

Action List for Code of Good Governance

There are 6 sections in this document that detail the actions suggested by Jason Thurlbeck, former UHI Head of Internal Audit. The actions in italics are actions that are implied by Jason's suggestions. After the initial table, there are 6 sections, one for each team or role, that detail their required actions for completion. Some actions are repeated, because they apply to more than one clause of the Code.

The deadlines for each action range between September 2023 and the end of the 2023-2024 academic year. The numbers in bold in the table below, indicate that actions require either collaboration between multiple parties, or that there is more than one action to complete in order to meet the compliance requirements for that clause of the Code.

The purpose of this document is to allow each individual or group to have a clear snapshot of the actions required of them, and when the deadline for each action is.

This document is an updated version of the one presented to Audit Committee in November 2023, and March 2024.

Code Section	Under the numbered clause, actions are to be completed by					
	HR+ OD Lead	VPO	SMT	Chair/ Vice Chair	Directors	Board Secretary
Section A: Leadership and Strategy	-	-	-	1	-	1
Section B: Quality of the Student Experience	-	-	-	-	-	-
Section C: Accountability		-	3, 11, 22, 23	24	6, 19	6, 7, 12, 13, 18, 19, 20, 24
Section D: Effectiveness	-	-		5, 9, 23, 25	2, 20, 21	2, 5, 9, 16, 19, 20, 21, 23, 25
Total	-	-	4	6	5	18

1. HR + OD Lead Actions

Code Principle	Actions	Deadline/Status
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2. Vice-Principal Operations Actions

Code Principle	Actions	Deadline
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3. Senior Management Team Actions

Code Principle		Actions	Status
C3	The board must ensure it fulfils its statutory duties and other obligations on it, and that the terms and conditions of its grant are being met.	Principal and SMT to continue develop with UHI the financial recovery plan and to assist Board monitoring of financial institutional sustainability as an immediate priority.	Financial recovery remains ongoing
C11	The board of a college or a regional body is responsible for the overall management of risk and opportunity. It must set the risk appetite of the body and ensure there is an appropriate balance between risk and opportunity and that this is communicated via the principal to the body's management team.	Principal and SMT to develop a session on Risk Appetite for a Board of Management Workshop in the 2023-2024 academic year. A further round of Board training is being sourced and linked to a workshop on risk appetite, will be carried out,	To be scheduled
C22	The board is responsible for ensuring the financial and institutional sustainability of the body. The board must ensure compliance with its Financial Memorandum (either with SFC or the regional strategic body, depending on which is funding it), including in relation to incorporated colleges and regional boards, relevant aspects of the Scottish Public Finance Manual.	Principal and SMT to continue develop with UHI the financial recovery plan and to assist Board monitoring of financial and institutional sustainability as immediate priority.	Financial recovery remains ongoing
C23	The board must ensure that: <ul style="list-style-type: none"> • funds are used as economically, efficiently and effectively as possible • effective monitoring arrangements are in place college staff report relevant financial Board Secretary to it. 	Principal and SMT to develop as part of finance manual review a value for money policy / strategy	Financial recovery remains ongoing

4. Chair's and Vice-Chair's Actions

Code Principle		Actions	Status
A1	Every college and regional strategic body must be governed by an effective board that is collectively responsible for setting, demonstrating and upholding the values and ethos of the organisation.	Chair / Board Secretary to ensure completion of internal effectiveness reviews. Chair / Vice Chair to complete annual development reviews of Board members. Board Secretary to ensure record kept.	Internal Effectiveness Review process to be restarted in early 2025. Process to be restarted with a new Chair.
C24	For colleges that are charitable organisations, board members are also charity trustees. The board of a college that is a charity must ensure its members are aware of their responsibilities under charity legislation and for complying with relevant provisions as set out by the Office of the Scottish Charity Regulator. See OSCR Guidance and Good Practice for Charity Trustees .	Chair/ Board Secretary to complete review of induction process for Board development (role of charity trustees)	To be reviewed.
D5	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: <i>"... 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"</i> .	<i>Board Members to ensure that they complete a register of interests form.</i>	<i>To be rolled out to new members</i>
D9	The college board must ensure a clear process is in place to set and agree personal performance measures for the principal. This process should seek the views of students and staff. The chair, on behalf of the board, should monitor, review and record the principal's performance, at least annually, against the agreed performance measures.	Chair to implement new process to assess performance of the Principal for 2023/24.	<i>Currently awaiting scheduling by the Chair</i>
D23	The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years. The board must send its selfevaluation (including an externally facilitated evaluation) and board development plan (including progress on previous year's plan) to its funding body and publish them online.	Chair / Board Secretary to review outcomes for 2022/23 effectiveness review Q1 Board meeting 2023/24. Chair / Board Secretary to initiate the annual effectiveness review process for 2023/24	Internal Effectiveness Review process to be restarted in early 2025.

	<i>[2022 Code - The board must keep its effectiveness under annual review and have in place a robust selfevaluation process. There should</i>		
D25	The board must ensure all board members are subject to appraisal of their performance, conducted at least annually, normally by the chair of the board.	Board Secretary to seek confirmation from the Chair and Vice Chair that all board members were subject to annual appraisal of their performance	Process to be restarted with a new Chair.

5. Directors' Actions

Code Principle	Actions	Status
<p>C6 Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members should declare any specific 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.</p> <p><i>[2022 Code - Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members. Board members have a personal responsibility to ensure any changes to their register of interests are notified timeously to the governance professional and to declare any specific 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. See section D.6 for the 'objective test' for judging if there is a conflict of interest].</i></p>	<p>Board Secretary develop a register of interest consistent with Shetland UHI Code of Conduct <i>to which members shall complete</i></p>	<p><i>To be rolled out to new members</i></p>
<p>C19 It is essential that members of the Remuneration Committee understand their role and responsibilities. Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.</p>	<p>Board Secretary confirms training completion certificates received from two members.</p> <p>Board Secretary to provide evidence of all independent members of Human Resources and Remuneration Committee completing training.</p>	<p>CDN now leading on this with Members directly. Awaiting news of training completion.</p>
<p>D2 The board and its committees must have the appropriate balance of skills, experience, independence and knowledge of the body to enable them to discharge their respective duties and responsibilities effectively.</p>	<p>Board Secretary to provide evidence of current skills audit information. <i>Board members are to complete.</i></p>	<p>To be reviewed.</p>
<p>D20 The board must ensure all board members undertake appropriate training and development in respect of their governance role. The board secretary should support the chair in the provision of relevant training and development opportunities for board members, which should be tailored to meet board members skills and needs. The board secretary must keep records of the development activity of board members, including the chair.</p>	<p>Board Secretary to provide records of Board member development activity and training.</p> <p><i>Board members to undertake required training</i></p>	<p>CDN now leading on this with Members directly. Awaiting news of training completion.</p>

	[2022 Code - Board Secretary referenced as Governance Professional]		
D21	The board must ensure that new committee members receive a committee induction and have their specific training needs assessed and met.	Board Secretary to provide records of Board member committee development activity and training <i>Board members required to undertake committee development activity</i>	CDN now leading on this with Members directly. Awaiting news of training completion.

6. Board Secretarial Actions

Code Principle		Actions	Deadline
A1	Every college and regional strategic body must be governed by an effective board that is collectively responsible for setting, demonstrating and upholding the values and ethos of the organisation.	Chair / Board Secretary to ensure completion of internal effectiveness reviews Chair / Vice Chair to complete annual development reviews of Board members. Board Secretary to ensure record kept.	Internal Effectiveness Review process to be restarted in early 2025. Process to be restarted with a new Chair.
C6	Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members should declare any specific 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. <i>[2022 Code - Incorporated colleges and regional boards must maintain and publicly disclose a current register of interests for all board members. Board members have a personal responsibility to ensure any changes to their register of interests are notified timeously to the governance professional and to declare any specific 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. See section D.6 for the 'objective test' for judging if there is a conflict of interest].</i>	Board Secretary develop a register of interest consistent with Shetland UHI Code of Conduct	<i>To be rolled out to new members</i>
C7	The board must ensure that its decision-making processes are transparent, properly informed, rigorous and timely, and that appropriate and effective systems of financial and operational control, quality, management of staff, risk assessment and	Board Secretary to develop a formalised records management policy and document retention schedule to be implemented	<i>To be followed-up upon.</i>

	<p>management are established, monitored, continuously improved and appropriately impact assessed. This includes:</p> <p>the prompt production, dissemination and online publication of board/committee agendas, minutes and papers to the public</p> <p>every board meeting and every committee meeting having a wellstructured agenda circulated timeously in advance</p> <p>the retention of all key documentation which help justify the decisions made by the board and its committees.</p> <p><i>[2022 Code - d) setting quorum for board and committee meetings in line with good practice and preferably at 50% or higher are non-executive members. A board should satisfy itself that adequate arrangements are in place to ensure that decisions it has delegated to a committee are taken with a non-executive majority. When determining a quorum, the chair of the board may be considered to be a nonexecutive member. (see Annex 1 for the definition of non-executive)].</i></p>		
C12	<p>The board must ensure that sound risk management and internal control systems are in place and maintained. It must ensure there is a formal ongoing process for identifying, reporting, evaluating and managing the body's significant risks and review the effectiveness of risk management, business continuity planning and internal control systems.</p>	<p>Board Secretary to ensure provision of</p> <ul style="list-style-type: none"> • Annual Internal Audit Report • Annual Audit Committee Report 	<p>2022-2023 processes completed at the end of 2023-2024. 2023-2024 processes expected to be completed by December 2024/</p>
C13	<p>The Audit Committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the body's governance, risk</p>	<p>Board Secretary to ensure provision of</p> <ul style="list-style-type: none"> • Annual Internal Audit Report • Annual Audit Committee Report 	<p>2022-2023 processes completed at the end of 2023-2024. 2023-2024 processes expected to be completed by December 2024/</p>

	<p>management and internal control framework.</p> <p><i>[2022 Code - The Audit Committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the body's governance, risk management and internal control framework. The Scottish Government Audit and Assurance Committee Handbook promotes the development of an assurance framework to aid the Committee in fulfilling this role. See Audit and Assurance Committee Handbook</i></p> <p><i><u>Audit and Assurance committee handbook - gov.scot (www.gov.scot)</u></i></p>		
C18	<p>At least one member of the Audit Committee should have recent relevant financial or audit experience.</p>	<p>Board Secretary to provide information on skills of current Audit Committee memberships</p>	<p><i>To be followed-up upon.</i></p>
C19	<p>It is essential that members of the Remuneration Committee understand their role and responsibilities. Members must undertake the online training module for Remuneration Committees provided by College Development Network within one month of appointment.</p>	<p>Board Secretary confirms training completion certificates received from two members.</p> <p>Board Secretary to provide evidence of all independent members of Human Resources and Remuneration Committee completing training</p>	<p>CDN now leading on this with Members directly.</p> <p>Awaiting news of training completion..</p>
C20	<p>The board must have a formal procedure in place for setting the remuneration of the principal by a designated committee of nonexecutive members. The board may wish to supplement this by taking evidence from a range of sources. In particular, staff and students should have a role in gathering and submitting evidence in relation to the college principal to the relevant committee.</p>	<p>Board Secretary confirmed that the process had been determined and was to be implemented for 2023/24.</p>	<p><i>Currently awaiting scheduling by the Chair</i></p>

C24	For colleges that are charitable organisations, board members are also charity trustees. The board of a college that is a charity must ensure its members are aware of their responsibilities under charity legislation and for complying with relevant provisions as set out by the Office of the Scottish Charity Regulator. See OSCR Guidance and Good Practice for Charity Trustees .	Chair/ Board Secretary to complete review of induction process for Board development (role of charity trustees) Board Secretary to ensure training records are kept	<i>To be followed-up upon</i>
D2	The board and its committees must have the appropriate balance of skills, experience, independence and knowledge of the body to enable them to discharge their respective duties and responsibilities effectively.	Board Secretary to provide evidence of current skills audit information	<i>To be followed-up upon</i>
D5	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”.	Board Secretary to develop a Board Register of Interests including staff and student members	<i>To be rolled out to new members</i>
D9	The college board must ensure a clear process is in place to set and agree personal performance measures for the principal. This process should seek the views of students and staff. The chair, on behalf of the board, should monitor, review and record the principal's performance, at least annually, against the agreed performance measures.	Board Secretary to provide minute of the Human Resources & Remuneration Committee 14 September 2022 approving the Updated Principal Appraisal Process. Chair to implement new process to assess performance of the Principal for 2023/24.	<i>Currently awaiting scheduling by the Chair</i>

D16	The board must ensure arrangements are in place to deal with a board secretary's potential or real conflicts of interest. [2022 Code - Board Secretary referenced as Governance Professional]	Board Secretary to provide information on conflicts of interest process	30 September 2023.
D19	The chair must ensure that new board members receive a formal induction on joining the board, tailored in accordance with their individual and collective needs. The board secretary should support the chair in the provision of relevant induction for new board members.	Board Secretary to develop updated Chair role description Board Secretary to provide evidence of board members formal induction on joining the board, tailored in accordance with their individual and collective needs by	Complete To be updated upon
D20	The board must ensure all board members undertake appropriate training and development in respect of their governance role. The board secretary should support the chair in the provision of relevant training and development opportunities for board members, which should be tailored to meet board members skills and needs. The board secretary must keep records of the development activity of board members, including the chair. [2022 Code - Board Secretary referenced as Governance Professional]	Board Secretary to provide records of Board member development activity and training	CDN now leading on this with Members directly. Awaiting news of training completion..
D21	The board must ensure that new committee members receive a committee induction and have their specific training needs assessed and met.	Board Secretary to provide records of Board member committee development activity and training	CDN now leading on this with Members directly. Awaiting news of training completion..
D23	The board must keep its effectiveness under annual review and have in place a robust self-evaluation process. There should also be an externally facilitated evaluation of its effectiveness at least every three years. The board must send its self evaluation (including an externally facilitated	Chair / Board Secretary to review outcomes for 2022/23 effectiveness review Chair / Board Secretary to initiate the annual effectiveness review process for 2023/24 by	Internal Effectiveness Review process to be restarted in early 2025.

	<p>evaluation) and board development plan (including progress on previous year's plan) to its funding body and publish them online.</p> <p><i>[2022 Code - The board must keep its effectiveness under annual review and have in place a robust self evaluation process. There should also be an externally facilitated evaluation of its effectiveness every three to five years. The board should determine the timing for this externally facilitated review as part of the annual effectiveness review. The board must send its self-evaluation (including an externally facilitated evaluation) and board development plan (including progress on previous year's plan) to its funding body and publish them online].</i></p>		
D25	<p>The board must ensure all board members are subject to appraisal of their performance, conducted at least annually, normally by the chair of the board.</p>	<p>Board Secretary to seek confirmation from the Chair and Vice Chair that all board members were subject to annual appraisal of their performance by Board Secretary Confirms:</p> <ul style="list-style-type: none"> - Conversations with Chair and Vice-Chair are ongoing. 	<p>Process to be restarted with a new Chair.</p>