Audit Committee will maintain responsibility for the process of risk management.
- 4.37 The College Senior Management Team will receive reports on risk for the Strategic and Operational Risk Registers. Operational risk will be managed and monitored at departmental level and controlled as part of the operational planning process.

4.38 It is the responsibility of the SMT to highlight risks within their Directorates that are considered to have strategic significance. The College reporting framework is outlined below:



5. Measuring the Effectiveness of the Risk Management Process

Internal Audit

- 5.1 As indicated, the Audit Committee must be satisfied as to the College's risk management arrangements are being carried out effectively. To ensure this is evidenced the Audit Committee will receive the Strategic Risk Register and top operational risks at each of its meetings and ensure actions are taken to progress the management of risk. Supporting Committees hold responsibility for ensuring the adequacy of risk mitigation. The overall College risk management framework (of which this document is part) is also subject to review by the College's internal auditors both formally through the internal audit process and through the auditor's reliance on the College Strategic Risk Register in formulating Audit Needs Assessment. The College's external auditor also take account of the College Strategic Risk Register in planning their work.

Review of Procedures


- 5.2 This Policy will be reviewed at every three years and presented to the Board of Management for approval after consideration by the Audit Committee.

Appendix 1: Categories of Risk

Category	Description of Risk
1) Political	Those affecting the College Strategic Priorities normally at a national political level.
2) Competitive Environment	Those affecting the competitiveness of the College to deliver its services in terms of cost, quality, ability to deliver best value and to attract customers / partners to the College.
3) Finance	Those related to financial planning and control and the adequacy of insurance cover.
4) Staffing and HR	Those affecting the recruitment, retention, and morale of staff.
5) Students	Those affecting the recruitment, retention, attainment, and morale of students.
6) Reputational / External	Those affecting the reputation of the College and/or external partnerships / projects / community in which the College is involved.
7) Digital	Those affecting the ability of the College to deliver the objectives set out in its Digital Strategy.
8) Infrastructure	Those affecting the College's physical assets including buildings and IT systems.
9) Learning and Teaching	Those affecting the successful delivery of the College's curriculum including student experience, performance, and associated ROA targets.
10) Governance	Those that impose requirements on the College which could affect priorities / funding / reputation.

Appendix 2: Format of College Strategic Risk Register Entry

RI01 - Strategic Risk Card

Risk No and Name	01 Financial Sustainability (SR01)		
Link to Objective(s)	1.1	Delivering bespoke solutions fast	
	3.1	Developing new income opportunities	
Risk Description	There is a risk that a lack of funding afforded to the College by the Scottish Funding Council will result in a diminution in the education provision and ability to deliver strategic change and maintain operational delivery at current levels.		
Risk Managed By	Chief Executive and Principal		
Current Risk Score	Probability x Impact		Score
	5	5	25
Target Risk Score	Probability x Impact		Score
	2	3	6
Planned Mitigating Actions	Code and Title		Assigned to
	RA01/S/RI01 Develop internal efficiencies over 3 year period		Director of Finance
	RA02/S/RI01 Clarify efficiency targets across all areas of the college by assigning specified actions which are overseen by Programme Board		Chief Executive and Principal
	RA03/S/RI01 Engage with SFC on regular basis to ensure College requirements are clear and recognised		Chief Executive and Principal
	RA04/S/RI01 Develop investment plans for all areas of the College focusing on IT, curriculum delivery and infrastructure		Chief Executive and Principal
	RA05/S/RI01 Work with BoM and College Committees to strengthen financial approach		Chief Executive and Principal
Target Change in Risk Score	Probability		Impact
	- 1		- 2
Risk Appetite	Averse		
Controls Confidence	Medium		The ability to fully mitigate this risk lies largely out with the control of WCS – the budget allocation for the whole of Scottish Colleges is determined by Scottish Government. WCS must ensure that robust budgeting and planning is in place with clear alignment to the benefits that investment in WCS will bring further and higher education. Requirement to ensure the College activity is shaped to reflect available budget.

RI01 - Strategic Risk Card (cont.)

How would this risk happen?	Budget allocation for WCS not aligned with budgeting to deliver business as usual service delivery and implementation of WCS strategy.	
What would the potential impact/outcome be?	Failure to deliver strategic objectives and meet targets set out in annual business plan, lack of required investment.	
What early warning indicators exist?	Allocation of annual budget to WCS lower than requirements set out. Three year indicative budget allocation from SFC does not allow sufficient funding allocation to WCS for investment - current one year settlement. Requirement to re-plan timing and intent of delivery of strategic objectives due to limited available funding - the impacts of reduced funding with additional overview to short term work necessary to ensure continued presence of College.	
What controls are in place?	Code and Title	Description
	IC14 WCS Strategy approved by Board of Management	WCS Strategy approved by Board of Management which gave approval for the future delivery of Strategy.
	IC17 College Development Committee & Educational Leadership Team scrutiny of strategic delivery	CDC and ELT scrutinising the WCS requirements and benefits realisation through strategic delivery – which justifies investment.
	IC16 Annual budgeting and expenditure review by College Development Committee	Annual budgeting and expenditure review cycle by CDC Committee to ensure statutory requirements of WCS to deliver a service.
	IC01 Audit Committee overview of risk mitigation approach	Audit Committee overview of risk mitigation approach.
	IC24 Decision making to be endorsed by College Development Committee and approved by Board of Management	All decision making to be endorsed by CDC Committee and approved by Board of Management.
What indicators will require the risk to be escalated?	<ul style="list-style-type: none"> • Budget settlement is less than budget requirement. • Highlighting areas of operational pressures to CDC Committee and Board of Management. • Failure to fully deliver Strategic Outcomes – requirement to fully understand what the impact, overviewed by Board and Committee's. 	
What indicators will require the risk to be de-escalated?	<ul style="list-style-type: none"> • No issues reported, risk mitigating actions complete and indicative budgets aligned with requirements. 	

Appendix 3: Risk Appetite Statement

The College's approach is to minimise its exposure to Finance, Political and Governance risks, whilst accepting and encouraging an increased degree of risk in pursuit of its mission and objectives. It recognises that its appetite for risk varies according to the activity undertaken, and that its acceptance of risk is subject always to ensuring that potential benefits and risks are fully understood before developments are authorised, and that sensible measures to mitigate risk are established.

The College's appetite for risk across its activities is provided in the following statements:

(3) Finance

The College aims to maintain its long-term financial viability and its overall financial strength. Whilst targets for financial achievement will be challenging the College has a minimalist appetite for risk that puts in peril the long-term sustainability of the College.

(1) Political

The College aims to make a significant, sustainable, and socially responsible contribution to the West of Scotland and to Scotland through education, knowledge exchange and operational activities. It recognises that this should involve a cautious approach to political risk and is comfortable in accepting this risk subject always to ensuring that potential benefits and risks are fully understood before developments are authorised and that sensible measures to mitigate risk are established.

(10) Governance

The College places great importance on governance, and has no appetite for any breaches in statute, regulation, professional standards, bribery, or fraud. It wishes to maintain accreditations related to courses or standards of operation and has cautious appetite for risk relating to actions that may put accreditations in jeopardy.

The above statements take priority over the statements of areas of risk appetite below.

(2) Competitive Environment

The College wishes to be amongst the leaders in transforming knowledge, ideas, skills and expertise into teaching, innovation, and enterprise, thereby enriching our stakeholders and wider society. It recognises that developing this may involve an increased degree of risk and is comfortable in accepting this risk subject always to ensuring that potential benefits and risks are fully understood before developments are authorised and that sensible measures to mitigate risk are established.

(4) Staffing and HR

The College aims to value, support, develop and use the full potential of our staff to make the College a stimulating and safe place to work. It places importance on a culture of equality and diversity, dignity and respect, collegiality, annual reviews, the development of staff, and the health and safety of staff, students and visitors. It recognises that in fulfilling the potential of the College staff, this may involve an increased degree of risk and is comfortable in accepting this risk subject always to ensuring that potential benefits and risks are fully understood before any deviation from its standards in these areas are authorised and that sensible measures to mitigate risk are established.

(5) Student

The College aims to ensure that we recruit the correct student onto the correct course, retain those students and ensure that they have a productive time at College. It recognises that in order to compete with other institutions that it must accept an increased degree of risk in order to attract and retain those students. It is comfortable in accepting this risk subject to a) limitations imposed by ethical considerations, and b) ensuring that potential benefits and risks are fully understood before developments are authorised and that sensible measures to mitigate risk are established.

(6) Reputational / External

It is regarded as critical that the College preserves its high reputation whilst at the same time it is open to exploring new / innovative external partnerships. The College has an open appetite for risk in the conduct of any of its activities that puts its reputation in jeopardy, could lead to undue adverse publicity, or could lead to loss of confidence by the political establishment and funders of its activities.

(8) Infrastructure (including estate projects, IT, and equipment)

Major change activities are required periodically to develop the College, and to adapt to changes in the regulatory and technological environment and in the nature and conduct of the College's activities. The College expects such changes to be managed according to best practice in project and change management but given the operating environment in which it operates has open appetite for investment in this area where the benefits can be shown to outweigh the costs.

(9) Learning and Teaching

The College wishes to stimulate students to develop a wish to engage in lifelong learning, encourage an independent attitude and an aspiration to achieve success. It recognises that this should involve an increased degree of risk in developing education and the student experience and is comfortable in accepting this risk subject always to ensuring that potential benefits and risks are fully understood before developments are authorised and that sensible measures to mitigate risk are established.

(7) Digital

The College wishes to be at the leading edge in the digital arena and wishes to grow its digital ambitions. It recognises that that this will involve an increased degree of risk in developing digital solutions and is comfortable in accepting this risk subject to a) limitations imposed by financial considerations, and b) ensuring that potential benefits and risks are fully understood before developments are authorised and that sensible measures to mitigate risk are established.

Appendix 4: Equality Impact Assessment

Name of policy/procedure/decision: Risk Management Policy

Provide a brief summary of the aims of the policy/procedure/decision and main activities:

This Policy has been developed to integrate risk management into the culture of the College and to manage risk in accordance with best practice.

Assessed By:

Clare Fraser

Date: 21 December 2020

This stage establishes whether a policy, procedure or decision will have a differential impact from an equality perspective on people who share protected characteristics or whether it is “equality neutral” (i.e. have no effect either positive or negative).

1. Who will benefit from this (students/staff/stakeholders)? Is there likely to be a positive impact on people who share protected characteristics, and if so, how? Or is it clear at this stage that it will be equality “neutral”? i.e. will not have a differential impact on any equality group/s?

This Policy has limited relevance to equality, diversity and inclusion and there is no indication of a differential impact on protected groups.

2. Is there likely to be an adverse impact on people who share protected characteristics? If so, who may be affected and why? Or is it clear at this stage that it will be equality “neutral”?

There is no likelihood of an adverse impact – equality neutral.

3. What action will you take to ensure that you are monitoring the impact of this policy?

In the event of any risks involving equality and diversity, the Director OD & HR and/or the EDI Manager will be involved to ensure that best practice guidelines are followed.



Meeting	Board of Management
Date	24 April 2023
Location	MS Teams
Title of Paper	Conflict of Interest Policy and Procedure
Presented By	Alan Ritchie, Director Finance
Recommendation to Members	For Approval
Appendix Attached	Yes a) Conflict of Interest Policy b) Conflict of Interest Procedure

PURPOSE

This paper brings to the Board of Management a Conflict of Interest Policy and Procedure for its consideration. The College has undertaken a review of its governance documentation as part of its year end preparations. A summary of this work will be presented to the May 2023 Audit Committee for its consideration.

During this work one area where there appears to be a slight weakness in the College arrangements is in relation to one codifying document relating to how the College would deal with any actual or perceived conflicts of interest.

The purpose of this Policy and Procedure is to provide how the Board of Management delivers the Conflict of Interest Policy, and the requirement to identify, manage, record, and learn from instances of such conflicts.

The paper is presented in line with Scotland’s Colleges Code of Good Governance.

The paper is submitted For Approval.

1. BACKGROUND

1.1 The Code of Good Governance makes several references to conflict of interest:

- a) C.6 Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members. Board members should declare any conflicts of interest in the business of the meeting prior to the commencement of each meeting of the board and its committees and withdraw from meetings as appropriate.

The College has clear procedures for addressing this requirement.

- b) D.4 Staff and student board members are full board members and bring essential and unique, skills, knowledge and experience to the board. Staff and student board members must not be excluded from board business unless there is a clear conflict of interest, in common with all board members.
- c) D.5 Where the college is a charity, all board members, as charity trustees, including staff and student board members, have legal duties and responsibilities under the Charities Act 2005. This includes registering any personal interests that could be seen as conflicting with the interests of the body. The 'objective test' for judging if there is a conflict of interest is:

“... whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your decision making in your role as a member of a public body”.

- d) D.16 The board must ensure arrangements are in place to deal with a board secretary's potential or real conflicts of interest.

1.2 The purpose of the Policy and Procedure is to bring into one set of documents the requirements of (b), (c) and (d) above, thereby ensuring that all Board members are fully aware of their roles and responsibilities in relation to any actual or perceived conflicts of interest.

1.3 The documents have been adapted from a best practice guide.

2. FINANCIAL IMPLICATIONS

2.1. There are no financial implications in this report.

3. STUDENT EXPERIENCE

3.1 There are no student experience implications associated with this report.

4. HUMAN RESOURCES IMPLICATIONS

4.1 There are no direct human resources implications associated with this report.

5. LEGAL IMPLICATIONS

5.1 There are legal implications in this report as a failure to fully comply with the Code of Good Governance may result in sanctions against the College.

6. REPUTATIONAL IMPLICATIONS

6.1 There are no direct reputational implications associated with this report.

7. COMMUNITY/PARTNERSHIP IMPACT

7.1 There are no direct community implications associated with this report.

8. ENVIRONMENT IMPLICATIONS

8.1 There are no direct environmental implications associated with this report.

RECOMMENDATION

The Board is asked to consider and approve the Conflict of Interest Policy and Conflict of Interest Procedure.

Policy & Procedure	Conflict of Interest Policy
Policy Area	Finance
Version Number	01
Approving Committee	Audit
Date of Approval	
Date of Equality Impact Assessment	
Date of Review	
Responsible Senior Manager	Director of Finance

History of Amendments

Date	Version/Pages/Sections Affected	Summary of changes
April 2023	1	Master document

Policy Statement

The College is committed to maintaining the highest standards and conducts its business in accordance with best practice in further education corporate governance and with the seven Principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty, and leadership).

Equality Statement

The College is committed to providing equal opportunities to ensure its students, staff, customers, and visitors are treated equally regardless of gender reassignment, race, religion, or belief; disability; age; marriage and civil partnerships; pregnancy and maternity; sexual orientation; sex.

Please note this document is available in other formats, to request another format please email info@wcs.ac.uk

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1. Introduction

1.1 West College Scotland is a registered charity (charity number: SC021185) and as such, all West College Scotland Board of Management members are Charity Trustees, subject to the relevant legislation and regulations as these apply to charitable organisations in Scotland, as well as College policies and procedures. The specific sections of charity law in Scotland dealing with conflict of interest are:

- Charities and Trustee Investment (Scotland) Act 2005 ([Section 66](#))
- The Scottish Charitable Incorporated Organisations Regulations 2011 ([Regulation 2](#))

1.2 This Policy reflects the core College values of Integrity, Honesty, and Transparency.

1.3 This Policy reflects the responsibilities of Board members as outlined in the College [Code of Conduct](#).

2. Purpose and Aims

2.1 This Policy is a requirement under the above regulations, and its purpose and aims are to protect the integrity of the College's decision-making process, to enable stakeholders to have confidence in the College's integrity, and to protect the integrity and reputation of Board members.

2.2 The Policy embodies the Board of Management's commitment to best practice and probity in decision-making.

3. Scope

3.1 This Policy applies to members of the Board of Management, specifically regarding instances in which Board members are involved in making decisions on behalf of the College.

4. Policy Statement

- 4.1 All members of the Board of Management must, in exercising functions in that capacity, act in the interests of the charity (Charities Act 2005 66(1)).
- 4.2 Board members must seek to ensure that the College acts in a manner consistent with its purposes.
- 4.3 Board members must act with care and diligence and put the interests of the College before those of another organisation or person.
- 4.4 Where any other duty prevents the Board member from putting the interests of the College before those of another organisation or person, the member must disclose the conflicting interest, and refrain from participating in any deliberation or decision of the other charity trustees with respect to the matter in question.
- 4.5 All Board members will strive to avoid any conflict of interest between the interests of the College on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

5. Definitions with Examples

(Ref: [oscr.org.uk](https://www.oscr.org.uk))

5.1 A conflict of interest is any situation where there is a potential for a [Charity Trustee](#)'s personal or business interests (or the interests of someone they are connected with) to be different from the interests of the [charity](#). In this situation, it may sometimes be difficult for the charity trustee to make an impartial decision. However, with proper handling charity trustees can overcome these difficulties.

5.2 There are two main types of conflict of interest:

- i. **Appointment conflict.** This is a conflict of interest which can arise between a charity trustee and the person or organisation which appointed them. For example: A charity trustee is appointed by a local school, church or local authority and a decision is required on a matter which affects both the charity and the other organisation.
- ii. **Personal conflict:** When you might not be able to do what is best for the charity because it conflicts with your own personal or business interest in relation to that matter. For example, when a charity (i.e. the College) is considering a contract with a business and one of the charity trustees is also a director of that business or of a competing business. In both cases the [Charity Trustee](#)'s duties require you to act in the interests of the charity.

5.3 The term 'conflict of interest' can cover a range of situations and may also be called a 'conflict of roles' or 'conflict of duty'.

Examples (drawn from those provided by OSCR) wherein:

- A charity trustee could derive financial benefit from a decision the charity has to make.
- A charity trustee is discussing a contract or business arrangement with an organisation linked to the trustee's family.
- A charity trustee is also an employee of a company with which the charity has business links.
- An employee, or potential employee, of the charity is connected to one of the charity trustees.
- A trustee of two or more charities are in competition with each other for the same grant(s) or funding.
- A trustee of a charity that gives out grants and a trustee of another charity is applying for one of these grants.
- A trustee of a charity that is part of a group structure is on the board of the parent charity.
- A trustee of a charity is also a service user or customer.
- A charity trustee is applying for a job in the charity.

6. Responsibilities (of Board Members)

- 6.1 Upon appointment each Board member will make a full written disclosure of interests, such as relationships and posts held, including any that could potentially result in a conflict of interest. This written disclosure will be kept on file, published on the College website, and will be updated annually or as and when appropriate.
- 6.2 During meetings or activities, Board members must disclose any potential conflicts of interest relating to a transaction or decision, where these could be deemed to exist between their own best interests and those of the College. A declaration must also be made, and clarification sought, where the potential conflicts of interest are between the best interests of two organisations that the Board member is associated with.
- 6.3 If a Board member considers that there may be a potential conflict of interest between their own interests and those of the College, or that it could be perceived as such, they must raise the matter with the Chair of the Board or Secretary to the Board.

Policy & Procedure	Conflict of Interest Procedure
Policy Area	Governance
Version Number	01
Approving Committee	Board of Management
Date of Approval	
Date of Equality Impact Assessment	
Date of Review	
Responsible Senior Manager	Director Finance

History of Amendments

Date	Version/Pages/Sections Affected	Summary of changes
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Please note this document is available in other formats, to request another format please email info@wcs.ac.uk

1. Purpose

The purpose of this Procedure is to provide the means by which the Board of Management delivers the Conflict of Interest Policy, and the requirement to identify, manage, record, and learn from instances of such conflicts.

2. Scope

This Procedure applies to members of the Board of Management, specifically regarding instances in which Board members are involved in making decisions on behalf of the College.

3. Responsibility

3.1 Chair of the Board

- Responsible for advising Board members where there may be a conflict of interest.
- Confirming to the Board of Management when a conflict has been identified.
- The Chair will also have responsibility for any final decision on how any conflict of interest is managed.

3.2 Governance Manager

- Responsible for ensuring the correct implementation of the Procedure.
- Providing advice to the Board on possible or perceived conflicts of interest.
- Ensuring that Board members are familiar with both the Conflict of Interest Policy and Procedure.

3.3 Audit Committee

- Responsible for monitoring instances of confirmed conflict.
- Responsible for referring such instances to the Chair of the Board of Management as appropriate.

- Reviewing and approving the Conflict of Interest Policy and Procedure.

3.4 Senior Independent Member (SIM) of the Board

- The Senior Independent Member of the Board will ensure the resolution of any disagreement with regard to an actual or perceived conflict of interest.

4. Procedure

4.1 Conflict of Interest Procedure

The Procedure comprises 4 key steps (Ref. [OSCR.org.uk/charities/guidance](https://oscr.org.uk/charities/guidance)):

1. Identify
2. Manage
3. Record
4. Learn

4.1.1 Identify

- Ensure the Conflict of Interest Policy is regularly reviewed and that Board members fully understand what constitutes a conflict.
- Ensure that the College's Standing Orders indicate how conflicts are managed.
- Ensure the Register of Interests is reviewed annually and kept up to date.
- Include a standard agenda item at each Board or Committee meeting to consider any declarations relating to conflicts of interest.
- Board members should declare a conflict of interest as soon as one becomes evident whether actual, potential, or perceived.
- Board members should raise any perceived or potential conflict of interest with the Chair of the Board.

4.1.2 Manage

- Ensure the Conflict of Interest Procedure is regularly reviewed and that Board members are familiar with it.
- Apply the Conflict of Interest Policy and Procedure whenever there is a potential conflict of interests.
- Decide on whether a Board member with an identified conflict of interest should be involved in any discussions or decisions relating to that conflict of interest. Where authorisation is given for the Board member's continued involvement in the decision-making process, a justification outlining the reasons for this must be provided.
- Ensure that decisions are taken in the College's interests where any conflicts of interest are identified.
- Ensure the Board of Management is still able to carry out its duties and responsibilities if Board members are required to withdraw as a result of a conflict of interest.

4.1.3 Record

- Keep a written record of the situation and any steps taken by the Board of Management, the Chair and/or, the Governance Manager, including:
 - Which Board member the conflict affected.
 - When the conflict was identified and declared.
 - What was discussed and the decision taken.
 - Who withdrew from the decisions and how the remaining Board members decided in the best interests of the College.
 - Maintaining the College's Register of Interests.

4.1.4 Learn

- Document lessons learned from the experience and review the College’s policies and procedures to assess where improvements could be made, seeking professional advice where necessary.
- Where conflicts of interest arise frequently and Board members are required to withdraw from discussions, the Board of Management may need to consider whether the current composition of the Board is suitable for maintaining the effective management of the College.
- Note that the strategic body has the power to remove any Board member who is “unable or unfit to discharge the member’s functions” (Ref. Schedule 2 to the 1992 Act as amended by the Post-16 legislation: Section 5B. Section 24 of the 1992 Act: Mismanagement by Boards).

4.2 **Records**

Record	Record Format	Record Holder	Retention Period
Record of Meetings with Chair, Governance Manager	Electronic file	Governance Manager	8 years (i.e. maximum period of Board member tenure)
Board of Management Committee minutes	Electronic file	Governance Manager	10 years
Board of Management minutes	Electronic file	Governance Manager	10 years

5. References

Document Type	Document Name
Policy	Conflict of Interest Policy
External Document/ Website	OSCR Conflict of Interest Guidance: https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/conflict-of-interest/

**WEST COLLEGE SCOTLAND
BOARD OF MANAGEMENT**

Under the terms of the Further and Higher Education (Scotland) Act 1992, as amended by the Post-16 Education (Scotland) Act 2013, the membership of the Board of Management shall consist of no fewer than 15 nor more than 18 members. The current membership is:

Chair

Dr Waiyin Hatton

Vice Chair (Non-Executive Member)

Linda Johnston

Principal

Elizabeth Connolly

Teaching staff – 1 elected

George Rice

Non-Teaching staff – 1 elected

Douglas Bayley

Students Association – 2 elected

Abbie McGrath

Sandor Nagy

Non-Executive Members

Graeme Bold

Gordon Hunt

John Leburn

Ronald Leitch

Grant Lyall

Fiona McKerrell

Jane McKie

Daniel McMahon

Jackie Russell

Dr Jillian Couto-Phoenix

Vacancy

In Attendance

Stephanie Gunn, Vice-Principal Educational Leadership

Amy McDonald, Vice-Principal Operations

Vacancy, Secretary to the Board

BOARD OF MANAGEMENT - SCHEDULE OF BUSINESS

WHAT	WHEN				
	Meeting – 10/10/22 Papers dist – 3/10/22	Meeting – 12/12/22 Papers dist – 5/12/22	Meeting – 27/2/23 Papers dist – 20/2/23	Meeting – 24/4/23 Papers dist – 17/4/23	Meeting – 19/6/23 Papers dist – 12/6/23
Standing Items					
Chair’s Report	✓	✓	✓	✓	✓
Chief Executive’s Report	✓	✓	✓	✓	✓
Student Association Report	✓	✓	✓	✓	✓
Board Of Management:					
• Membership	✓				✓
• Dates of Meetings	✓				✓
• Proposed Schedule of Business	✓				✓
• Appointment matters (<i>as required</i>)	✓ BM recruitment outcome				
• Articles of Association	✓				
• Standing Orders	✓				
• Scheme of Delegation	✓				
• SA Constitution	✓				
• Members’ appraisal review outcome	✓ covered in Chair’s report				
• Chair’s appraisal review outcome					✓
• Dates of Proposed Board Meetings for following session				✓	
• <i>External</i> Board Effectiveness Review (to be carried out every 3-5 years – last done and submitted to February 2020 Board meeting).			✓*		✓

BOARD OF MANAGEMENT - SCHEDULE OF BUSINESS

WHAT	WHEN				
	Meeting – 10/10/22 Papers dist – 3/10/22	Meeting – 12/12/22 Papers dist – 5/12/22	Meeting – 27/2/23 Papers dist – 20/2/23	Meeting – 24/4/23 Papers dist – 17/4/23	Meeting – 19/6/23 Papers dist – 12/6/23
• <i>Internal Board Annual Effectiveness Review</i>			✓ *not required if doing an <i>external</i>		✓
• Annual Board Development Plan					✓
• Mid-year Review of Board Development Action Plan			✓		
• Other Matters (<i>as required</i>)					
Report on Delegated Action Taken since last meeting (<i>if any</i>)					
Strategy / Policy Approvals					
a) <u>Approval of Policies (<i>as required</i>)</u>					
• Financial Regulations	✓				
b) <u>Approval of Strategies (<i>as required</i>)</u>					
• Estates Strategy					✓
• Sustainability Strategy	✓				
c) <u>Approval of Contracts (<i>as required</i>)</u>					
Main Items of Business					
PEOPLE RELATED MATTERS					
• Staff Survey Results	✓				
• Review of Modern Slavery Statement				✓	

BOARD OF MANAGEMENT - SCHEDULE OF BUSINESS

WHAT	WHEN				
	Meeting – 10/10/22 Papers dist – 3/10/22	Meeting – 12/12/22 Papers dist – 5/12/22	Meeting – 27/2/23 Papers dist – 20/2/23	Meeting – 24/4/23 Papers dist – 17/4/23	Meeting – 19/6/23 Papers dist – 12/6/23
• HR Annual Report		✓			
• Update on Staff and Student Health and Wellbeing Strategy				✓	
LEARNING AND TEACHING MATTERS					
• Regional Outcome Agreement Review Report		✓			
• Regional Outcome Agreement			✓		
• Committee Reports on Progress against Regional Outcome Agreement					✓
FINANCIAL MATTERS					
• Financial Statements		✓			
• Annual Report from External Auditor		✓			
• Annual Report from Audit Committee		✓			
• Annual Report from Internal Auditor		✓			
• Management Accounts		✓ Oct 2022		✓ Jan 2023	✓ Apr 2023
• Budget and Financial Forecast (including budget for Students Association)					✓
PERFORMANCE AND RISK MANAGEMENT					
• Key Performance Indicators				✓	

BOARD OF MANAGEMENT - SCHEDULE OF BUSINESS

WHAT	WHEN				
	Meeting – 10/10/22 Papers dist – 3/10/22	Meeting – 12/12/22 Papers dist – 5/12/22	Meeting – 27/2/23 Papers dist – 20/2/23	Meeting – 24/4/23 Papers dist – 17/4/23	Meeting – 19/6/23 Papers dist – 12/6/23
• Risk Management Strategy					✓
• Strategic Risk Register	✓	✓	✓	✓	✓
Committee Reports					
Audit	21 Sept minute		25 Jan minute	29 March minute	24 May minute
CDC	13 6 Sept minute	22 Nov minute		7 March minute	30 May minute
Joint Audit - CDC		22 Nov minute			
LTQC		26 Oct minute	30 Nov minute	15 Feb minute	31 May minute
Nominations					May minute - TBC
RemCo	20 Sept minute		7 Feb minute		

Dates of Meetings in 2022-23

Committee	September 2022	October 2022	November 2022	December 2022	January 2023	February 2023	March 2023	April 2023	May 2023	June 2023
BOARD (at least 4) Mondays at 4.00 p.m.		10		12		27		24		19
Audit (at least 4) Wednesdays at 4.00 p.m.	21				25		29		24	
Joint Audit & CDC			22(4pm)							
CDC (at least 4) Tuesdays at 4.00 p.m.	13 6		22 (2pm)				7		30	
LTQC (at least 4) Wednesdays at 4.00 p.m.		26	30			15			31	
Remuneration (twice per year) Tuesdays at 4.00 p.m.	20					7				
Nominations (at least annually)									TBC	

NOTES

- The venue for the Board and some Committee meetings may alternate between being virtual via Teams and different campuses.
- No formal business meetings are held in July or August.