

## **BOARD OF MANAGEMENT**

**Minutes:** 15 March 2017

**Present:** Keith McKellar (Chair)  
Audrey Cumberford, Nick Allan, Jim Hannigan, Jacqueline Henry, Linda Johnston, Lyndsay Lauder, John Leburn, Paul McFarlane, John McMillan, Alison Mitchell, Mark Newlands,.

**Attending:** Stephanie Graham (Vice Principal Educational Leadership), Gwen McArthur (Secretary to the Board).

### **Attending by**

**Invitation:** James Thomson, Scott-Moncrieff.

**Apologies:** Mike Haggerty, Andrew Hetherington, Jenifer Johnston, Joyce White Andrew Hunter, Moses Apiliga, David Alexander (Vice Principal Operations), Liz Connolly (Vice Principal Corporate Development).

### **BM348 WELCOME**

The Chair welcomed James Thomson, Scott-Moncrieff, to the meeting.

### **BM349 DECLARATION OF INTERESTS**

John McMillan and Audrey Cumberford declared an interest as Trustees of the West College Scotland Foundation. Audrey Cumberford also declared an interest as a member of the Council of the Scottish Funding Council (SFC).

### **BM350 REVIEW OF GOVERNANCE EFFECTIVENESS (BM308, 293)**

Mr Thomson, Scott-Moncrieff, presented the Report on the Review of Board Effectiveness, March 2017. He informed the Board that this was a very positive report which confirmed that the College had good procedures in place. It also confirmed that the Board had good self-awareness and did not just comply with the Code of Good Governance but met the spirit of the Code. During the review he had found evidence to support this finding, not just from the various Board and Committees papers, policies and procedures, but from the general awareness and understanding of the Board members. He had found the Board members to be engaged and keen to continue to improve.

The Board welcomed this Report and discussed the findings and recommendations. In discussion the following points emerged:

- With regard to the recommendations relating to the key performance indicators (KPI's) the Board was aware of the significant amount of work that had already gone into this within the College, in order to ensure that the kpi's used were presented in an easy to digest format for the Board and ensured that all areas of strategic importance were being monitored

effectively and the strategic outcomes were being delivered. A dashboard style of presentation had been adopted and was currently being refined before being brought back to the Board for consideration at its next meeting in June.

- In relation to promoting the activities of the Board and widening diversity in the Board membership, this was a matter that was currently under consideration and these recommendations would be taken into account for further consideration.
- It was noted that this report would form the baseline for future reviews.

The Board welcomed the Report from Scott-Moncrieff on the Review of Board Effectiveness, March 2017 and **agreed** that some minor revisions be made to it and it be brought back to the next meeting for final consideration and approval. **[Action: JT; GMcA]**

In accepting the recommendations of the Report the Board also noted the proposed amendment to the terms of reference of the Audit Committee. In light of this the Board

**RESOLVED** that the terms of reference of the Audit Committee be amended by the addition of the following sentence:

'Committee members may sit privately without any non-members present for all or part of a meeting if appropriate.'

**[Action: GMcA]**

### **BM351 BOARD DEVELOPMENT ACTION PLAN (BM275)**

The Board noted the Board Development Action Plan 2016/17, which had been agreed in June 2016, and also a revised Development Action Plan which had been updated to include the recommendations emerging from the Governance Effectiveness Review Report. The Board was pleased to note that some earlier actions were now complete. In considering the Board Development Action Plan the Board discussed the following matters:

#### **.1 Committee Structure**

The Board had matured since its inception and was continuing to mature over time. The committee structure supporting the Board had been in place for a while and it was queried whether this should be revisited. In discussion the view emerged that the current committee structure was working well and did provide the support and assurance that the Board needed. There was still a significant amount of work to be undertaken and the committees did take some of the load off the Board, as they dealt with more routine matters on behalf of the Board (as set out in their terms of reference) and flagged up the major issues for consideration by the Board. The priority assigned to different matters was tied into the risk register and the potential impact matters could have on the Board and the College. All matters identified as high risk were considered at the Board. It was also useful to have each of the Committee Chairs present the report from their respective committees and draw out the main issues the

Board needed to know about. It was **agreed** to make no changes to the Committee structure at present.

## **.2 Style of Reporting**

Although the Board considered that the committee structure should remain the same at present it accepted that the paperwork produced could be reviewed and streamlined. It was important to ensure that the papers provided all the information the Board and/or committees needed to take an informed decision, but there was scope for reducing the amount of paper generated and changing the format of papers. The key matters, i.e. those identified as high risk, and the key performance indicators should drive the agendas for each meeting, with other matters being reported on as and when necessary and in an appropriate format. The level of detail currently being provided, particularly at committee level, should be reviewed with a view to reducing the amount of paperwork that needed to be produced for each meeting. This would reduce the load not only on the members, but also on the Senior Management Team and Executive who had to produce the papers for the meetings. Consideration of other presentation styles might prove helpful, e.g. RAG status reports, or a star system. It was **agreed** that the Executive and Senior Management Team should consider the style and format of the reports to the Board and Committees and bring back proposals. **[Action: Executive and SMT]**

## **.3 Board Diversity**

The Board considered the recommendation regarding widening diversity in its membership. This matter was already under consideration, not only in this College but across the sector. It was considered that the Board needed time to consider this matter fully and to find a sustainable way forward. Using networks developed through Community Planning Partnerships was one way forward. Consideration should also be given to identifying short, medium and long term goals. The Board **agreed** that it should develop a programme using existing community and community engagement platforms to reduce any perceived barriers to Board membership from communities that were not currently represented and that a sub-group be established to develop initial proposals for consideration by the end of June 2017. **[Action: KM]**

The Board **agreed** that the Board Development Action Plan be revised to take account of the above comments and that it be presented in a different format for final consideration and approval at the next meeting on 27 March 2017.

**[Action: AC; JL; GMcA]**

The Chair thanked everyone for their input to the Review Report and the Board Development Action Plan.