

BOARD OF MANAGEMENT

Minutes: 27 March 2017

Present: Keith McKellar (Chair)

Audrey Cumberland, Moses Apiliga, Nick Allan, Mike Haggerty, Jim Hannigan, Jacqueline Henry, Andrew Hetherington, Andrew Hunter, Linda Johnston, Lyndsay Lauder, John Leburn, Paul McFarlane, John McMillan, Alison Mitchell, Mark Newlands, Joyce White.

Attending: Stephanie Graham (Vice Principal Educational Leadership), David Alexander (Vice Principal Operations), Liz Connolly (Vice Principal Corporate Development), Gwen McArthur (Secretary to the Board).

Apologies: Jenifer Johnston.

BM352 DECLARATION OF INTERESTS

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

BM353 MINUTES

The minutes of the meeting held on 30 January 2017 were approved.

BM354 ACTIONS FROM THE MINUTES

The Board noted the actions taken since the last meeting and particularly the following:

- i. **STEM (BM337(v))** – the responses from the College and from Colleges Scotland to the Scottish Government consultation on delivering a high quality STEM education and training offering across the education system had been circulated to all Board members following the last meeting.
- ii. **Invitation to Professor Sir Peter Scott (BM340)** – the Board was pleased to note that Professor Sir Peter Scott, the Scottish Government's Commissioner for Fair Access, had accepted the Chair's invitation to visit the College on 26 April 2017 to meet with staff and students.

BM355 REVIEW OF GOVERNANCE EFFECTIVENESS (BM350)

.1 Report on the Review of Governance Effectiveness

At the last meeting the Board had considered the Report on the Review of Board Effectiveness, March 2017, produced by Scott-Moncrieff. The Board had welcomed the positive nature of this report and the recommendations proposed for further development and improvement. Some minor

amendments to the report had been agreed and the final edition of the Report was now before the Board. The Board confirmed that it was satisfied with the Report and

RESOLVED that the Report on the Review of Board Effectiveness, March 2017, by Scott-Moncrieff be approved, forwarded to SFC and published on the College website. **[Action: GMcA]**

.2 Board Development Action Plan

The Board had discussed the draft Board Development Action Plan at the last meeting and had asked for further revisions to be made and a different format to be considered. These changes had been made and the Board welcomed the different format which now set out the strategic drivers much more clearly. The Board was also pleased to note that a significant number of actions from the previous Action Plan had been completed and that the 'live' actions identified in this edition were more clearly aligned to the Corporate Action Plan and the strategic priorities. The Board was content with direction of travel and would be monitoring progress throughout the year. Some further minor amendments would be made to the Action Plan before it was finalised.

The Board

RESOLVED that, subject to some final editing, the Board Development Action Plan, March 2017, be approved, forwarded to SFC and published on the College website. **[Action: GMcA]**

BM356 CHIEF EXECUTIVE'S REPORT (BM337)

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

i. **National Bargaining** – it was noted that talks with the Unions were continuing. The EIS was in the process of undertaking a statutory ballot of its members for industrial action. If this was supported then it was likely that any industrial action would start in late April. The Board was disappointed with this action and was aware of the potential negative impact this could have on students who would be completing their courses at this time. The College was taking all necessary steps that it could to mitigate against this impact. It was acknowledged that communications around this matter and the actions being taken to ensure students were not disadvantaged during any period of industrial action would be essential to keep students informed and provide support to them. The Board would be kept informed of developments. **[Action: AC]**

ii. **Chivas Brothers, Paisley** – it was noted that Chivas Brothers, owned by Pernod Ricard, would be closing its Paisley site and relocating production to its Dumbarton site. A joint meeting of stakeholders had been held to consider the opportunities that might emerge once this land was vacated. The College had been represented at this meeting and would be working

closely with the Local Authority to consider future development opportunities for this site. Further information would be brought to the Board once available. **[Action: AC]**

iii. Collab Group – the Board was pleased to note that West College Scotland was one of only two colleges in Scotland to be represented on the Collab Group which represented 36 leading UK Colleges and College Groups. The Collab Group recognised the benefits and opportunities of strong collaboration and joint working across colleges.

iv. Enterprise and Skills Review (BM337) – it was noted that the second phase of the consultation regarding the Enterprise and Skills Review by the Scottish Government was now underway. It was anticipated that the outcomes of this second phase would be known by the summer.

v. CDN Marketing Awards – the Board was delighted to note that the College had been successful in the College Development Network Marketing Awards by achieving

Gold – in the Design category;

Silver – in the Customer Experience and in the Market research categories; and

Bronze – in the Promotional Literature category.

The Board congratulated all those involved in achieving this success.

BM357 VOLUNTARY SEVERANCE SCHEME (BM339; OM127)

At the last meeting the Board had approved the introduction of a Voluntary Severance Scheme which had been submitted to SFC for final approval. The Principal reported that she had received feedback from SFC who were content with the scheme as proposed but, to date, no financial support had been provided by SFC which would allow the College to operate this scheme.

The Board was disappointed that, despite approving the scheme, SFC had not provided any funding to support it, particularly as staff were now aware of the possibility of such a scheme being introduced and a certain level of expectation had been built up. This matter had been discussed at the recent meeting of the Organisational Development and HR Committee where the Committee was clear that the business case supporting this scheme was robust. Further consideration would be given to this matter and discussions with SFC were continuing. The Board would be kept informed of progress. **[Action: AC]**

BM358 REGIONAL OUTCOME AGREEMENT AND ACCESS AND INCLUSION STRATEGY (BM338)

The Board received the updated Regional Outcome Agreement for 2017/18 to 2019/20 and the Access and Inclusion Strategy. It was noted that most of the Committees had now had the opportunity to review and input to the draft Regional Outcome Agreement (ROA). Unfortunately the Learning, Teaching

and Quality Committee had not yet had the opportunity to review the ROA as its meeting had been re-scheduled and would take place later in the week. The Board was of the view that the Learning, Teaching and Quality Committee should have the opportunity to review the ROA before it was finalised and submitted to SFC.

The Board confirmed that it was content with the Regional Outcome Agreement for 2017/18 to 2019/20 and the Access and Inclusion Strategy and

RESOLVED that, subject to any amendments required by the Learning, Teaching and Quality Committee at its meeting on 30 March 2017, these be approved and forwarded to the SFC. **[Action: SG]**

Secretary's Note: the Learning, Teaching and Quality Committee considered the Regional Outcome Agreement and the Access and Inclusion Strategy at its meeting on 30 March 2017 and agreed that these be approved without any further amendment and submitted to SFC.

BM359 CHAIR'S REPORT (BM340)

The Board noted the Chair's report and particularly the following:

- J White had agreed to remain a member of the Board until 30 June 2017.
- The Chair would be attending the Regional Chairs meeting and the Colleges Scotland Residential Board meeting on 30 & 31 March 2017.

BM360 STUDENTS ASSOCIATION REPORT (BM341)

The Board noted the report from the Student President on the activities of the Students Association. In particular, the Student President reported to the Board on the following activities:

- A new Student President had been elected who would take up office on 1 August 2017. Arrangements would be made so that the President Elect could shadow the current Student President before taking up post. Only 1 Vice President, at the Paisley Campus, had been elected so far but an election had been arranged for the Clydebank Campus. Unfortunately no students had come forward at the Greenock Campus yet. The Student President and his team would be talking to students at the Greenock Campus in the hope that an individual could be encouraged to stand for election.
- The action plan prepared in light of student feedback, entitled 'You said, we did', was being progressed. The results of the first student survey had been analysed and had fed into this action plan. The Board was pleased to note that the feedback had been mainly positive. The second student survey would shortly be underway and the feedback obtained would also be used to inform progress with the action plan.
- The Board was pleased to note that Andrew Hunter had recently attended the NUS Scotland annual meeting and had stood for President. While unsuccessful in his bid for election to President, it had been successful in

raising the profile of colleges and their representation within NUS Scotland. The Board thanked Mr Hunter for putting himself forward and for raising the profile of, and issues affecting, the college sector. It was considered essential that colleges should achieve parity of esteem with the universities within this body.

- It was noted that progress was being made with the development of the Student Partnership Agreement. It was the intention that this would be brought to the next meeting of the Board. **[Action: SG; AH]**

The Board welcomed this report and the work being undertaken by the Students' Association Officers. The Board would also support the Student President in his efforts to raise the profile of colleges within NUS Scotland.

BM361 ESTATES: INCHINNAN/OAKSHAW PROJECT (EM207; FPM128)

The Board considered a paper setting out the case for investment of up to £1.5M to support developments on the Paisley Campus, namely moving the majority of activity from the Inchinnan to the Oakshaw building in order to improve the facilities for teaching and learning. The Estates Committee had agreed that this project was a key part of the Estate Strategy for the College. The Inchinnan building was considered no longer fit for purpose and this move would improve the teaching and learning environment for both staff and students. The Finance and General Purposes Committee had also supported this project and the proposed business case to fund it. It was proposed that project would be funded from the additional £942k of estates maintenance funding received during 2016/17 from the SFC, with the remainder being allocated from funds released from the net depreciation resource available to the College in 2016/17.

There was a particular time pressure associated with this project, as it was the intention to carry out the majority of the works over the summer months so that the new facilities would be ready for the start of next session when the students returned. It would be phased over a number of contracts but some of these projects might run concurrently in order to achieve the completion date of August 2017. Due to the phasing of the contracts authority would need to be delegated to the Principal to sign these contracts, bearing in mind that some of the individual contracts might be greater than £250k each (which was the current delegated limit for the Principal) subject to reporting back to the Board and Committees on progress.

In light of the above information and, on the recommendation of both the Estates Committee and the Finance and General Purposes Committee, the Board

RESOLVED that

- i. The Inchinnan/Oakshaw Project proceed as planned with investment of up to £1.5M being allocated to support this and a target completion date of August 2017;
- ii. The Principal be delegated authority to sign the contracts required to progress this project, even if individual contracts exceed the current delegated limit of £250k, subject to the overall cost remaining within the

budget limit of £1.5M and to report back to the Board and Committees on progress with this project. **[Action: AC; DA; AR]**

BM362 HUMAN RESOURCES REPORT 2016

The Board received the Human Resources Report 2016 which included a number of statutory metrics that had to be reported to the Board annually, along with a progress report on implementation of the People Strategy. The Organisational Development and HR (ODHR) Committee had discussed this report at its meeting and was aware that a Behaviours Framework was under development within the College as part of the action emerging from the College Improvement Plan. The Chair of the ODHR Committee was keen to bring strategic matters relating to people to Board meetings in the future and was keen that these matters were reflected in the strategic risk register. It was the intention that the first of these themed discussions would be on equality and diversity, as there had been a significant amount of progress within the College on this matter.

In discussion the Board welcomed the Human Resources Report 2016 and **agreed** that, subject to some minor editing, this be approved. **[Action: DG]**

BM363 COMMITTEE REPORTS

The Board noted the following reports:

.1 Remuneration Committee

The Board noted the report from the Remuneration Committee and particularly the following:

- i. **Pay Award to Principal and Executive** - The Committee had returned to consider the pay award to be made to the Principal and Executive. When the Committee had first considered this matter the pay award for Support Staff for 2016/17 had not been settled and further matters were still under discussion. While the Committee had decided the level of award it had been decided to withhold implementation of this until there was a resolution on this pay award. Now that this matter had been resolved the Committee had revisited its earlier decision and reached a different decision. The Board **agreed** with the decision of the Remuneration Committee that
 - a. the Principal and Vice Principals be offered a revised pay award on the basis that they would receive a cash payment of £550 for the period 1 August 2016 to 31 March 2017; and
 - b. the salary for the Principal and Executive have a review date of April 2017, and annually thereafter.
- ii. **Remit** - The Board also noted that during the review of the effectiveness of governance a matter had been raised relating to the remit and membership of the Remuneration Committee. The Board had previously agreed that the Remuneration Committee be chaired by the Chair of the

Corporate Development Committee on an interim basis. However, this would require a minor revision to the wording of the remit of the Remuneration Committee. The Board

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

‘The Vice Chair of the Board of Management, or the Chair of one of the standing Committees of the Board, will Chair the meetings.

If the chair is not available to chair the meeting then the members of the Remuneration Committee will appoint a chair from amongst those members present, but the Chair of the Board of Management may not chair meetings of the Remuneration Committee.’ **[Action: GMcA]**

.2 Nominations Committee

The Board noted the minutes of the meeting held on 27 February 2017 and particularly the following matters:

i. Remit (NM62) – the Board

RESOLVED that the membership of the Nominations Committee be amended to read as follows:

Membership

The membership shall be:

- The Chair of the Board of Management
- The Vice Chair of the Board of Management
- The Chairs of the standing Committees of the Board
- One staff member
- The Student President.

ii. Co-opted Membership (NM64) – on the recommendation of the Nominations Committee the Board

RESOLVED Wilma Bain’s appointment as a co-opted member of the Learning, Teaching and Quality Committee be extended for the period 1 April 2017 to 31 March 2018. **[Action: GMcA]**

iii. Membership of Board and Committees: Succession Planning (NM63) – it was noted that another recruitment round seeking potential new members would be initiated shortly.

iv. Senior Independent Member (NM65) – the Board noted information that had been provided by College Development Network on the role of the Senior Independent Member.

.3 Estates Committee

The Board noted the draft minutes of the meeting of the Estates Committee held on 27 February 2017. The Board noted the reports on progress with the following matters: the project plan for the Paisley Campus outline business case; the outline business case for the Greenock Campus; and the potential carbon reduction programme (District Heating System) at the Clydebank Campus. The Board welcomed this information.

.4 Finance and General Purposes Committee

The Board noted the minutes of the meeting of the Finance and General Purposes Committee held on 7 March 2017, and particularly the following matters:

- i. Review of Financial Regulations (FPM123)** – on the recommendation of the Finance and General Purposes Committee the Board **RESOLVED** that the amendments to the Financial Regulations be approved as proposed. **[Action: AR]**
- ii. IT Strategy (FPM120)** – the Board was pleased to note the progress made in implementing the IT Strategy.
- iii. Management Accounts (FPM121)** – it was proposed that consideration be given to providing 6 monthly financial updates to the Board. **[Action: DA]**
- iv. Banking Arrangements (FPM122)** – it was noted that the College would shortly transfer to the Scottish Government's banking service operated by the Royal Bank of Scotland. This was a requirement following the reclassification of the Colleges in April 2014. The terms of the loan covenants currently in place with the Bank of Scotland and the Clydesdale Bank had been amended to reflect this change.
- v. Procurement and Commercial Improvement Plan (FPM124)** – the Board noted the outcome of the Procurement and Commercial Improvement Plan (PCIP) review that had taken place in December 2016. This was the first of such reviews and the College had performed well.

.5 Audit Committee

The Board noted the minutes of the meeting of the Audit Committee held on 9 March 2017, and particularly the following matters:

- i. External Audit Fee 2016/17 (AM246)** – the Board noted the external audit fee to be paid to Mazars, the new External Auditors, in 2016/17.
- ii. Annual Review of Effectiveness of External Audit Function (AM 248)** – the Board noted that a review of the effectiveness of the external auditors, Wylie & Bisset, had been conducted when they completed the term of their appointment. The review confirmed that Wylie & Bisset had worked constructively with the College and the Audit Committee had been satisfied with their performance.
- iii. Additional information** – the Chair of the Audit Committee informed the Board that the outcome of the judicial review into the removal of the Board at Clyde College had been published. The action raised by the member of staff on the Board had been refused.

.6 Organisational Development and HR Committee

The Board noted the draft minutes of the meeting of the Organisational Development & HR Committee held on 15 March 2017, and particularly the following matters:

- i. **Remit (OM126)** – the Board had approved the process for approving and implementing a Voluntary Severance Scheme at an earlier meeting. The Organisational Development & HR Committee had an important role to play in this process which needed to be reflected in its remit. The Board **RESOLVED** that the remit of the Organisational Development & HR Committee be amended by the addition of paragraph f as follows (all subsequent paragraphs will be adjusted to reflect this addition):
 - f) To consider the scope and terms of any voluntary severance scheme to be introduced and to make any recommendations to the Board accordingly; to receive regular monitoring reports from the group established by the Board to manage the voluntary severance scheme for College staff (apart from those falling under the responsibility of the Remuneration Committee): these reports to provide information on the numbers applying, the number of cases approved, the total costs involved and the potential savings to be achieved; to report on a regular basis to the Board on the implementation of the voluntary severance scheme.

The Committee will also report to the Board on any cases that are approved outwith the voluntary severance scheme. **[Action: GMcA]**

.7 Joint Meeting of Audit and Finance & General Purposes Committee

The Board noted the minutes of the joint meeting of the Audit and the Finance & General Purposes Committee held on 22 November 2016.

BM364 STRATEGIC RISK REGISTER (BM343)

The Board considered the Strategic Risk Register which had been updated in light of the points emerging in discussion at each of the Committee meetings. It was noted that the impact of SFC funding changes had now increased and was considered to be the top risk facing the College. In discussion it was **agreed** that further consideration would be given to industrial relations and the impact of the outcomes of National Bargaining in light of the potential threat of industrial action by the EIS. **[Action: DA]**

The Board **agreed** that the Strategic Risk Register be approved.

BM365 BOARD: MEMBERSHIP, DATES OF MEETINGS AND SCHEDULE OF BUSINESS (BM344)

The Board noted the current Board and committee membership, the schedule of business and the dates of Board and committee meetings for 2016/17.

The Board also **agreed** that it would meet on the following dates in 2017/18:
9 October 2017 at the Greenock Campus
4 December 2017 at the Paisley Campus
5 February 2018 at the Paisley Campus (plus development and/or strategic session)
26 March 2018 at the Clydebank Campus
18 June 2018 at the Paisley Campus.

BM366 REPORT ON DELEGATED ACTION TAKEN SINCE LAST MEETING

The Board noted that the Chair had approved the response to the Scottish Government Consultation on the Draft Gender Representation on Public Boards (Scotland) Bill, which had been submitted by the deadline of 17 March 2017.

BM367 NEXT MEETING

Monday 19 June 2017 at 4.00 p.m. at the Paisley Campus.

GMcA/12.04.17/Final