

**WEST COLLEGE SCOTLAND**

**BOARD OF MANAGEMENT**

**MONDAY 19 MAY 2014 at 6.00 p.m. in**

**Room 1, Abercorn Centre, Paisley Campus**

**AGENDA**

**General Business**

1. Apologies
2. Declaration of Interests
3. Minutes

.1 Meeting held on 3 March 2014 Enclosed KM

.2 Special Meeting held on 27 March 2014 Enclosed KM

.3 Actions from the minutes Enclosed

1. Matters Arising from the minutes

(and not otherwise on the agenda)

**Main Items for Discussion and/or Approval**

1. Chief Executive’s Report Paper 1 AC
2. Chair’s Report Paper 2 KM
3. Governance Consultation

.1 Code of Good Governance: Consultation Paper 3 KM

.2 Consultation on College Sector Board Appointments: Paper 4 KM

Draft Ministerial Guidance – College Response

1. Proposed Dates of Meetings in 2014/15 Paper 5 KM
2. Evaluation of Board and Committees Paper 6 GMcA

**Items for Information**

1. Project Management Report Paper 7 SR
2. Committee Reports
3. Audit Committee Paper 8 MMcA

Minutes of the meeting of 6 March 2014

1. Learning, Teaching and Quality Committee Paper 9 MH

Minutes of the meeting of 12 March 2014

1. Finance and Business Enterprise Committee Paper 10 GK

Minutes of the meeting of 18 March 2014

1. Nominations Committee Paper 11 KM

Report from meeting of 6 May 2014

1. Board Business Update: Schedule of Business 2013/14 Paper 12 GM
2. Report on Delegated Action Taken since last meeting

None

1. Any other business
2. Next meeting: Monday 23 June 2014 at 4.00 p.m. at the Greenock Campus

 Gwen McArthur

Secretary to the Board

**Confidential**

**BOARD OF MANAGEMENT**

**Minutes:** 19 May 2014

**Present:** Keith McKellar (Chair), Gerard Kelly, Lee Campbell, Esther Denning, Mike Haggerty, Jim Hannigan, Jacqueline Henry, Andrew Hetherington, Lyndsay Lauder, Michael McAuley, Michelle McCrorie, David McDonald, Maggie McManus, John McMillan, Joyce White.

**Attending:** Stephanie Graham (Vice Principal Educational Leadership), Liz Connolly (Vice Principal Corporate Development), David Alexander (Vice Principal Operations), David Gunn (Director of Organisational Development & HR), Alan Ritchie (Director of Finance and Estates), Stephanie Robertson (Project Manager), Gwen McArthur (Secretary to the Board).

**Apologies:** Audrey Cumberford, Maggie Morrison.

**BM86 AUDREY CUMBERFORD**

The Board was informed that Ms Cumberford was unable to attend this meeting due to an injury. The Board sent its best wishes to Ms Cumberford for a speedy recovery.

**BM87 DECLARATION OF INTERESTS**

John McMillan and David Alexander declared an interest as Trustees of the West College Scotland Foundation.

**BM88 MINUTES**

The minutes of the meeting held on 3 March and the Special Meeting held on 27 March 2014 were approved.

**BM89 ONS TRAINING FOR BOARD MEMBERS (BM76)**

It was noted that training was being offered to Board members on the reclassification of Colleges (ONS) and what Colleges needed to know in order to meet the new requirements. John Ford, from Scottish Funding Council (SFC), was running training courses on various dates. However, he had also offered to run training courses for individual Boards if requested. The Board **agreed** that Mr Ford be asked to run a training session specifically for it, preferably to tie in with the next Board meeting on 23 June, failing which an alternative date would be sought.

**[Action: GMcA]**

**BM90 CHIEF EXECUTIVE’S REPORT**

The Board noted the report from the Principal and Chief Executive and in particular the following matters:

* **Saudi Arabia Bid Proposal (BM75; FM48; AM30) –** it was noted that the College’s bid, as part of a Consortium of three Scottish Colleges, to run a cluster of colleges in Saudi Arabia had been unsuccessful. While disappointing this had allowed the College to gain significant knowledge and experience of bidding for such projects. Following this the Consortium had been invited to bid to run a single technical college in Saudi Arabia. This bid had been well received and excellent feedback obtained, and the Consortium had been invited to enter into negotiations. However, given the challenges currently facing the colleges in bidding for projects of this scale and nature due to the ONS reclassification, the Consortium decided not to pursue this any further. The Board expressed its disappointment that the College had been put in a position where it was so constrained by reclassification that it could not pursue projects of this nature and value. It was concerned that these difficulties might take time to resolve when the College needed to be entrepreneurial and involved in this type of project work now so that it could generate income. The Board acknowledged that these matters had been raised with SFC and the Scottish Government and asked that this engagement continue, so that a satisfactory resolution could be found that would allow the College to undertake projects without these restrictions placed on them. It was also considered that this should be raised at Colleges Scotland so that it could act on behalf of the sector and raise these matters with SFC and the Scottish Government. **[Action: KM; LC; DA]**
* **Reclassification of Colleges: Revised Financial Memorandum (BM76) –** following ONS reclassification the College now had to comply with the Scottish Public Finance Manual (SPFM) in addition to the Financial Memorandum with SFC. In order to take account of the changes this required the SFC had issued an Addendum to the Financial Memorandum which was a temporary measure, listing all the revised requirements the College had to comply with now. The SFC had also just issued a revised draft Financial Memorandum to the Colleges for consultation which had been received on 16 May 2014 (this was tabled at the meeting) with a response deadline of 6 June 2014. In discussion a number of issues were raised including the following:
* The new restrictions placed on colleges meant that they would have to self-insure unless the Scottish Government agreed to an extension of existing commercial insurance arrangements beyond July 2015. This would have implications for indemnity cover for Board members if the decision was taken not to continue with this insurance cover. A small group had been established within the sector to produce a business case to the Scottish Government regarding the retention of this cover.
* The current Scheme of Delegated Financial Authority would need to be revised given the restrictions that would be placed on the College. It was suggested that although the level of financial delegation was much lower in some cases than those currently in place they were not out of line with those placed on other public bodies.
* Confirmation of the financial year end date for 2015, and whether it should remain as 31 March or be changed to 31 July, was still awaited from the Scottish Funding Council and Scottish Government.

Overall the Board had a number of concerns relating to this revised Financial Memorandum, and it was **agreed** that these be discussed further at the meeting of the Finance and Business Enterprise Committee the next day, in order to inform the College response to the consultation on the new Financial Memorandum. **[Action: FBE Committee]**

Additionally, these matters would be raised at Colleges Scotland where it was hoped a sector view might emerge on this matter. The Board would be kept informed of developments. **[Action: KM]**

* **Scottish Funding Council (SFC) Post Merger Evaluation (BM77) –** a team from the SFC had visited the College on 29 April and had met with some Board members as well as with the Senior Management Team (SMT). This had followed from earlier visits to each of the three campuses where the SFC team had met with staff and students. Overall the initial findings of the SFC were positive, particularly as they were of the view that the College had made greater progress with the merger than expected at this stage. A formal report detailing the findings of the evaluation would be issued by SFC in due course. This would be brought to the Board once it was available. **[Action: AC]**

* **College Restructuring (BM77) –** the Board received an update on progress with the implementation of the latest phase of the College restructuring. It was noted that the EIS (Educational Institute for Scotland) had submitted a pay claim for 2014-15.

* **Estates Statement of Strategic Intent (BM79) –** an estates workshop, facilitated by staff from the Scottish Futures Trust, and attended by Board members and members of the SMT had been held on 24 April. This had been a very useful session and provided key inputs for the development of an estates strategy with the aim being to produce a statement of strategic intent to the Board at its next meeting in June.

**BM91 CHAIRS REPORT**

The Board noted a report from the Chair which provided a brief update on a range of matters affecting the College as well as information on the various groups that the Chair was involved with. In particular the following points were raised:

* **Colleges Scotland** was currently undergoing major reform which would lead to a separation from the College Development Network. All 13 Regional Chairs had been appointed to the Board of Colleges Scotland and four Principals would be nominated to join the Board. It was the intention that Colleges Scotland would be the ‘voice’ of the sector. In discussion the view was expressed that there was a potential conflict of interest in the new make-up of the Board for Colleges Scotland (CS) if it was to act as the voice of the sector given that all the Chairs had been appointed by the Scottish Ministers. The Board of CS was aware of this but was of the view that they could raise issues of concern with the Ministers. The Chair drew attention to the main issues that Colleges Scotland would be considering over the next few months.
* **Youth Employment Fund** was one of the issues Colleges Scotland would be considering in detail over the coming months. The view was expressed that it was hoped that all relevant parties could share in this, with Colleges and Local Authorities working in partnership to provide opportunities.
* **National Pay Bargaining** – the Chair a member of a group that had been set up to consider this for the College sector. All interested parties had now confirmed they would join this group so that it could start its work soon.

**BM92 CODE OF GOOD GOVERNANCE FOR SCOTLAND’S COLLEGES (BM63)**

Following earlier consultation the Board now received the proposed Code of Good Governance for Scotland’s Colleges which had been issued for final consultation. The Board welcomed this revised Code which was a concise document that identified the main principles of good governance and was not overly prescriptive. It was also written in clear understandable language which would make it easy for Colleges to follow and to ensure they complied with it. It was queried if the Senior Independent Person and the Vice Chair should be the same person and further guidance on this would be sought. The Board generally welcomed this revised Code and **agreed** that the Secretary provide a response to the consultation confirming this by the deadline of 2 June 2014.

**[Action: GMcA]**

**BM93 DRAFT MINISTERIAL GUIDANCE ON COLLEGE SECTOR BOARD APPOINTMENTS**

As part of the next phase of implementing the Post-16 Education (Scotland) Act 2013 draft Ministerial Guidance had been issued on the process to be used for making College Sector Board Appointments. A response to this consultation had been prepared and had been discussed at a recent meeting of the Nominations Committee, where some further comments had been added. The Board raised a number of concerns relating to this process, not least of which was the need to retain a certain level of continuity in Board membership. This draft Guidance made it clear that, apart from the Chair and the Principal, all other Board members would need to seek re-appointment. The Board was of the view that this did not follow good practice as all other guidance (e.g. the Cadbury Report, Turnbull Report, Audit Scotland, etc) issued on Board appointments and membership made it clear that a certain level of continuity should be maintained in order for the Board to function well. There was a concern that current members might decide not to re-apply for Board membership (particularly when taking other changes into account – such as the College’s potential need to self-insure in the future) which would mean that the Board membership would then comprise all new members if they could be recruited in the timescale prescribed. It was considered that if all colleges were embarking on this new process at the same time, and all had to seek Ministerial approval, then there could be delays in the process. The sequencing of this could be problematic, particularly if none of the current members wished to apply. While the Board supported the need for an open, transparent and fair recruitment process it was also aware of best practice and the need for continuity in membership.

 The Board **agreed** that the response to this consultation be amended in light of further comments and be submitted by the deadline of 30 May 2014. **[Action: GMcA]**

**BM94 PROPOSED DATES OF MEETINGS IN 2014/15**

The Board considered the proposed dates of meetings for session 2014/15. This would be discussed at each of the Committee meetings and a report made to the next meeting where the dates would be finalised. **[Action: GMcA]**

**BM95 BOARD AND COMMITTEE EVALUATION**

In order to comply with good governance an annual evaluation of the performance and effectiveness of the Board and its committees should be conducted. Given that this was the first year of operation it was decided that a high level survey of the members be conducted to seek their views on the Board and committees. The Board considered the proposed draft survey and commented that two further aspects be added to this: comments on the relationship between the Board and its committees be sought; and views on the use of technology, such as conference calls or video-conferencing be sought. It was **agreed** that

1. the questionnaires be amended in light of the above comments;
2. the questionnaires be issued and summary feedback provided to the next meeting. **[Action: GMcA]**

**BM96 PROJECT MANAGEMENT REPORT**

The Board noted the report from the Project Manager on progress with the integration activities of the College.

**BM97 COMMITTEE REPORTS**

The Board noted the following reports:

 **.1 Audit Committee**

The minutes of the meeting held on 6 March 2014 were noted, particularly the following:

**External Auditors Terms of Engagement (AM39) –** Wylie & Bisset LLP had been appointed as External Auditors to the College by Audit Scotland for the period to 2015/16.

**Internal Audit (AM40)** - the Committee had approved the Internal Audit Plan for the period 2014/15. It had also received a number of Internal Audit Reports which had confirmed that the Internal Auditors were satisfied with the arrangements in place for the areas reviewed.

**Strategic Risk Register (AM41)** – the Board noted the Strategic Risk Register for the College which had been developed in conjunction with the Internal Auditors and approved by the Audit Committee.

**Public Interest Disclosure Procedure (AM42) –** it was noted that this procedure was now approved and available to staff and students in the College.

**.2 Learning, Teaching and Quality Committee**

The minutes of the meeting held on 12 March 2014 were noted, particularly the following:

 **Regional Outcome Agreement 2014-17** **(LM 27)** – the Committee would receive regular monitoring reports on progress against the performance indicators contained in this agreement.

**Curriculum Restructuring (LM27) –** the Committee had been updated on progress made in relation to the harmonisation of the curriculum across the College.

**Student Services and Communities (LM27) –** an update on progress on ensuring greater consistency in the provision of student services across all three campuses was noted.

**.3 Finance and Business Enterprise Committee**

The minutes of the meeting held on 18 March 2014 were noted, in particular the following:

 **Expiring Contracts Renewal (BM77; FM62) –** the current contracts for cleaning and catering service provision at the Greenock Campus and the cleaning service at the Paisley Campus had been extended for one further year (to July 2015). During this period a full evaluation of the options open to the College would be conducted so that the Committee could consider the best way forward for the College.

**.4 Nominations Committee**

The report from the meeting held on 6 May 2014 was noted, particularly the following:

 **Finance and Business Enterprise Committee (NM13) –** on the recommendation of the Nominations Committee the Board **agreed** that Maggie McManus join the membership of the Finance and Business Enterprise Committee with immediate effect and for an interim period until the appointment of Board members under the new arrangements is completed.

 **Organisational Development and HR Committee (NM13) –** the Nominations Committee was of the view that an individual with appropriate experience should be co-opted to the membership of this Committee. However, in discussion the Board was of the view that it should not seek to recruit any further external members but should seek volunteers from amongst the current Board membership to join this committee until a review of current committee structures could be undertaken and Board appointments made under the new arrangements.

**BM98 UPDATE ON BOARD BUSINESS MATTERS (BM82)**

The Board noted updated information on its dates of meetings and Schedule of Business for the remainder of 2013/14.

**BM99 NEXT MEETING**

Monday 23 June 2014 at 4.00 p.m. at the Greenock Campus.

 **Secretary’s Note:** subsequent to the meeting it was agreed to hold the next Board meeting at the Clydebank Campus.

GMcA/30.05.14/Final