

The Role of the Staff Board Member

'I feel I am clear about my role as a full Board member but that the other Board members and College staff members do not fully understand the role and still see me as a representative.'

Support Staff Member, in first term, 2 years in post

Introduction

The staff Board member role is clear: you are a full Board member with the same rights and responsibilities and accountability as externally appointed Board members.

The challenge for staff Board members is to fulfil their governance role effectively. This is made more challenging by a lack of understanding across the sector of the role of Boards in general and of staff Board members in particular. This section explores some of the issues surrounding the staff Board member role.

The Governance/Management Distinction

All Boards grapple with the distinction between governance and management. This is a challenge for all Board members and is not unique to the staff Board member.

The distinction between governance and management is the subject of much academic discussion. The traditional, easy answer is that the governing body sets the strategy and management implements it. However, Boards are increasingly engaged in the life of the College and Management has an input into setting policy and strategy alongside the Board. This issue is addressed in detail in the sessions run through Scotland's Colleges Governance Development Programme, available to all Board members. In addition, the Governance Development Programme website hosts a number of briefing papers and links which explore the concept of governance.

Whilst acknowledging that the governance dimension is a challenge for all Board members, this section recognises that it can present particular issues for staff Board members and focuses on these.

Staff Board members should feel able to share their operational expertise and knowledge.

Staff Board members have a wealth of information about the College and in depth knowledge of the operational area in which they work. Staff Board members should remember that *all* Board members bring their skills and experience to the table. There is no need to park this knowledge at the door when you enter the Board room. The issue is how to use this operational expertise to inform decision making on a broader strategic scale. The operational insight of staff Board members can undoubtedly be a valuable input to high level discussion.

However, the Board is not responsible for the day to day management and operation of the College. The operational knowledge of the staff Board member is only relevant to Board discussions when it informs strategy. If an operational decision is required the Board is not the appropriate forum for this and it should be routed through the College's executive management structure.

The staff Board member is appointed to the Board as an individual and is a 'representative from' not a 'representative of' the staff body.

The staff Board member should not seek to progress issues at Board level that would be more appropriately addressed managerially via managerial routes.

It is a difficult balance to achieve between being an impartial Board member determining policy at a strategic level and being an employee involved in the day to day operation of the College.

Conflicts of Interest

It should be unusual for staff Board members to be asked to leave Board meetings.

These exceptional cases will involve discussion of Board topics that relate to their own performance or contribution (specifically, personal information that would be sensitive in a public setting), or where there is a conflict of interest.

The statutory position on this is clear: the rules for disclosing and declaring conflicts of interest are the same for staff Board members as for other Board members. The following statement from the Act clarifies this, as follows:

The 1992 Act states 'whether before or during any meeting any member of the board or of such committee becomes aware that he or any person connected with him has a material interest in or relating to any matter to be or being considered by the board or, as the case may be, the committee, he shall declare such interest and withdraw from the meeting during such consideration and shall not vote on any question relating to the matter'. The Act then goes on to state that: 'nothing in this paragraph shall require the principal or a member of staff or student to declare an interest or withdraw from consideration of any matter where his interest exists only by reason of his being the principal or, as the case may be, a member of staff or student.'

There is only one exception in the 1992 Act where a staff Board member may be excluded and that is: 'a member of staff of the college in relation to his terms and conditions of employment, the terms and conditions of employment of any group of employees of the college to which he belongs, his promotion, suspension or dismissal or any other disciplinary measure relating to him'. In this circumstance, the Staff Member 'shall, unless invited to remain by resolution of the other members of the board present, withdraw from the meeting during such consideration and shall not vote on any question relating to the matter'.

Any staff Board member that feels excluded inappropriately from the Board should contact the Board Secretary and/or Board Chair in the first instance.

Trade Unions

Some staff Board members may be members of a sector trade union and may also have a role as a representative of their union. In this instance, it is important to have a clear understanding of the separation between the two roles, both by the staff Board member and the Board, executive team and College staff.

All Colleges have a recognition agreement with sector trade unions that sets the protocols for negotiation, consultation and communication arrangements with union and management representatives. The staff Board member role will not be part of any such recognition agreement and the staff Board member should not be involved in union and management discussions under this agreement in their capacity as a Board member.

Duties and Responsibilities

There are a number of statutory duties and responsibilities incumbent on ALL Board members.

- Ethical Standards in Public Life etc (Scotland) Act 2000 and associated Code of Conduct specifies the behaviours expected of a Board Member.
- The Charities and Trustees Investment (Scotland) Act 2005 specifies a number of general duties required of a charity trustee.

These are not specific to the staff Board member; they apply to all Board members. They are summarised with reference to the staff Board member role to clarify how you should discharge your duties and the ethical framework in which you operate.

Code of Conduct

The Scottish public has a high expectation of those who serve on the Boards of public bodies and the way in which they conduct themselves in undertaking their duties for the public body. All members of the Board of Management must meet those expectations by ensuring that their conduct is above reproach. The Ethical Standards in Public Life etc (Scotland) Act 2000 and associated Code of Conduct specifies the behaviours expected of a Board Member. All Colleges have their own Code of Conduct, based on seven principles identified by the Nolan Commission and when you join the Board of Management you agree to abide by seven principles. These important principles are set out below:

Principle	Implications for Staff Board member
Selflessness: You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.	<i>This clarifies that the staff Board member has a duty not to represent or promote the interests of the body from which they were elected but must consider the wider public interest.</i>
Integrity: You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties as a member of the Board of Management.	<i>The College will hold a Register of Interests for all Board members, which is a public document. You must ensure that you provide all relevant current information in this document.</i>

<p>Objectivity: You must make decisions solely on merit when carrying out public business.</p>	<p><i>This clarifies the responsibility of the staff Board member to look at the larger picture rather than focus on what may be of most benefit one group of College staff.</i></p>
<p>Accountability: You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the Board of Management uses its resources prudently and in accordance with the law.</p>	<p><i>The staff Board member is not merely accountable to the body of staff who elected them. They hold the same level of accountability to the public as a whole. Accountability cannot be graded: for example, you cannot have greater accountability to one group of staff and less accountability to the College and public.</i></p>
<p>Openness: You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.</p>	<p><i>This applies to all Boards and supports the fact that no Board member should be excluded from the business of a meeting, except in specific and clearly defined circumstances. In addition, it places the onus on the Board to be open about the decisions and should remove any pressure on the staff Board member to keep staff informed about Board business.</i></p>
<p>Honesty: You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.</p>	<p><i>As a staff Board member you must seek to develop a good working relationship within your Board with other Board members and reach conclusions in the interests of the College and the wider public. You must declare any personal interests on the Register of Interests.</i></p>
<p>Leadership: You have a duty to promote and support these principles by leadership and example, to maintain and strengthen the public's trust and confidence in the integrity of the Board of Management and its members in conducting public business.</p>	<p><i>All Board members have a leadership role in relation to Board business, including the staff Board member.</i></p>

Charities & Trustees Investment (Scotland) Act 2005

The Charities and Trustee Investment (Scotland) Act 2005 came into force with the aim of informing and modernising charity law in Scotland. New requirements and duties were introduced and applied to all bodies with charitable status, which includes Scotland's Colleges. The act specifies duties that charity trustees must fulfil to maintain charitable status. In the case of Scotland's Colleges, the role of 'charity trustee' is all members of the Board of Management.

The main duties are to:

- Act in the interests of the charity
- Operate in a manner consistent with the charity's purpose
- Act with care and diligence
- Ensure the charity complies with all legislation

In relation to staff Board members, this re-emphasises the need to act in the interest of the College as a whole and the wider public rather than promote the interests of a single group. This also reinforces the Review of Scotland's Colleges report that clarifies the role of the staff Board member as a full Board member.

Confidentiality

Confidentiality is expected of *all* Board members and is especially important for sensitive items. Examples include: merger discussions with other Colleges and relocation or re-build of the College campus. The challenge of confidentiality can be greater for staff Board members as their colleagues may be talking about these issues and may even put pressure on the Board member to share what they know.

Confidentiality is supported by the notion of 'collective responsibility', which means that all Board members abide by the Board decision. Board members must feel they can speak out openly and honestly in all important discussions, without fear of reprisal. It is a matter of respect as well as a feature of confidentiality that you should not ascribe opinions and views to other Board members, but should focus on the collective decisions reached and recorded in the minutes.

Reminding colleagues of the strategic role of the Board of Management can help. This would encourage staff to see the staff Board member as someone who can be quizzed on the operational details of the Board (ie how the Board works), but not the detailed content of discussions. There will be an approved set of minutes for the Board and each committee and staff colleagues should look to these minutes as the correct record of the points covered and decisions made.

Case Study – Staff Board Member

The College had to make decision about whether to move to a new campus. It was a big, high risk decision with many variables to consider. A lot of the discussion was highly confidential and speculative as the Board considered a range of options.

It was very frustrating, as the staff knew about the discussion and the rumour mill went into overdrive. The worst thing was hearing people stating as facts information I knew to be inaccurate or outdated. It was very tempting to correct people, but I did not want to compromise the confidentiality of the process as I knew that anything I said would only fuel speculation and cause more issues going forward.

I decided it was better for the information to go to staff through the agreed communication channels to avoid confusion and ambiguity. However, one thing I was able to contribute to the communication was ensuring all staff received the correct information. I think the Board can forget that not all staff have access to email, particularly the cleaning and janitorial staff. I printed out any official announcements from the Chair and put copies in the internal mail for staff without computer access, to ensure they were kept updated.