



Edinburgh College Governance Effectiveness Review 2023-2024

Report of the externally-facilitated review of governance

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1. Introduction

1.1 Background and scope

Edinburgh College commissioned Advance HE to conduct an externally-facilitated review of their governance, as required by the Code of Good Governance for Scotland's Colleges¹ (the Code). The Board of Management specified four core areas for the review:

- + Strategy and Planning
- + Capability and Culture
- + Process and Structures
- + Measurement.

The approach drew on the Advance HE framework for identifying and supporting governing body effectiveness reviews, which identifies three key factors: enablers, working relationships and outcomes². A Steering Group of selected Board members has supported the review process.

The review used a mixed-modes methodology, including a benchmarked online survey, which is cited in the report. Details of the methodology, including benchmark cohort, are included in Appendix One of the report. The review was initiated in October 2023 and concluded with a report to the Board of Management in March 2024.

1.2 College context

Edinburgh College is one of the largest providers of tertiary education and training in the college sector in Scotland. Formed from the merger of three Colleges in 2012, Edinburgh College has four campuses across the city that offer a broad range of subjects and courses from professional training to degree-level qualifications. The College is regulated by the Scottish Funding Council (SFC); it receives core funding from the SFC and must provide an Outcome Agreement setting out what will be delivered from the funding.

The Edinburgh College Board of Management is responsible for the planning and delivery of learning, and for value for money³, across the City of Edinburgh, Midlothian and East Lothian regions. The membership of the Board includes the Chair (appointed by the Scottish Government), the Principal & Chief Executive, 12 Non-Executive Members, two elected staff members and two nominated student members. From 31 January 2024, in line with new legislation, two nominated trade union members were invited to join the Board.

¹ <https://www.sfc.ac.uk/governance/institutional-sustainability-governance/institutional-governance/college-governance/college-governance.aspx>

² <https://www.advance-he.ac.uk/consultancy-and-enhancement/governance/scottish-colleges-governance-effectiveness-reviews#approach>

³ <https://www.gov.scot/policies/colleges/governance/>

The previous externally-facilitated review of governance at Edinburgh College was carried out in 2019. The 2019 report notes the review took place during a period of change for the Board of Management, and the Covid pandemic and response from early 2020 had an immediate impact on the implementation of actions arising from the recommendations. As noted in this report, a significant number of developments were implemented following the last review.

A new Strategic Plan for Edinburgh College was launched towards the end of 2022, focusing on the pillars of People, Place and Performance. A new Chair of the Board was appointed in July 2022 (following a longer than anticipated interim appointment due to the pandemic) and a number of new members joined the Board of Management in 2023.

2. Executive Summary

Edinburgh College has well-developed governance frameworks and practices, enhanced by the strengths and skills on the Board, to ensure governance is effective. We observed positive ways of working and heard openness and commitment to continuous improvement. There is a strong focus on delivering for students that runs through governance. The Board gives attention to its performance, reviewing and following up actions.

The Strategic Plan and Pillar Strategies are in place, although publication was delayed due to a review of College provision. It is important that these strategies and plans are embedded, to support clarity of focus for the Board, and associated KPIs and measures are finalised, to support Board oversight of performance.

Induction and Development for Board members was an area identified for improvement. We make some broad recommendations to build on current practice, aligned with the Code of Good Governance for Scotland's Colleges (the Code) and College Development Network (CDN) training, setting clear expectations.

Although the governance structures and processes have been effective, we were invited to bring attention to the committee structure and we make some recommendations and suggestions to support resilience and agility.

Edinburgh College is actively committed to EDI broadly, and in governance practice. The Diversity Profile of the Board shows a range of characteristics, meeting its commitment to the Scottish Government's *50/50 by 2020 Initiative*. We recommend a broader focus on inclusivity and provide good practice insights to support the development of the Board.

Overall, we found Edinburgh College compliant with the Code of Good Governance for Scotland's Colleges and regulatory requirements, and evidence of good governance practices, noting there are some areas for attention. We make 13 recommendations and 11 suggestions in this report. This may appear to be a large number; however, some are small points. Recommendations are key findings and merit the direct attention of the Board of Management and the Executive; suggestions are offered as enhancements to current practice, for consideration, or address more routine aspects of governance and are for the attention of the Chair of the Board, the Board Secretary and/or relevant Committee. We have grouped the recommendations and suggestions in Section 4, so that they can be brought together in the College Action Plan.

The review has benefitted from the engagement and openness of all involved, and we have been well supported by the Board Secretary in carrying out the review.

3. Main Findings and Recommendations

3.1 Strengths and Developments

Edinburgh College governance is generally effective and there is evident focus and attention to good practice. We found a number of strengths and clear commitment from the Chair and Board members to improve and develop.

The survey of members and attendees at the Board of Management asked: *The governing body demonstrates a commitment to continuously improving its effectiveness*, which elicited 100% positive responses. Members of the Board cited examples of structured and ‘in the moment’ attention to performance, including the Chair inviting feedback at meetings and as issues arise.

The Chair of the Board brings an exceptional background, experience and skills to the role. We found evidence of the ‘*culture of openness and debate*’⁴ in our observations and as reported by members of the Board, and we saw a board dynamic of constructive challenge and support ‘around the table’. For example, in a wide discussion of supporting students with specific needs relating to physical access, a range of perspectives were shared, which drew out a more proactive mindset from the Board.

From the survey:

- + The Chair actively establishes, promotes and sustains a governance culture that supports effective stewardship of the organisation (100% agree, 9% above benchmark)
- + Governing body meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making (100%, 8% above benchmark)

Edinburgh College Board benefits from the range and depth of experience, skills and knowledge of the members. Self-assessment against the Skills Matrix shows good coverage of the skills and knowledge identified by the College Development Network⁵ to maintain a balanced Board, noting feedback from interviews:

‘A good mix of board members with different backgrounds is very useful and beneficial... but, the Board needs to understand education.’

‘[need to be] thinking about the College not as a business but as a service provider.’

While professional knowledge and experience are clearly fundamental to Board effectiveness, there is space for more ‘lived experience’, which could include more direct knowledge of the college experience. Some areas to consider could be, former students,

⁴ Code of Good Governance for Scotland’s Colleges D1

⁵ <https://www.collegedevelopmentnetwork.ac.uk/wp-content/uploads/2016/01/Guidance-Notes-for-Boards-in-the-College-Sector.pdf>

members of Student Associations in colleges in Scotland/Students' Union Presidents from Scottish Universities, or delivery partners.

We suggest

S1. The Nominations Committee may wish to bespoke the standard matrix to include more 'lived experience', which adds to the work-based skills identified and supports a range of perspectives on the Board (see section 3.5).

There is an identified Senior Independent Member (SIM) - the Vice Chair of the Board – who brings the skills and experience needed to perform this role. Practice varies across colleges and universities, with some aligning the SIM or senior independent governor (SIG) role with the Vice/Deputy Chair and others separating this role and appointing from within the independent members; for example, the Chair of Audit and Risk. [The Higher Education Code of Governance](#) (institutions in England and Wales) states, '*the governing body also needs to consider the benefits of appointing a Senior Independent Governor or equivalent role*' (5.8) and goes on to differentiate this from the role of Deputy Chair; however, in practice many institutions combine these roles. The governance code for Higher Education institutions in Scotland and the charter for Welsh institutions do not specify a role.

The arrangements at Edinburgh College Board of Management are, therefore, consistent with practice in other institutions. We suggest there are two key tests for the Board in considering the combined role:

- Do the arrangements maintain the independence of the SIM, support effectiveness of governance and provide assurance for stakeholders, in particular for the performance of the Board Chair?
- Does the senior independent member have the skills and experience necessary to perform this role effectively, with the trust and confidence of the Board?

On the latter point, we noted above the strong background, experience and skills the current SIM brings to the role.

Edinburgh College is led by a Principal and Chief Executive who brings depth and breadth of experience within the colleges sector in Scotland, including as a past member of the SFC Board and other sector bodies. The College and Board of Governors benefit from the knowledge, insights and positive and proactive mindset the Principal and the Executive bring to the leadership team and governance of the institution.

The Board Secretary is highly-experienced and skilled in the role. We found evidence of comprehensive governance processes and practices, supporting governance effectiveness for the College and members. Members of the Board noted the Board Secretary provides support and advice to individuals, committees and the Board; he is well-regarded and valued by all. We noted the Board Secretary is a single point of dependency for the Board and the College, and we **suggest** some attention to resilience may be required.

All actions arising from the 2019 externally-facilitated Governance Effectiveness Review and subsequent College evaluation processes have been completed/addressed, with three exceptions, relating to embedding the new Strategic Plan and KPIs (see below).

- To ensure progress against new strategic framework, the Board should conduct an annual review.
- Develop an external engagement plan for board members, aligned with new strategic plan and KPIs
- Induction and development activities to be aligned to the new strategic plan.

The review of board induction and development materials remains outstanding from the 2022/23 Board Development Plan; however, it was agreed by the Board of Management that any outstanding actions should be captured in the new development plan arising from this report.

3.2 Strategy and Stewardship

The Edinburgh College Strategic Plan *Our Strategy Our Future* is a positive and confident positioning of the College and its ambitions. Developed in 2022, the document was published in May 2023. Goals and success indicators are identified for each of the Strategic Themes: People, Place and Performance, underpinned by five strategic pillars.

The, quite lengthy, Pillar Strategies, were approved by the Board of Management in September 2023. Each document identifies a number of Key Performance Indicators (KPIs), the range and specificity of which varies; some are qualitative targets, others activity measures. A KPI dashboard is available to members of the Board via the Board Portal, updated regularly.

We recommend:

R1. An explicit link drawing through the Pillar Strategy KPIs to the success identifiers in the Strategic Plan.

Effective strategic development and performance measurement scores well in the survey.

The governing body:

- + has agreed performance measures incorporating leading and lagging indicators against which it receives assurance of institutional performance against the strategic plan (89% agree - 9% above benchmark)
- + Monitors institutional performance, including through the use of agreed KPIs, which are stretching and attainable (95% agree)

although

- + Regularly reviews comparative performance with relevant peer institutions through processes such as benchmarking (68% agree, but more than a quarter of respondents neither agree/disagree or 'don't know')

The comments in free text include:

'This is work in progress.' *'Interesting to see how this pans out in future board papers.'*

'Too many indicators the value of which are unclear strategically.'

The KPIs had just been presented to the Board for approval when this review commenced and the rhythm of reporting and monitoring is not yet established; once embedded, this will support the proper oversight of performance by the Board. Given the feedback during this review, we suggest there is an opportunity to bring more strategic focus to KPIs and how these inform the discussions and decisions at committees and Board.

We recommend:

R2. Consideration of a smaller number of core KPIs for review by the Board of Management, including leading and lagging indicators.

R3. A selection of KPIs are reported and reviewed at each meeting of the Board of Management, and all KPIs reported and reviewed in each year.

The survey sections include *Future Governance*:

- + The governing body is well equipped to support the organisation's long-term strategic plans (84% agree - 5% below benchmark)
- + The governing body is well informed about likely changes in the external environment and any major implications for governance that may result (95% agree)

Comments are generally positive, although nuanced, citing the strengths of the Board membership, including both the Chair and the Principal, and governance practices:

'I feel that the challenges we are facing are so vast that it is hard to say we are "well equipped." That said, we have an experienced and committed board who offer good insights and so we are definitely not badly placed.'

'the strategy and strategic landscape often feels very inward looking ... it is often difficult to understand 'why' some strategic options have been chosen - as opposed to a different option - and that is challenging for the Board.'

Through the review we found the delayed publication of the strategy and pillar strategies together with new members (including, non-executives, students and staff), combined with the challenging employee relations and funding environment, mean the Board is still developing a collective understanding of Edinburgh College *Our Future*. In particular, we found a range of perceptions of priorities and drivers, running in parallel rather than a coherent and shared future focus.

'I feel the strategic decision making process is too often underpinned by opinions and experience and not driven by data ...'

We suggest:

S2. A strategy session is dedicated to the development of core indicators and milestones, for reporting through governance structures to the Board of Management.

Board members note a lot of information is available to them and requests for more are fulfilled; many identified the volume of information for meetings is significant and it can be difficult to separate what is important and key from more contextual data and insights. We suggest a refresh to focus on core and timely information the Board needs – specific rather than volume – and clearly aligned with purpose and outcomes. This requires a push from the Executive as well as pull from the Board members. Members of the Executive are alive to this challenge and mindful of the requirements and commitments of Board members. As the College moves forward with its strategic ambitions in a challenging environment, it will need the right balance and agility of insights, with risks and opportunities, adding to regular reports through committees and the Board of Management.

In parallel, we noted Board members requesting information for assurance, generally seeking more volume and levels of detail, which was also highlighted by members of the Executive. We also observed a clear focus on student experience and outcomes in these data requests. Members of the Board should be able to gain assurance through strategy KPIs and oversight of the effectiveness of policies, systems and activities. This will be strengthened through the recommendations above. (See also Section 3.4)

It may be there is also a need to address knowledge or other gaps through induction and ongoing development of members.

The strategic planning, oversight of performance and reporting underpin the Board's role in effective stewardship; evidenced in accountability and assurance to its stakeholders. We found a mixed picture of stakeholder engagement at Edinburgh College; differences in perspectives about roles and responsibilities, how these are enacted and to which bodies.

- + The governing body understands the institution's key stakeholders and what is material to each stakeholder group in the context of its strategy (89% agree – 1% below benchmark)
- + The governing body communicates transparently and effectively with its stakeholders (84% agree, 11% disagree/don't know)
- + The governing body ensures that external and internal stakeholders have a high degree of confidence in the organisation (84% agree, 16% neither or disagree)

It is clear from our findings that the members of the Board have questions and thoughts on this area. The comments below are from survey free text, and resonate with the interview feedback:

'Board need to be involved with stakeholders more'

'I often think the Board could find better ways to be more 'visible' to the various college stakeholders'

'I have no understanding that the Board ensures a high level of confidence that each stakeholder has in the organisation.'

The lack of clear definition of stakeholders was raised as a challenge and we found there is no consistent understanding across Board members. In making this observation, we acknowledge the situation, size, scope and context for Edinburgh College mean there are a large number of stakeholders, and with a diverse range of interests in the work of the College. The Corporate Development Committee (CDC) is broadly external facing, including developing and advising on reputation and relationships. We understand the Board and Executive are giving some attention to the Board's collective and individual engagements with key stakeholders, building on the stronger current roles of both the Chair and the Principal, which should complement the work of the CDC.

We suggest:

S3. The role of the Board of Management in stakeholder engagement (and assurance) is discussed and defined, initially through consideration at the Corporate Development Committee.

3.3 Induction and Development

There are processes in place to induct members of the Board of Management. Information and resources are provided for new members, including a short Board Induction Handbook, CDN guidance and additional information about the regulatory framework for the College. Board induction slides are comprehensive, cover responsibilities, accountability, development, conduct and sources of guidance/advice. Induction sessions are delivered 1:1 with the Board Secretary and supported by other members of the Senior Management Team (SMT), with a shadowing opportunity offered to members by the students' association officers.

Induction and Development is an area that has been identified by the Board Secretary and the Board as requiring development; the review of board induction and development materials remains outstanding from 2022/23 Board Development Plan.

More recent appointees have found the College induction to be quite process-based. Attendance at a CDN induction session is mandatory, and the expectation is that all Board Members will attend within six-months of appointment. It was noted that within the data collection period a number of members, including student members, had not yet completed this requirement, and those who had were not positive about the value. During interviews, it was highlighted that some longer-serving members had been initially buddied up with another member at the point they joined the Board. This was noted as being useful, but as a

practice does not seem to have continued. This could be explored as a support system for newer members moving forward, and would particularly benefit those members for whom joining the Board is their first appointment to such a role.

We suggest:

S4. Review and re-launch the existing mentorship scheme to all members.

Two measures relating to induction were amongst the lowest scoring of the survey, with 68% agreeing that induction of governing body members is periodically evaluated, and tailored to individual need; however, these were 25% and 12% above the benchmark respectively. Overall, the survey sections on induction were positive:

- + The induction of governing body members is effectively managed (95% agree)
- + The induction of governing body members is relevant (95% agree)

With the Board now having had time to induct new members and settle into an operating rhythm, we recommended that the induction process and supporting documentation is reviewed, expanded and tailored to fit the mutual needs of the Board and the individual members.

The Board inherited a relatively new strategy, introduced under the Interim Chair, and it has been noted that this has had an impact on the sense of ownership by members and the Board as a whole. Strategy sessions are now being organised regularly and are welcomed as a way of working, as well as being informative, allowing Board members and wider SMT to work together and build relationships, as appropriate.

The Code of Good Governance for Scotland's Colleges sets out the requirement that "*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.*"

Some members reported having undertaken a performance review with the Chair; this was reflected positively by those who had been offered this development opportunity. More recent appointees noted that they expected to have a review scheduled in due course. It may be a useful addition to the Board Induction Handbook and slide deck, to set expectations for members around how and when performance reviews will be conducted, what to expect as part of the process and what measures will be used to appraise performance.

We recommend:

R4. The Board induction handbook and slides should be updated to include reference to the annual performance review process as required by the Code of Good Governance, outlining how and when this will be conducted to inform and manage members' expectations.

The [Advance HE Governor Competencies Map](#) may provide a useful framework to support reviews and development of Board members.

In the review interviews and from meeting observations, we found that some Board members were not clear on the expectations on them as individual members, or as part of a Board bound by collective decision making. We recommend a refresher for all members setting out their role individually and collectively, the expectations of an effective Board member and the responsibility to discharge their duties effectively to ensure the good governance of the College, and the risks to the institution if governance practice is not effective. Within this, it should be highlighted that all Board members are expected to be proactive with their learning and training and engagement.

We recommend:

R5. Board members must be proactive with their learning and training, and engagement on Board matters, as discussed with the Chair in performance reviews and to meet individual development needs. As a minimum, all members must complete the CDN induction event within 6 months of appointment, to support effective governance.

Members should also be expected to attend at least one other relevant CDN/external development session within each academic year

The recent Board development day was highlighted as a positive example of using the Board's time effectively to consider the future ambitions and strategic objectives of Edinburgh College. Board members and the Executive felt that the day was well-structured, conversational and around a subject matter that required some thought. The outputs produced were noted by all as being useful and considered from a strategic perspective, creating actions owned by the Board. This approach has been observed in use at the Learning, Teaching and Student Experience Committee to good effect, creating a strategic dialogue which supports members to contribute.

We suggest:

S5. Board development sessions which create space for members to build rapport and coalesce as a team whilst exploring key issues relevant to the college, should continue on a regular basis.

3.4 Structures and Processes

Comprehensive governance frameworks are in place and these enable and support the effectiveness of governance at the College. We saw evidence of good planning and scheduling of business through the Board and Committee structures and proactive development of papers.

The survey questions looking at the mechanisms in place for the governing body to have assurance of core areas are generally strong:

+ the quality of the student experience (100% agree)

- + defined quality levels for the student experience are being achieved (95% agree – 11% above benchmark)
- + confident in the processes for maintaining the quality and standards of teaching and learning and the standard of awards (89% agree – 4% above benchmark)
- + the organisation has effective processes in place to enable the management of risk (95% agree – 3% above benchmark)
- + the organisation's financial resilience and overall sustainability (95% agree – 3% below benchmark)

The quality, timeliness and relevance of the information the Board and Committees receive and is accessible to them is fundamental to assurance. The questions about the Board papers scored highly in the survey; this has been an area for attention and development and we heard there have been improvements. Alignment of agenda items with the Strategic Plan and KPIs is 'ticked' in cover papers and strategic risk noted – a good process, but it is not clear from the review observations or interviews how these are informing the work of the Board or decisions.

We heard a lot of feedback about the information provided for the Board of Management, which contrasts the survey responses; generally, members found the volume of paperwork '*too much*' and it can be the case that the volume and detail (inadvertently) obscure what is important and relevant to the discussion and decisions required. Accessibility of language and terminology in papers was raised by some members.

We recommend

R6. Further development of the papers for the Board and Committees, including cover papers, to ensure the right balance of information to inform discussion and provide assurance - see template at Annex A, to be adapted as is useful.

Board papers is not a role for the Board Secretary alone, and we encourage the College Executive to ensure quality and consistency across the Committees and Board information. Attention to curation, coordination and clarity of the papers to the Board, with the aim to provide sufficient relevant, specific and contextual information to ensure proper discussion, and being clear about the 'ask', may support more robust engagement by members, good decisions and assurance.

We recommend

R7. A review of the information requirements for the Board of Management, framed by the Strategic Plan/Pillar Strategies and KPIs, compliance requirements and sector/context. This should be led by a member of the Board, and include the Board Secretary and a small cross-section of members.

Induction and development (see Section 3.3) for all Board members should cover the basic 'business' of the College for members, and may need more bespoke support for some

members to aid understanding of processes and papers, together with the ongoing support provided by the Board Secretary. All members should understand the time commitment required to prepare for meetings.

An additional aspect of information and insights for the Board is the information available through sources other than the Executive. From the survey comments:

I feel that in some cases we are reliant on the quality of the executive and the information that they bring to the table, rather than sourcing alternative sources of data

I'd like to see more opportunities for Board to hear from students and staff directly.

Membership of the Board of Management includes individuals with good sector experience and insights, and a range of expertise and backgrounds, to bring context and externality to the Executive information. Members of the Executive said they benefit from the guidance and insight from Board members with different professional and personal experiences. The Board Secretary has also proposed linking Board members with specific areas of the College, which will build insights and networks for members as well as gain added value from the expertise of the members. The need to strengthen awareness of the commercial activities of the College also came through our review feedback. There are plans to invite external speakers for the Board meetings and members are made aware of and encouraged to attend a range of College events.

We heard about a good initiative from the student members, for external members of the Board to shadow the Student Officers, which has been well-received. Some good practice and learning from other institutions is highlighted in this [article on student engagement in governance](#).

Joint strategy sessions with the Board of Management and wider SMT were reported to us highly beneficial for building relationships within the College.

Members cited the need for an increasingly agile and responsive Board, to meet the changing and uncertain environment for the College. A Scheme of Delegation is in place and the survey responses indicate this is understood and applied. The scheme could be used to support the work of the Board and committees more generally through, for example, creating principles or levels for delegation. Terms of Reference for Committees describe a broadly advisory role, rather than decision-making bodies. We encourage the Board of Management to delegate effectively through Committees and Executive, and ensure the outputs come together at Board level, avoiding the potential for activity in parallel through governance and management.

The Committee structure should provide opportunities for discussion of core areas of business, supported by members and attendees with relevant expertise and competence, to endorse actions and make recommendations to the Board of Management, underpinned by assurance of proper scrutiny. As Edinburgh College has undergone development and strategies are being embedded, there is an opportunity to review the remits and balance of business under the Committees of the Board. This was raised with us during the review.

Starting from the College Strategic Plan, the Planning and Resources Committee (P&RC) terms of reference provide for oversight of three of the five Pillar Strategies: Finance, People, Digital, with the Commercial Strategic Pillar under the Corporate Development Committee remit. The breadth of remit of P&RC and the weight of business is significant.

The remit of the Learning and Teaching and Student Experience Committee (LTSE) aligns with oversight of the Curriculum Pillar Strategy. Based on our limited insights from this review (observation and interviews), the LTSE Committee meetings are more focussed towards student experience than learning and teaching, although Curriculum is on the agenda, and we also heard members were not clear about their roles or how measures of success are evaluated. We noted student retention and achievement were closely discussed at the Board of Management, but had not been on the agenda or raised at LTSE.

The People strategy currently sits across different Committees; the potential for a people-focussed committee was raised in 2023 appraisals and is currently under consideration. Given the recent prominent employee relations challenges, the anticipated ongoing sector pressures that will impact on shape and size, and the potential transformation of curriculum delivery through digital opportunities, there is value in bringing strategic focus to this area of governance. There is also an EDI working group (see 3.5) within the Nominations Committee and reporting directly to the Board of Management.

The Audit Risk and Assurance Committee (ARAC) terms of reference include review of the College governance arrangements, including regulatory compliance, monitoring implementation of the College Strategies and, review of the operating environment; advising the Board of Management and Principal (Accountable Officer). Separately, the Nominations Committee considers the membership aspects of governance – recruitment, induction, development and performance.

We recommend

R8. A working group of the Chair, committee chairs and Principal is established to review the Committee structure, with the aim to bring balance and alignment with the College Strategy and Pillars and provide clear routes to reporting and assurance through the structures to the Board of Management.

We suggest

S6. A Governance and Nominations Committee is established, incorporating the remit of the current Nominations Committee and including oversight of compliance with the Code of Good Governance, governance effectiveness more broadly. In addition, Equity, Equality, Diversity and Inclusivity (EEDI) could sit under this committee, allowing for broad oversight of EEDI compliance and good practice development across the whole institutional breadth.

S7. A People Committee scope is explored, with careful consideration of the boundaries and interfaces with other Committees and a clear articulation of added value.

There is obvious value in working with the strengths and expertise of the Board, and we encourage the Board of Management to ensure governance developments are aligned with the College strategy and planning.

3.5 Diversity and Inclusivity

An Equality, Diversity and Inclusion (EDI) Working Group was set up by the Board of Management with the stated strategic purpose to:

- review the Board of Management's current practices towards equality, diversity and inclusion
- develop an action plan, including set targets, to support greater equality, diversity and inclusion on the Board of Management.

The minute from the first meeting of the Working Group in September 2023, notes its formation, *aimed to provide a candid and open opportunity for discussion around Board EDI matters.*

The findings and priorities from the Working Group are to be brought together with the findings and recommendations of this Governance Effectiveness Review, in spring 2024.

Although scoring well in the survey overall (83% positive), the section on *Embedding EDI* is the lowest scoring of all areas of the survey and produced a range of responses to questions.

- + All governing body members demonstrate up-to-date knowledge and confidence in discussions of equality, diversity and inclusion matters (79% agree, but more than 10% disagree and 11% neither agree/disagree)

For both of the questions below, 84% agree, but a broader spread of responses; around a third of respondents only partially agree and 16% neither agree/disagree or don't know:

- + The governing body tests the institution's development and delivery of its equality, diversity and inclusion objectives
- + The governing body receives sufficient information to test the equality, diversity and inclusion implications of policy, approaches and initiatives that it decides upon

Respondents provided some insightful comments in survey free text:

I feel that there may be some difference in views on this matter across the Board in terms of what EDI looks like in a traditional large, corporate Board versus what the board of an organisation at the heart of our communities could/ should look like reflecting the diversity of the people we support.

There is probably a balance here between good intention that we should be an inclusive and diverse College and what the evidence is telling us in practice. The revised equality outcomes- that were as a result of challenge by the non-executives demonstrates that there

is an understand of what 'better' looks like, but will take some time to see changes in workforce demography, student attainment gap reduction etc.

We recommend:

R9. Continue the shadowing scheme of non-executive members of the Board spending a half day with the student members and potentially extend this to shadowing staff members.

R10. Adopt a more formal reverse mentoring scheme, open to all members of the Board of Management to be mentored by a student, to support awareness and insights for the Board.

Board membership, quality and diversity is the second lowest scoring area of the survey. Again positive (85%); however, the two lowest scoring questions in the whole survey are:

- + Governing body membership: Reflects the organisation's key stakeholders (63% agree, 21% disagree)
- + Governing body membership: Reflects the diversity of the organisation (in terms of gender, age and ethnicity) (58% agree, 42% disagree)

Both are significantly below benchmark; 'reflecting key stakeholders' is the lowest benchmarked of all Edinburgh College responses (13% below). Comments noted the attention to Board diversity through the EDI Working Group.

There is a lack of diversity on the board at present time which is (hopefully) being addressed via the Equality, Diversity & Inclusion focus group. I feel that in order to increase diversity, changes to the way the board operates may be required to give support to a more diverse pool of candidates.

For context, we note the Board Diversity Profile (see Appendix 2) and the recommendation later in this section. Throughout the review process, commitment to creating a diverse and inclusive Board and governance culture was brought to the fore. A number of respondents also highlighted the good progress on gender diversity, and the lack of ethnic diversity specifically.

Grateful for the commitment of the EDI group in terms of driving change but hoping we can use this opportunity to push hard enough to make real change.

Edinburgh College provided data for the diversity profile of the Board, comparing with UK FE and HE sector data. The analysis takes into account sector trends and aims, providing a Red/Amber/Green rating in the context of governor, staff and student data⁶ (see Appendix Two). In 2016, Edinburgh College committed to the Scottish Government's 50/50 by 2020 Initiative, which sought to have equal representation for women on boards of management by the year 2020, and meets this commitment. Although questions about board diversity are

⁶ 2020/21 data

lower scoring in the survey, Edinburgh College Board profile data show diversity in terms of age and gender characteristics, less strong disability and poor ethnicity diversity characteristics (noting the regional context).

We noted a tendency to focus on enhancing diversity of non-executive members, who the Board of Management directly appoints in line with Ministerial Guidance. Although the student, staff and trades unions members of the Board of Management are either nominated or elected rather than appointed to the Board, these individuals bring diversity through their roles and perspectives; however, there is also a risk that students and staff are relied upon to bring the 'diverse voices'. We encourage attention to practices that build diversity and inclusivity across the full Board membership. In addition to the recruitment of external members, there are opportunities to encourage diversity of protected characteristics in staff and student membership.

We suggest:

- S8.** Create opportunities for one or two staff members, in particular those groups less represented at Executive and Board level, to observe Committee and Board meetings over an academic year.
- S9.** Work with students and staff to develop role profiles for Board membership that emphasise the development opportunities of the role.

While the review of governance diversity and inclusivity looks to the context of the institution, in terms of organisation and stakeholders, this is not a question of 'representation'. Rather diversity of board membership, protected characteristics, lived and work experience, skills and knowledge, bring a range of perspectives, approaches to challenges and good thinking to support effective decision-making. A Board of Management that is openly diverse builds credibility and trust with internal and external stakeholders.

We recommend:

- R11.** Publish diversity data more prominently, for example, [AUB Board Characteristics](#)

The recommendations in this section take into account the significant work of the EDI Working Group, and do not repeat the good practice priorities and actions identified by the Group.

Additional insights and good practice examples from Advance HE resources include:

[The Board Diversity and Inclusion Toolkit](#) an integrated and holistic approach to inclusion and diversity created from the [Board Diversity Practice Project](#).

3.6 Culture and Ways of Working

There is evident attention to ensuring positive and effective governance and ways of working at Edinburgh College, and energy for change and continuous improvement. We also found genuine commitment to engaging with a range of perspectives, openness and transparency.

Trade Union nominated members join the Board this year, as required by new legislation; however, we note the Edinburgh College proactively invited TU observers onto its Board from 2019 onwards.

Survey responses relating to commitment are positive, although below benchmark:

- + There is a genuine and shared understanding about, and commitment to ensure effective governance by both the governing body and the executive (89% agree, 11% disagree - 3% below benchmark)
- + The governing body demonstrates an understanding of and commitment to the organisation's vision, ethos and culture (89% agree - 6% below benchmark)
- + The governing body displays the values, personal qualities, and commitment necessary for the effective stewardship of the organisation (89% agree - 7% below benchmark)

Free text comments are positive and we noted there have been changes in membership and a recent challenging context for the College and Board of Management.

The Chair is skilled at holding the governance – management boundary well. This is welcomed and valued by the Executive and some Board members; however, some members were not clear on where responsibility lay between SMT and the Board of Management. The fundamental role of members of the Board was also not clear to all (see Section 3.3), with some members articulating the role as ‘representative’ rather than governance, for example, in comments relating to stakeholders:

‘there is representation from all key stakeholders in board meetings’

‘Wide range of stakeholders (e.g. employers of students, councils, etc) not represented’

This expectation tends to show up in members contributing to the areas of business of which they have most knowledge or experience, although the Chair is proactive in inviting and encouraging perspectives and contributions from around the table. There is significant experience and knowledge of the sector and wider context for the College on the Board, which we felt is held by individuals rather than a collective Board understanding. It was also reported that some briefings are provided for external members; we suggest all members should be party to all information relevant to Board discussions and decision.

We suggest:

S10. The role and responsibilities of the Board of Management, including the principles and general conduct as set out in the Code of Conduct, are emphasised through the induction processes and articulated as needed in meetings.

We observed and heard mutual trust and respect in the relationships between the Executive and Board and around the Board membership. Members also suggested there could be more challenge, although we saw a good balance of challenge and support, and the Chair supporting the confidence of the Board and the Executive to hold constructive conflict and work things out together. Ensuring the Board has time together, opportunities to share their

backgrounds, experiences and understand each other's, will support trust and confidence around the table. The current practice of strategy sessions with the Board and the Executive (as well as the wider SMT) will support this cohesion. Effective governance is finding a balance of collective and shared understanding of direction and aims, and retaining the range and separateness of perspectives, thinking, testing and challenge.

The Code of Conduct for members of the Edinburgh College Board of Management provides a useful foundation for exploring, creating and articulating ways of working for the Board of Management, that could be incorporated into a set of Principles. An effective way of ensuring these remain front of mind is to present the Principles with each Board agenda.

We suggest:

S11. A strategy session is held to discuss and develop Principles for the ways of working of the Board of Management.

3.7 Compliance and Governance Practice

Good governance in Scottish colleges has been given significant focus by the Scottish Government and Scottish Funding Council in recent years, including through a Good College Governance Task Group which reported in March 2016 with a number of recommendations. These were included in the updated Code of Good Governance for Scottish Colleges, published in September 2022. We identified evidence of clear alignment with Code of Good Governance and other regulatory requirements.

As required by the Code, Edinburgh College's annual financial statement sets out that the Board complies with the Code, within the Corporate Governance Statement section of the report. As a college, a charity and a public body, Edinburgh College is regulated through a myriad of different bodies. These include (but are not limited to):

- The Scottish Funding Council (SFC) - with whom the college has an Outcome Agreement as a condition of grant
- The Office of the Scottish Charity Regulator (OSCR) - with whom the college is registered
- Education Scotland
- Equality and Human Rights Commission (EHRC)

Compliance with regulatory responsibilities for Board scrutiny and assurance is woven throughout Board and Committee agendas, supplemented with a dynamic KPI dashboard available for Board members to view through the MS Teams site. (See also section 3.4 on information and papers.)

The College appears committed to transparency and to showcasing compliance with regulatory and legal requirements. A specific *Corporate and Governance* section of the website is well-laid out and navigable, and hosts a range of documents including (but not limited to):

- Board and committee papers (including approved minutes) and meeting dates, dating back six years.
- Regional Outcome Agreement
- The college's overarching strategy and financial accounts (including a statement of compliance with the Code of Good Governance)
- Equality outcomes and mainstreaming reports, equality impact assessments and gender action plans
- *How Good Is Our College?* report and action plan
- Other plans aligning to legislative and policy requirements, including the corporate parenting plan, a number of different strategies relating to the college, and a statement on freedom of information.

The Student Agreement we identified appeared to be out of date, having been published on the website in 2019 and noted for review in June 2021. No more up-to-date version could be located. The Code of Good Governance states that “*the college board must have regard to the Framework for the Development of Strong and Effective College Students' Association in Scotland. It must put in place robust partnership procedures (e.g. partnership agreement) to work together to achieve change and which are supported by regular and open communications*”. We understand the Student Agreement was reviewed by SMT in 2023 and is awaiting sign-off by the corporate team, prior to publication on the website. We encourage publication without further delay.

Similarly, the published ‘*How Good Is Our College?*’ evaluative report dates back to 2017/18 with an accompanying enhancement plan which ran 2018-21. No more recent version has been shared, or an explanatory note on why this hasn’t been updated. The 2023/24 Regional Outcome Agreement references that an Education Scotland thematic review on transitions took place in June 2023, outputs have not yet been published on the College website.

Again, we were advised the Education Scotland report has been published [Details | Find an inspection report | Find an inspection report | Inspection and review | Education Scotland](#), although the report is not linked or updated on the College website. As a matter of good practice, all strategic documents shared on the website for transparency purposes should be reviewed to ensure they are up to date and relevant.

We recommend:

R12. Oversight of the Student Agreement should sit with LTSE Committee. to ensure it is maintained and renewed with each new cohort of student officers and in compliance with the Code. The Agreement should be published promptly on the College web site.

R13. Responsibility for compliance and updating public-facing documents should be clarified and processes in place to ensure these remain up-to-date and relevant. (see also section 3.4)

Overall we found a sense of confidence in the effectiveness of the Board to discharge its responsibilities; underpinned by members with a range of skills and experience, effective mechanisms for assurance, and high-quality chairing where members are actively encouraged to participate in discussion. This is creating a culture for good governance with a Board that is coming together as a body, after a period of change and turnover.

4. Recommendations and Suggestions

Strategy and Performance

- R1 An explicit link drawing through the Pillar Strategy KPIs to the success identifiers in the Strategic Plan.
- R2 Consideration of a smaller number of core KPIs for review by the Board of Management, including leading and lagging indicators.
- R3 A selection of KPIs are reported and reviewed at each meeting of the Board of Management, and all KPIs reported and reviewed in each year.
- S2 A strategy session is dedicated to the development of core indicators and milestones, for reporting through governance structures to the Board of Management.
- S3 The role of the Board of Management in stakeholder engagement (and assurance) is discussed and defined, initially through consideration at the Corporate Development Committee.

Membership, Induction, Development and ways of working

- S1 The Nominations Committee may wish to bespoke the standard matrix to include more 'lived experience', which adds to the work-based skills identified and supports a range of perspectives on the Board'
- R4 The Board induction handbook and slides should be updated to include reference to the annual performance review process as required by the Code of Good Governance, outlining how and when this will be conducted to inform and manage members' expectations.
- R5 Board members must be proactive with their learning and training, and engagement on Board matters, as discussed with the Chair in performance reviews and to meet individual development needs. As a minimum, all members must complete the CDN induction event within 6 months of appointment, to support effective governance.
- S5 Board development sessions which create space for members to build rapport and coalesce as a team whilst exploring key issues relevant to the college, should continue on a regular basis.
- S4 Review and re-launch the existing mentorship scheme to all members.
- S10 The role and responsibilities of the Board of Management, including the principles and general conduct as set out in the Code of Conduct, are emphasised through the induction processes and articulated as needed in meetings.

- S11 A strategy session is held to discuss and develop Principles for the ways of working of the Board of Management.

Structures and Processes

- R8 A working group of the Chair, committee chairs and Principal is established to review the Committee structure, with the aim to bring alignment with the College Strategy and Pillars and provide clear routes to reporting and assurance through the structures to the Board of Management.
- R7 A review of the information requirements for the Board of Management, framed by the Strategic Plan/Pillar Strategies and KPIs, compliance requirements and sector/context. This should be led by a member of the Board, and include the College Secretary and a small cross-section of members.
- R6 Further development of the papers for the Board and Committees, including cover papers, to ensure the right balance of information to inform discussion and provide assurance - see template at Annex A, to be adapted as is useful.
- S6 A Governance and Nominations Committee is established, incorporating the remit of the current Nominations Committee and including oversight of compliance with the Code of Good Governance, governance effectiveness more broadly. In addition, Equity, Diversity and Inclusivity could sit under this committee, allowing for broad oversight of EDI compliance and good practice development across the whole institutional breadth.
- S7 A People Committee scope is explored, with careful consideration of the boundaries and interfaces with other Committees and a clear articulation of added value.

Equity, Diversity and Inclusivity

- R9 Continue the shadowing scheme of non-executive members of the Board spending a half day with the student members and potentially extend this to shadowing staff members.
- R10 Adopt a more formal reverse mentoring scheme, open to all members of the Board of Management to be mentored by a student, to support awareness and insights for the Board.
- R11 Publish diversity data more prominently, for example, [AUB Board Characteristics](#)

- S8 Create opportunities for one or two staff members, in particular those groups less represented at Executive and Board level, to observe Committee and Board meetings over an academic year.
- S9 Work with students and staff to develop role profiles for Board membership that emphasise the development opportunities of the role.

Compliance

- R12 Oversight of the Student Agreement should sit with LTSE Committee. to ensure it is maintained and renewed with each new cohort of student officers and in compliance with the Code. The Agreement should be published promptly on the College web site.
- R13 Responsibility for compliance and updating public-facing documents should be clarified and processes in place to ensure these remain up-to-date and relevant.

Appendix 1 Methodology

The review used a mixed-methods approach, producing qualitative and quantitative insights to inform the findings and recommendations. Survey, observations and interviews took place in November and December 2023.

- + Document review
- + Benchmarked online survey, with Likert Scale and free text responses. The core questions in the survey are benchmarked with over 50 UK tertiary education providers (universities and colleges).
- + Diversity profile (Board data)
- + Observations of meetings:
 - Planning and Resources Committee
 - Learning and Teaching and Student Experience Committee
 - Board of Management
- + Interviews:
 - Chair of the Board
 - College Principal
 - Board Secretary
 - Student members of the Board
 - Staff members of the Board
 - Non-executive members of the Board
 - Executive Team

The review team worked with a Steering Group of Board members and were supported by the Board Secretary.

Appendix 2 Survey and Diversity Profile

Survey responses and benchmarking: [Edinburgh College GER Survey Results.pdf](#)

Diversity profile: [Edinburgh College GER Diversity Profile.pdf](#)

Annex A – Cover Paper template

Board/Committee	<i>Name</i>	<i>Date</i>
Title	<i>Item/paper</i>	
Author and Sponsor	<i>Name and role</i>	
Classification	<i>Confidentiality marking</i>	
Purpose	<i>To provide a proposal/information/data/update/assurance/report/other</i>	
Executive summary	<i>Executive summary of the document and note areas for discussion/debate by committee.</i>	
Key points for consideration	<i>Identify and invite members of the committee to consider challenges/opportunities/questions/issues to inform the discussion and action. (These may relate to the points below.)</i>	
Strategic relevance	<i>This document relates to x element of the strategy/objectives/aims</i>	
Assurance - regulatory or other compliance considerations	<i>The document identifies a requirement/condition/compliance/other in relation to relevant conditions</i>	
Equity, Diversity, Inclusivity Impact	<i>Supports EDI strategy, compliance and best practice OR risk/issue</i>	
Links to performance framework	<i>The document provides information for KPI no. x</i>	
Risk and Opportunities, including link to risk register	<i>Generic risks, i.e., financial, operational, reputational, regulatory, or specific in relation to risk register or opportunity aligned to e.g., strategy</i>	
Resource implications	<i>Financial, people, infrastructure and other resources</i>	
Stakeholder or Partnership	<i>Note any significant stakeholder interests, including where the action involves a partner or collaborator.</i>	
Context – route to this committee/Council/Senate	<i>Where has the paper been before coming to this meeting, for example, consultation with x and y and via SLT, x Committee</i>	
Action required	<i>To note/comment/review/endorse/approve</i>	
Next stage	<i>Where does the paper go next and/or who/where is responsibility for taking action based on the decision.</i>	

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