

**WEST COLLEGE SCOTLAND**

**BOARD OF MANAGEMENT**

**MONDAY 23 JUNE 2014 at 4.00 p.m. in**

**Room 146/147, Clydebank Campus**

**AGENDA**

**General Business**

1. Apologies
2. Declaration of Interests
3. Minutes of the meeting held on 19 May 2014 Enclosed KM

.1 Actions from the minutes Enclosed KM

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. Strategic Planning

.1 Development of Corporate Plan Paper 2 AC

.2 College Estate: Statement of Strategic Intent Paper 3 AC

.3 Student Engagement Strategy Paper 4 AC

1. Chair’s Report Paper 5 KM
2. Governance

.1 Model Code of Conduct for Members of Devolved Paper 6 KM

 Public Bodies

.2 Women on Board: Quality Through Diversity Paper 7 KM

Consultation

.3 Appointment of Board Members: Proposed Schedule Paper 8 KM

1. Proposed Dates of Meetings in 2014/15 Paper 9 KM
2. Evaluation of Board and Committees Paper 10 GMcA

**Items for Information**

1. Project Management Report Paper 11 SR
2. Committee Reports
3. Finance and Business Enterprise Committee Paper 12 GK

Minutes of the meeting of 20 May 2014

1. Organisational Development & HR Committee Paper 13 MM

Minutes of the meeting of 21 May 2014

1. Estates Committee Paper 14 JM

Minutes of the meeting of 27 May 2014

1. Learning, Teaching and Quality Committee Paper 15 MH

Minutes of the meeting of 28 May2014

1. Audit Committee Paper 16 MMcA

Minutes of the meeting of 5 June 2014

1. Draft Schedule of Business 2014/15 Paper 17 GMcA
2. Post-Merger Evaluation: Letter from M Cross Paper 18 AC
3. Letter from EIS Paper 19 AC
4. Report on Delegated Action Taken since last meeting

None

1. Any other business
2. Next meeting: Monday 22 September 2014 at 4.00 p.m.

 Gwen McArthur

Secretary to the Board

**Confidential**

**BOARD OF MANAGEMENT**

**Minutes:** 23 June 2014

**Present:** Keith McKellar (Chair), Audrey Cumberford, Lee Campbell, Mike Haggerty, Andrew Hetherington, Johnpaul Johnston, Lyndsay Lauder, Michael McAuley, David McDonald, Maggie McManus, John McMillan.

**Attending:** Stephanie Graham (Vice Principal Educational Leadership), Liz Connolly (Vice Principal Corporate Development), David Alexander (Vice Principal Operations), Alan Ritchie (Director of Finance and Estates), Stephanie Robertson (Project Manager), Rose Brown (Director, Student Services and Communities – for BM106), Gwen McArthur (Secretary to the Board).

**Apologies:** Gerard Kelly, Esther Denning, Jim Hannigan, Jacqueline Henry, Maggie Morrison, Joyce White.

**BM100 WELCOME**

On behalf ofthe Board the Chair welcomed Rose Brown, Director of Students Services and Communities, to the meeting.

**BM101 DECLARATION OF INTERESTS**

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

**BM102 MINUTES**

The minutes of the meeting held on 19 May 2014 were approved subject to the following amendment:

**BM91 Chairs Report**

**Colleges Scotland, line 6**

Delete: ‘In discussion the view was expressed that there was a potential conflict of interest….’

Insert: ‘In discussion Mr Haggerty expressed the view that there was a conflict of interest …..’

**BM103 ACTIONS FROM THE MINUTES**

The Board noted the actions taken since the last meeting.

**BM104 ONS TRAINING FOR BOARD MEMBERS (BM89, 90)**

Immediately prior to the meeting John Ford, from the Scottish Funding Council (SFC), had provided training to Board members on the reclassification of Colleges (ONS) and what Colleges needed to know in order to meet the new requirements. This had been a very helpful session and a number of issues affecting the College had been raised and discussed.

**BM105 CHIEF EXECUTIVE’S REPORT (BM90)**

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

* **College Structure (BM90, 77) –** it was noted that the next phase of the College restructuring programme was nearly complete.There were still a few matters to be dealt with but, essentially, the major work was done and staff were settling into the new structure. The Board congratulated the Principal and her team on achieving this restructuring within the one year timeframe following merger. It was considered that it might be helpful for the Board to receive an updated structure chart for the College.  **[Action: AC]**
* **Voluntary Severance Scheme –** it was noted that the Voluntary Severance scheme previously approved by the Board and the SFC remained open. Transitional Funding had been provided by SFC to help the College restructure and there was still some funding remaining. However, it was anticipated that this funding would be fully utilised by the end of the summer, once the remaining applications had been dealt with.

* **Scottish Funding Council: Revised Financial Memorandum (BM90; FM87) –** following the last Board of Management meeting the Finance and Business Enterprise Committee had discussed the revised Financial Memorandum in some detail and had identified matters to be raised with SFC. It was noted that the College’s response to the Financial Memorandum consultation had now been sent to Colleges Scotland, and it was agreed that this should also be sent directly to the SFC. A copy of the consultation response was provided to Board members.
* **Commission for Developing Scotland’s Young Workforce (Wood Report) (BM60) –** the final report had recently been issued, a copy of which was made available to members. The summary report had been circulated to the Board for information. It was noted that the Senior Team within the College would review the recommendations in this report to determine how the College was responding to this and how it could be taken forward. The Board was pleased to note the College was already undertaking many of the recommendations contained within the report and had received excellent media coverage in relation to this report.

* **Education Scotland Annual Engagement Visit (19 & 20 May 2014) –** the Board noted the report following the Education Scotland Annual Engagement visit to the College in May. This was a very positive report which was welcomed by the Board.
* **Building Our Reputation –** the Board welcomed the paper which provided a summary of some of the achievements the College had made since merger.

**BM106 STRATEGIC PLANNING**

**.1 Development of Corporate Plan**

The College already had its Regional Outcome Agreement in place, which was a three year plan and formed a contract with the Scottish Funding Council on what the College intended to deliver during this period in return for funding. While this document already detailed key priorities, provided key performance indicators and specified outcomes, it was now proposed that this be augmented by the development of a College Corporate Plan which would further articulate and expand upon the vision, strategic priorities and collective ambition of the College. It was also proposed that associated specific strategies aligned to College operations be developed in line with the overall Corporate Plan. These strategies would help staff to see how they could contribute to the overall delivery of the Corporate Plan and ensure the College met its performance targets.

 The Board welcomed this approach and the opportunity this provided to revisit earlier plans and ensure they were still appropriate. It would also help to define what the College was aiming for and re-energise the staff following the merger and period of transition. While the Senior Management Team (SMT) would carry out the initial phase and develop the strategic framework, the Board indicated that it wished to input to the development of the strategic framework and a meeting early next session specifically to undertake this would be helpful.

The Board **agreed** that

1. the strategic planning framework as presented to the meeting be used to develop a Corporate Plan for the College for the period 2015 – 2017; **[Action: AC]**
2. the Senior Management Team develop a Strategic Performance Management and Reporting Process (dashboard) to sit alongside this Plan; **[Action: SMT]**
3. the Board meet early next session (September/October 2014) to consider the development of the Corporate Plan for the College.

**[Action: KM; GMcA]**

**.2 College Estate: Statement of Strategic Intent (BM90; EM40)**

The Board was aware that the College had been working with Scottish Futures Trust (SFT) to support the development of an estates strategy. A number of workshops with staff and students, and with the Board, had been held to discuss the priorities and what the College should be aiming for in relation to providing an estate fit for purpose for both current and future needs. These workshops had proved extremely useful and confirmed that the College had a clear sense of identity. The Board was interested to note a map that showed quite clearly that the College had facilities in a number of different local authority areas, which was much more than just the three main campuses, and highlighted the fact that the College did engage with its local communities.

 The Estates Committee had considered all the information emerging from the workshops, as well as data on the current estates holding of the College, to develop a Statement of Strategic Intent, which was the first stage in developing the estates strategy for the College. It was recognised that the same model would not necessarily work across all three main campuses. Rather different models could be developed to build on the strengths of the College and to meet the needs of the local community in each of the areas. The Board noted the progress made to date and the emerging models for each of the main campuses. The Board welcomed this information and **agreed** that

1. it supported the emerging models for the College estate, and the focus and direction of travel and engagement associated with these;
2. the Statement of Strategic Intent, as developed, be approved.

**.3 Student Engagement Strategy**

The Chair welcomed Ms Brown, Director, Student Services and Communities, to the meeting. The Board received the draft Student Engagement Strategy which had been prepared in conjunction with sparqs (Student Participation in Quality Scotland) taking advice from the National Unions of Students (NUS) and the Learning and Skills Improvement Service. Ms Brown and her team were currently working with the students to develop this strategy and articulate how the College would engage with its students, clearly setting out the main processes and procedures that would be put in place. There was a national template in place for Colleges to use to help them develop their own strategies. Further work needed to be undertaken and this strategy would be taken forward through the Learning, Teaching and Quality Committee and brought back to the Board at a future meeting. The Board welcomed this information. **[Action: RB; LTQ Committee]**

**BM107 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 feedback from the various meetings the Chair had attended. In particular the following points were raised:

* **International Activity –** it was noted that guidance had been drawn up for the Colleges relating to conduct and good practice in developing and successfully delivering international business. A set of principles of good working practice had been prepared which Colleges would be expected to follow. The Board was pleased to note that the Principal was a member of the group that had prepared this guidance. It aimed to encourage collegiality and collaboration where possible, but recognised the need for commercial sensitivity. The matter of export guarantees for commercial international activities, and other related matters, would be raised with the appropriate Scottish Minister, to try and find an acceptable way forward. It was likely that Colleges Scotland would be the appropriate vehicle for raising these matters. **[Action: KM]**

* **Single Voice for the Sector –** the Board was of the view that it was essential that the College Sector spoke with a single voice on all major matters relating to its business as this would have a greater impact and strengthen the position of the sector. It was acknowledged that this was the aim of the restructuring of Colleges Scotland, so that it could better represent the sector. It was suggested that it might also help strengthen the sector position if a communication strategy could be developed which clearly set out what the colleges could offer and that the students could have a major role to play in this. This would also ensure that MSP’s were better informed of what colleges could offer. The Chair indicated that he would raise this at Colleges Scotland.

**[Action: KM]**

**BM108 GOVERNANCE**

**.1 Model Code of Conduct for Members of Devolved Public Bodies**

The Board received the Model Code of Conduct for Members of Devolved Public Bodies which had been prepared by the Commissioner for Standards in Public Life and which had been approved by the Scottish Parliament and had now been issued to Colleges by the Scottish Government for adoption. In discussion the Board was of the view that this Code was much as expected and represented a common sense approach to behaviour expected from board members. While the language used in the code could have been clearer in places and more user-friendly the Board was of the view that this Code should be adopted, subject to one minor correction in Annex A. It was drawn to the attention of members that the provisions of this Code also applied to parties related to the Board member where certain matters should be declared.

The Board **agreed** that an update on the College policy in relation to the Bribery Act 2010 would be helpful to members; and

**Resolved** that the Model Code of Conduct be approved for adoption subject to clarification of one proposed amendment at Annex A.

**[Action: GMcA]**

**.2 Women on Board: Quality Through Diversity**

The Board noted a consultation document issued by the Scottish Government on ‘Women on Board: Quality through Diversity’, which raised the possibility of the introduction of gender quotas on public boards. While the Board welcomed the move to encourage greater representation of women on boards in general, it was not convinced that the introduction of quotas was the best way forward. It was also disappointed that the consultation concentrated only on gender and had not addressed other matters relating to widening inclusion and diversity and the need for boards to reflect the community they serve. However, the research provided did indicate that recruiting more women to boards did lead to greater diversity over time and that this could serve as a useful first step in the process. The Board **agreed** that it should provide a response indicating its support for the move to encourage greater diversity on boards and that the introduction of gender quotas might be a good starting point but that more consideration needed to be given to helping boards achieve greater diversity in their membership.

**[Action: GMcA]**

**.3 Appointment of Board Members: Proposed Schedule (BM93)**

At its last meeting the Board had discussed the proposed Ministerial Guidance on College Board Appointments and the need to prepare a schedule for the recruitment process in order to meet the timescale concerned, i.e. all appointments to be made by 2 March 2015. The Board noted the proposed schedule and discussed the need for careful consideration of the wording of an advertisement or recruitment strategy for non-executive Board members including where this should be placed and using alternative or innovative methods of recruitment in order to widen the potential pool of applicants. Further advice on these matters would be sought from others in the sector and in other sectors. The Board **agreed** that the proposed schedule for the recruitment of non-executive Board members be approved. **[Action: GMcA]**

**BM109 PROPOSED DATES OF MEETINGS IN 2014/15 (BM94)**

The proposed dates of meetings for the Board and its committees in session 2014/15 had been discussed at each of the Committee meetings where agreement had been reached on dates. However, there were still some uncertainties regarding certain reporting deadlines and so further changes might need to be made. The Board **agreed** its dates of meetings for session 2014/15 as presented, subject to any necessary minor changes.

**BM110 BOARD AND COMMITTEE EVALUATION (BM95)**

At its last meeting the Board agreed the wording of the questionnaire to be issued in order to assess the performance of the Board and its committees. The Board noted a report on the feedback obtained so far, and was pleased to note that this was mainly positive. Some further consideration would be given to the points raised. However, it was **agreed** that the questionnaire be re-issued so that those who had not yet responded could do so and a further report would be brought back to the next meeting.  **[Action: GMcA]**

**BM111 PROJECT MANAGEMENT REPORT (BM96)**

The Board noted the report from the Project Manager on progress with the integration activities of the College. It also noted that this would be Ms Robertson’s last report as she would shortly be leaving the College. In future the Principal and Vice Principals would be responsible for taking forward the project plan and the various actions required and would report progress to the Board at regular intervals. **[Action: AC]**

On behalf of the Board the Chair thanked Ms Robertson for her hard work and dedication to the project which she had undertaken during the previous two years. It had been a challenging project but significant progress had been achieved.

**BM112 COMMITTEE REPORTS**

The Board noted the following reports:

 **.1 Finance and Business Enterprise Committee**

The minutes of the meeting held on 20 May 2014 were noted, particularly the following:

 **FM90 Financial Strategy and Resource Returns 2014/15 –** the College would have to submit an initial indicative budget for 2015/16 by the end of June, even although SFC had not provided information on the level of funding to be provided beyond 2014/15, or detailed information on the application of the new funding methodology.

 **FM91 Reclassification of Colleges Update: Self-Insurance –** the Committee discussed the potential impact this could have on the colleges and agreed that the concerns raised should be communicated to Colleges Scotland so that these concerns could be raise with the Scottish Government on a sector-wide basis.

 **FM96 Taxation Update –** the Board was pleased to note that the College had successfully recovered £194k from HMRC as overpayment on VAT.

**.2 Organisational Development and HR Committee**

The minutes of the meeting held on 21 May 2014 were noted, particularly the following:

**OM26 (i) OD and HR Strategy –** it was the intention to initiate the development of an OD & HR strategy that would be consistent with the overall Corporate Plan being developed.

**.3 Estates Committee**

The minutes of the meeting held on 27 May 2014 were noted, particularly the following:

 **EM44 2014/15 Estates Expenditure and Works –** the Board noted the overall expenditure budget for Estates in 2014/15 totalled c£5.3M. Additionally the College would receive £2.5M from SFC for maintenance. A Corporate Estates Group had been established to consider priorities and which projects should be supported.

 **EM45 Major Project Update –** the Board was pleased to note that all of the major works at Finnart Street, Greenock Campus were now substantially complete and most been completed within the total budget. However, there were on-going issues with one project where discussions with the relevant external contractors were underway in order to resolve them.

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

The minutes of the meeting held on 28 May 2014 were noted, particularly the following:

**LM35 Regional Outcome Agreement: Monitoring Report –** the Committee would receive regular updates on performance based on the key performance indicators contained in the Regional Outcome Agreement. This would help the Committee monitor performance and progress and provide the necessary assurances to the Board.

**.5 Audit Committee**

The minutes of the meeting held on 5 June 2014 were noted, particularly the following:

 **AM62 Review of Audit Committee Remit**

The External Auditors were appointed by Audit Scotland and not the College as stated in the remit provided for the Committee. The remit had been reviewed and, on the recommendation of the Committee, the

Board

**RESOLVED** that the remit of the Audit Committee be amended to read as follows:

1. To receive information on the general terms and conditions of appointment of the external auditors who are engaged by Audit Scotland to provide audit services to the College, to review the content of the management letter and review and ensure implementation of the recommendations in the external audit report.
2. To consider the College’s annual financial statements at a joint meeting of the Audit and Finance and Business Enterprise Committees, and recommend to the Board for approval.

And its membership be amended to read as follows:

‘Four members, at least two of whom shall be members of the Board of Management, one of whom will Chair.’ **[Action: GMcA]**

The Board also noted that the Committee had approved the following matters: the Internal Audit Plan for 2014/15; the Internal AuditAnnual Reportfor the period 1 August 2013 to 31 March 2014 (which would come to the Board at its next meeting); and the review date for the Risk Management Policy had been extended to March 2015 with the current policy remaining in place until then.

**BM113 DRAFT SCHEDULE OF BUSINESS 2014/15**

The Board noted its draft Schedule of Business for 2014/15. This would be updated throughout the coming session.

**BM114 POST MERGER EVALUATION: LETTER FROM SFC**

 The Board noted a letter from Laurence Howells, Chief Executive of the Scottish Funding Council, which confirmed the outcomes of the Post-Merger Evaluation visit conducted recently. The Board was pleased to note that this was a positive report.

**BM115 LETTER FROM EDUCATIONAL INSTITUTE OF SCOTLAND**

The Board noted a letter from David Belsey, National Officer for Further and Higher Education, of the Educational Institute of Scotland which set out resolutions emerging from the recent EIS-FELA Annual Conference.

**BM116 FAREWELLS**

It was noted that this was the last meeting for Esther Denning, Michelle McCrorie and Steph Robertson. On behalf of the Board the Chair thanked them for all their hard work and efforts in relation to the Board business and wished them well in the future.

**BM117 NEXT MEETING**

Monday 22 September 2014 at 4.00 p.m. at the Paisley Campus.

GMcA/2.07.14/Final