

## Draft Minute of Board Meeting held on Monday 29 August 2016

<b>Present</b>	
Margaret Cook (Chair)	Clare Ireland
Alisdair Barron (Chair, COGC)	Caroline MacDonald
Paul Buchanan	David Newall (Chair, GCC)
Lesley Garrick	Leonie O'Connor
Ian Gilmour	Jim O'Donovan
Irving Hodgson (Chair, GKC)	
<b>In Attendance</b>	
Robin Ashton (Executive Director)	Eric Brownlie (GCC)
Sandra Hampson (Executive Assistant)	Abigail Kinsella (Glasgow City Council)
Eleanor Harris (Depute Principal, GCC)	John Laird (Education Scotland)
Paul Little (Principal, COGC)	Linda McLeod (Scottish Funding Council)
Paul McAllister (Secretary to the GCRB Board)	
Alan Sherry (Principal, GKC)	Jackie Russell – <b>(by telephone)</b>
David Walker (Student President GKC) - <b>Observer</b>	Carol Kirk – <b>(by telephone)</b>
<b>Apologies</b>	
Frank Coton	Grahame Smith
Maureen McKenna	Susan Walsh (Principal, GCC)

### 1. Introduction and Apologies

Paper No: Verbal

#### 1.1 Discussion

The Chair welcomed:

- Lesley Garrick and Paul Buchanan to their first GCRB Board meeting;
- David Newall, Chair, GCC to his first GCRB Board meeting and the two other Assigned College Chairs, Alisdair Barron and Irving Hodgson;
- Principals, Alan Sherry and Paul Little and Eleanor Harris, Depute Principal, GCC joining on behalf of Susan Walsh;
- Jackie Russell and Carol Kirk – joining by telephone conference;
- David Walker, GKC Student President, observing the meeting.

Apologies were noted for Frank Coton, Maureen McKenna, Grahame Smith and Susan Walsh.

## 2. Declarations of Interest

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Paper No: Verbal

### 2.1 Discussion

The Chair reminded members that it is their personal responsibility to indicate to the Chair at any point during the meeting if they have, or may be perceived as having, a conflict of interest under any item on the agenda.

Paul Little declared an interest in agenda item 9; Alan Sherry declared an interest in agenda items 7, 8 and 9 and Eleanor Harris declared an interest in agenda items 8 and 9.

## 3. Chair's Business

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Paper No: Verbal

### 3.1 Discussion

The Chair confirmed that the list of events and meetings normally included in the Chair's Business had been sent to Board members ahead of the meeting as agreed at the 1 July, 2016 Board meeting.

The Chair informed the Board that she had met with John Kemp, Chief Executive, SFC to gain some feedback on their attendance at the last Board meeting held on 1 July, 2016. The Board heard that the SFC were impressed by the members working as a Board and that it had been a more effective meeting than the previous one held in October, 2015. Detailed discussions had taken place with members clearly prepared.

Following that meeting the SFC had met with each of the Principals and the Executive Director of the GCRB and then met with the Chair to provide feedback. The SFC found that the staffing structure within the GCRB was correct however felt that there could be better engagement between GCRB and the Assigned College Boards. The Chair met with the three Assigned College Chairs following this feedback.

The Board heard that John Kemp had been invited to attend the next Board meeting in October and discussion would take place with regards to the role of GCRB and SFC once fully-fundable status was in place.

## 4. Minute of Board Meeting held on 1 July 2016

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Paper No: BM1-A

### 4.1 Decision

The Board **agreed** the minute was a true record.

## 5. Matters Arising

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Paper No: BM1-B

### 5.1 Discussion

The Executive Director presented the Matters Arising paper to the Board.

The Chair then suggested to the members that the Board take two items from later in the agenda to allow these to be considered before Leonie O'Connor had to leave the meeting. These were Item 16, Corporate Governance Update and Item 9, Assigned College Outcome Agreement Funding Recommendations.

## 16. Corporate Governance Update

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Paper No: BM1-L

### 16.1 Discussion

The Secretary to the Board presented an update on the potential conflict of interest issues with regards to college member participation in assigned college funding decisions. The Board heard that both the SFC and Scottish Government are of the view that the Post-16 Education Act intended college members to participate fully in the working of the Regional Board and suggested that GCRB seek a dispensation, or amend its code of conduct and request approval by the Standards Commission. The Standards Commission however confirmed their view that college chairs could not participate in the funding decisions as guided by the model code. Any consideration of conflict for the staff and student members however would be a personal issue for them. Members were informed that at a subsequent meeting between the GCRB Chair and assigned college Chairs it was agreed that whilst the GCRB Board considers more fully the advice given by the SFC and Standards Commission, assigned college chairs would not participate in GCRB Board funding decisions prior to the determination of funding allocations.

The Board discussed the conflict of interest issue at length and agreed that when legislation was written it did not take account of regional Boards and it was clear if change was required then the Code would have to be changed.

On a final note on this agenda paper, the Secretary to the Board requested that the GCRB Chair and the Chair of the Nominations and Remuneration Committee ensure that necessary cover arrangements be put in place when the current Board Secretary steps down.

### 16.2 Decision

The Board agreed to:

- **approve** the appointment of David Biggart to the Board of Glasgow Kelvin College for a term of two years with effect from 1 September, 2016;
- **approve** a change to the terms of appointment for Colin McMurray to a period of three years and for Stuart Patrick to a period of four years to the City of Glasgow College Board;
- **approve** the appointment of the following candidates to the Board of City of Glasgow College with effect from 1 August, 2016:
  - Scott Cooley – 2 years
  - Carolyn Davidson – 2 years
  - Keith Rosser – 2 years

- David Watt – 4 years
- **approve** Paul Buchanan to join the Performance and Resources Committee and Lesley Garrick to join the Nominations and Remuneration Committee;
- **note** that GCRB seek to recruit an additional Board Member with suitable financial experience.

## 9. Assigned College Outcome Agreement Funding Recommendations

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Paper No: BM1-F

### 9.1 Discussion

Paul Little, Alan Sherry and Eleanor Harris left the meeting.

The Executive Director presented the paper to the Board and a general discussion was held initially covering the following aspects of the funding paper; the funding model used and its planned re-modelling; clarification on the individual colleges' input to the funding paper; the assessment of need in terms of the capital grant allocation; and the review process for funding in future years. The discussion was finalised with comments from each of the assigned college Chairs who, in turn, acknowledged the work done to develop the strategy for the region and agreed they would not be involved in the funding decision.

The Chair thanked Leonie O'Connor for her support both to the Board and in her role as Chair of the Audit Committee.

### 9.2 Decision

The Board:

- **noted** the SFC funding allocation to the Glasgow Region for 2016/17 college outcome agreements;
- **agreed** that in light of the decision not to award the Glasgow College Region full transitional funding, GCRB management should confirm with the SFC that the Glasgow region will not undertake further additional activity in 2016/17 beyond the Credit total of 368,574 specified in the SFC funding announcement;
- **noted** the progress made by GCRB and college management over the course of this academic year to develop a regional funding model and the commitment to continue to further develop the regional funding approach for 2017/18 and beyond;
- **endorsed** the proposed assigned college funding allocations and **requested** the GCRB Executive Director to confirm these with the Scottish Funding Council; and
- **requested** the Executive Director to continue to work with Glasgow college and SFC colleagues to review regional funding approaches, including capital grant allocation and provide a report on this to a future meeting of the GCRB Board.

Paul Little, Alan Sherry and Eleanor Harris re-joined the meeting.

Linda McLeod, Scottish Funding Council and Dr John Laird, Education Scotland were invited to join the meeting.

## 7. Glasgow Kelvin College Education Scotland Action Plan

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Paper No: BM1-D

### 7.1 Discussion

The Chair welcomed Dr John Laird, HMI, Education Scotland to the meeting who began by distributing a briefing note to the Board which highlighted the main points for action and progress summary. Assigned College Chair for GKC asked for it to be noted that the report did not acknowledge that areas in the report were already in place but were not recognised. The Board noted and congratulated Glasgow Kelvin College on the progress made.

John Laird left the meeting.

## 8. SFC Post Merger Evaluation Reports for GKC and GCC

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Paper No: BM1-E

### 8.1 Discussion

Linda Mcleod, SFC Assistant Director/Outcome Manager was welcomed to the meeting and presented the report to the Board and highlighted the significant evidence provided within the reports that the mergers had improved opportunities, experiences and outcomes for learners, staff and stakeholders whilst taking account of the ongoing merger and regionalisation related challenges for Glasgow Kelvin College and Glasgow Clyde College.

The Board heard that a comparison review was done at 6 months and then at 2 years and that both reports highlighted progress over the review timeframe.

Linda McLeod left the meeting.

## 10. Development of GCRB Strategic Plan

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Paper No: BM1-G

### 10.1 Discussion

The Executive Director presented a high-level action plan for overall strategy development and a proposed format of the half-day event and invited the Board to suggest additions or amendments to the initial planning ideas. The Board agreed this was a good opportunity to clarify what the role of GCRB is and the importance of having a clear strategy for itself.

## 11. Risk Register

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Paper No: BM1-H

### 11.1 Discussion

The Board **noted** the risk register.

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## 12. Calendar of Future Board and Committee Meetings

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Paper No: BM1-I

### 12.1 Discussion

The Executive Director presented the calendar of future Board and Committee meetings and explained issues that arose with the scheduling.

The Board **agreed** that a full Board meeting be held in December in place of the planned short Special Board meeting held to sign off the accounts.

## 13. Board Long-term Agenda

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Paper No: BM1-J

### 13.1 Discussion

The Executive Director presented the long-term agenda to the Board and invited any suggestions or amendments to the list.

## 14. Internal Audit Procurement

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Paper No: BM1-R

### 14.1 Decision

The Board agreed to approve the appointment of the recommended tenderer, Henderson Loggie, for the internal audit service for the period 2016/17 to 2020/21.

## 15. Board and Member Evaluation Arrangements

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Paper No: BM1-K

### 15.1 Discussion

The Chair of the Nominations and Remuneration Committee presented this paper and the Board discussed the processes involved with the suggested recommendations. Some concerns were raised over the introduction of requirements for an annual externally facilitated review.

### 15.2 Decision

The Board:

- **noted** the guidance on evaluating Board and member effectiveness provided within the Code of Good Governance for Scotland's Colleges';
- **noted** the draft revisions being made to the Code of Good Governance for Scotland's Colleges and in particular, the additional requirement to evaluate the performance of assigned college Chairs and to undertake an externally facilitated evaluation of Board effectiveness;

- **noted** the proposals made for GCRB board evaluation arrangements for the 2016/17 academic year;
- **agreed** the processes for appraisal of the GCRB Chair, appraisal of committee chairs, appraisal of individual members and appraisal of assigned college chairs; and
- **noted** that board training requirements will be identified through the proposed self-evaluation survey.

## **17. GCRB Running Costs**

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Paper No: BM1-M

### **17.1 Discussion**

The Board **noted** the report.

## **18. Use of Delegated Authority**

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Paper No: BM1-N

### **18.1 Discussion**

The Board **noted** the report.

## **19. Reports from Committees**

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Paper No: BM1-O, BM1-P, BM1-Q

### **19.1 Discussion**

The Board **noted** the following reports from Committees:

- Audit Committee on 13 June, 2016
- Nominations and Remuneration Committee on 15 August 2016
- Performance and Resources Committee on 15 August 2016

## **6. Regional Update on Developing the Young Workforce (Presentation)**

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Paper No: BM1-C

### **6.1 Discussion**

Abigail Kinsella and Eric Brownlie were invited to join the meeting and presented a regional update on Developing the Young Workforce.

## 20. Date of Next Meeting

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Paper No: Verbal

### 20.1 Discussion

The Board **agreed** the next meeting would take place on Monday, 31 October at Cardonald Campus, Glasgow Clyde College.

The Chair concluded the meeting by thanking Paul McAllister, Secretary to the Board for all his help and support.