

## Draft Minute of Board Meeting held on Monday 27 January 2025

<b>Present</b>	
Janie McCusker (Chair)	Sean McGovern
Dave Anderson (items 1-15)	Des McNulty
Caroline Bysh	Alastair Milloy
Helyn Gould	Jill Montgomery
Serena Hay	David Newall
Clare Ireland	Sakshi Sircar
Ciara McCarthy	Paul Smart
Ed McGrachan	Martina Tuskova
	Verity Watson
<b>In Attendance</b>	
Alan Sherry (Interim Chief Officer)	David Archibald (Internal Auditor)
Penny Davis (Board Secretary)	Joanna Campbell (Principal Designate, GKC)
Jim Godfrey (Finance and Resources Director)	Paul Little (Principal, CoGC) (items 1-15)
Breea Keenan (Communications Lead)	Derek Smeall (Principal, GKC)
Wendy Odedina (Head of Service)	Jon Vincent (Principal, GCC)
	Andy Gardiner (Interpreter)
	Nicola Wood (Interpreter)
<b>Apologies</b>	
Moira Connolly	Ian Patrick
Chantel McCallum (GCRSE Chair)	Darren Pirie
	Andria Reid

### 1. Introduction

Paper No: Verbal

#### 1.1 Discussion

The Chair welcomed members and attendees to the meeting and thanked City of Glasgow College for hosting.

She welcomed Serena Hay to the meeting as the newly elected Teaching Staff Board Member further to the election process. She proposed that Serena join the Performance and Resources committee of the board which was **agreed**.

The Chair also welcomed:

- David Archibald, Internal Auditor, who would lead the risk workshop at the end of the agenda;
- Joanna Campbell, as an observer, who will become Principal of Glasgow Kelvin College when Derek Smeall retires;
- Andy Gardiner and Nicola Wood providing sign language interpretation for Ciara McCarthy; and
- Alan Sherry, Interim Chief Officer, to his first board meeting.

The Chair noted that the agenda has been structured to allow business items to be taken at the start of the meeting (items 7-10), then items for information which are taken as read

(items 11-14) and then the remainder of the meeting will be focused on the arrangements concerning the dissolution of GCRB and transitional arrangements.

The Chair noted in relation to item 16, GCRB voluntary severance scheme, given this is an employment matter, this item would be for board members only and attendees and observers should leave the meeting for this item, as well as GCRB staff members.

She finally noted that the Senior Independent Member (SIM) feedback to the board on the performance of the Chair is usually taken at this meeting in the board calendar, however it will now be taken at the next meeting of the board as the SIM is unable to attend this meeting.

## **2. Apologies**

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Paper No: Verbal

### **2.1 Discussion**

Apologies were noted for Ian Patrick, Darren Pirie, Moira Connolly, Andria Reid and Chantell McCallum.

It was noted that Dave Anderson and Paul Little required to leave for another meeting at 1500hrs.

## **3. Declarations of Interest**

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Paper No: Verbal

### **3.1 Discussion**

The Chair notified members that it is each member's personal responsibility to indicate at any time during the meeting if they have, or may be perceived as having, a conflict of interest under any item on the agenda.

GCRB staff members declared an interest in item 16 – voluntary severance scheme.

## **4 Chair's Business**

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Paper No: Verbal

### **4.1 Discussion**

The Chair noted that since the last meeting of the board in October, the main focus of her work has been around the Ministerial decision to dissolve the regional strategic bodies in Glasgow (and Lanarkshire). This has involved discussions with Scottish Government, SFC and with the Chairs and Principals. She noted that whilst dissolution is the focus, it was important to note that GCRB is still being held to account during this period.

She noted that following today's meeting, she would write to members to set up a one-to-one meeting over February/March. This is in line with the board's evaluation process, however will be tailored in line with working towards dissolution.

Following feedback from the SIM, she noted that she will reinstate informal group meetings of the non-executive directors. This is in addition to her meetings with Chairs and Principals as a group, and she noted that she is content to meet with staff and student members as a group, if they also wish.

#### 4.2 Decision

The board noted the verbal report.

### 5 Minute of Previous meetings

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Paper No: BM2-A and BM2-B

#### 5.1 Decision

##### **Meeting held on Monday 28 October 2024 (BM2-A):**

The minute of the meeting held on Monday 28 October 2024 was **agreed** as a true and accurate record.

##### **Decision by Correspondence (verbal)**

The Chair **confirmed** for the record the decision by correspondence taken by the board on 9 December 2024 to approve the appointment of Joanna Campbell as the new Principal of Glasgow Kelvin College and to agree the extension of two appointments to the Glasgow Clyde College Board of management.

##### **Decisions via Scheme of Delegation (BM2-B):**

The board **noted** the following funding decisions made by the Interim Chief Officer via the scheme of delegation:

- the allocation of £500,000 in respect of ESOL and the distribution to Glasgow Clyde College, for 2024-25; and
- the allocation of £84,500 in respect of free period products, and the distribution to the three Glasgow colleges, for 2024-25.

### 6 Matters Arising

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Paper No: BM2-C

#### 6.1 Discussion

The Board Secretary presented the matters arising paper detailing progress and completion of previous actions. She noted that some actions from the previous meeting had been reassessed given the announcement to dissolve GCRB.

#### 6.2 Decision

The board **noted** progress against actions agreed at earlier meetings.

## 7. Annual Report and Consolidated Financial Statements 2023-24

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Paper No: BM2-D, BM2-E and BM2-F

### 7.1 Discussion

#### Letter of Representation (BM2-D)

The Finance and Resources Director presented the letter of representation noting this as a procedural item that sits alongside the annual report and financial statements. If approved, he noted that this would be signed by the Chair and Interim Chief Officer.

#### Annual Report of the External Auditor (BM2-E)

The Finance and Resources Director spoke to the Annual Report of the External Auditor, and noted that this has been presented by the External Auditor at the Audit and Assurance Committee and considered in depth. He confirmed that there are no matters of concern to bring to the board's attention with regard to the annual report and consolidated financial statements.

#### Annual Report and Consolidated Financial Statements 2023-24 (BM2-F)

The Finance and Resources Director presented the annual report and financial consolidated statements for 2023-24 covering GCRB and the three assigned colleges. He confirmed that for GCRB as a sole entity, the board approved a planned deficit for this year due to the monies brought forward from the previous year, and a reduction in the funds used through the regional grant.

He confirmed that the layout and format are consistent with the accounts direction and that these had also been considered and recommended for approval at the Audit and Assurance Committee.

### 7.2 Decision

#### Letter of Representation

The board **agreed** to approve that the letter be signed by the GCRB Chair, and GCRB Executive Director, on behalf of the Board.

#### Annual Report of the External Auditor

The board **considered** the annual report of the external auditor 2023-24 and **noted** that, in the opinion of the external auditor, the audit report provides assurance as follows:

- "Give a true and fair view of the state of affairs of the Glasgow Colleges' Regional Board and its group as at 31 July 2024 and of its deficit for the year then ended;
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and

- Have been prepared in accordance with the requirements of the Further and Higher Education (Scotland) Act 1992 and directions made thereunder by the Scottish Funding Council.”

### **Annual Report and Consolidated Financial Statements 2023-24**

The board **approved** the Annual Report and Consolidated Financial Statements 2023-24 and wished to put on record their thanks to the GCRB Finance and Resources Director, college finance teams and the external auditor for their work on this significant item.

## **8. Committee Annual Reports**

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Paper No: BM2-G

### **8.1 Discussion**

The Board Secretary presented the committee annual reports, noting no areas of concern or any proposed changes to terms of reference.

The Chair noted that she will continue to review to committee structure and business as more information emerges regarding dissolution and timelines for any associated decision making.

### **8.2 Decision**

The board **noted** the annual reports provided by the Nominations & Remuneration Committee, Audit & Assurance Committee, and Performance & Resources Committee.

## **9. College Self-Evaluation and Action Plans**

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Paper No: BM2-H

### **9.1 Discussion**

The Interim Chief Officer presented the paper setting out the new SFC outcomes process which replaces the previous regional outcome agreement structure. He noted the role of GCRB is purely for information, as prescribed by the SFC.

The board welcomed the reports from each college and discussed similarities and differences in their content and presentation. The board discussed retention rates specifically and the factors affecting these figures, at college level, regionally and nationally.

### **9.2 Decision**

The Board **noted** the College SEAP reports.

The Chair of City of Glasgow College **agreed** to share with the GCRB Chair, and board, a project brief he is developing into research on non-completion rates.

## 10 Education Scotland Thematic Review of Glasgow College Region

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Paper No: BM2-I

### 10.1 Discussion

The Interim Chief Officer presented the report which he noted has been undertaken at the request of the SFC. He noted that the report paints a very challenging picture and its statements that little meaningful collaboration is happening in a systemic way across the colleges. He highlighted the three recommendations which are for the colleges to take forward in light of the decision to dissolve GCRB.

The Principals of the colleges spoke to the report and challenges in funding, Glasgow being the worst funded region in Scotland, deprivation not being considered, the lasting impact of COVID and the cost of living crisis, the withdrawal of FWDF and decreasing staff levels. College Chairs and Principals noted that they are working together to discuss next steps. The board discussed the benefits of working with the larger Glasgow city region to strengthen arguments at a regional level.

### 10.2 Decision

The board **noted** the report.

It was **agreed** to seek a joint meeting between assigned colleges Chairs and Principals, and the GCRB Chair and Interim Chief Officer, with the new Chief Executive of the SFC to discuss the matters raised at an appropriate point following internal discussions. The Chair also **agreed** to consider how Student Presidents could be engaged in this discussion moving forward.

## 11. Ministerial Letter of Guidance to SFC

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Paper No: BM2-J

### 11.1 Discussion

The Board **noted** the report for information.

## 12. Communications Update

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Paper No: BM2-K

### 12.1 Discussion

The Board **noted** the report for information.

## 13. Use of Delegated Authority

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Paper No: BM2-L

### 13.1 Discussion

The Board **noted** the report for information.

## 14. Committee Matters

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Paper No: BM2-M, N, O, P, Q

### 14.1 Discussion

The Board **noted** the draft minutes from committees.

## 15 Dissolution of Regional Strategic Body

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Paper No: BM2-R

### 15.1 Discussion

The Interim Chief Officer presented the paper providing an overview of discussions pertaining to the proposed dissolution of GCRB by 31 July 2025 including the establishment of a tripartite group between GCRB, SFC and Scottish Government to oversee the transition process.

He confirmed that GCRB remains accountable until 31 July 2025, however the SFC are beginning to have conversations with individual colleges regarding the funding allocation for 2025-26. He confirmed that the SFC's position is that all costs associated with dissolution will come from within the region.

He noted that GCRB will keep board members, and College Chairs and Principals, briefed routinely throughout the process. He invited College Chairs and Principals to do likewise with GCRB on their discussions with the SFC.

The board discussed the legislative process and timescales as well as contingency planning if timescales are not met.

### 15.2 Decision

The board:

- **noted** the contents of the report;
- **noted** that the Scottish Government will proceed with the dissolution of GCRB subject to the parliamentary process;
- **noted** the establishment of the tripartite working group;
- **requested** the Interim Chief Officer to circulate the agreed transition plan when available; and
- **noted** the Risk Assessment workshop to be held at the conclusion of the Board meeting.

The Chair and Principal of City of Glasgow College left the meeting at this stage.

## 16 GCRB Voluntary Severance Scheme

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Paper No: BM2-S

### 16.1 Discussion

*Jim Godfrey, Penny Davis, Breea Keenan, Wendy Odedina, Paul Little, Jon Vincent, Derek Smeall and Joanna Campbell left the meeting for this item.*

The Interim Chief Officer presented the paper on the draft voluntary severance scheme including a covering paper setting out the background and context, the proposed scheme itself, a draft copy of the Annex B proforma to send to the SFC, and the equality impact assessment.

### 16.2 Decision

After considerable discussion, the board **agreed** to approve the Voluntary Severance Scheme and requested that the Interim Chief Officer forward it to the Scottish Funding Council for its endorsement.

## 17 Risk Register Workshop

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Paper No: Verbal

### 17.1 Discussion

*Jim Godfrey, Penny Davis, Breea Keenan, Wendy Odedina, Paul Little, Jon Vincent, Derek Smeall and Joanna Campbell re-joined the meeting at this stage.*

The Internal Auditor led the risk workshop focussing on the dissolution of GCRB.

The board discussed risks and mitigations on the following areas:

- Reputational risks and the need for effective communication between GCRB and the assigned colleges, with external stakeholders, and the need for clarity from SFC during this period.
- Governance risks and the need for roles and responsibilities to be clear for in year and future planning and appropriate contingency planning if timescales are not met.
- People risks and planning for the possibility of staffing capacity issues or the board becoming inquorate or without a non-executive balance for decision making. Also includes risks on voluntary severance and TUPE of staff and the risks of staff not being treated fairly.
- Financial risks with the SFC noting no additional funds for dissolution and funding coming from the regional allocation. Also linked to people risks and the potential need to address any resourcing matters.

The board also discussed that the mitigations for many of the risk associated with dissolution lie with the SFC. The Interim Chief Officer noted that he will raise these as part of the tripartite meetings and work with the SFC to provide assurance to the board in this regard.

### 17.2 Decision

It was **agreed** that the internal auditor would capture the discussions and work with the Interim Chief Officer and GCRB Executive Team on the creation of the new risk register for the dissolution process.

## 18. Long Term Agenda

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Paper No: BM2-T

### 18.1 Discussion

The Board **agreed** the long-term agenda

## 19. Review of Disclosable Status

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Paper No: Verbal

### 19.1 Discussion

The Board Secretary confirmed the following papers as non-disclosable:

BM2-D: letter of representation

BM2-E: annual report of external auditor

BM2-F: annual report and financial consolidated statements 2023-24

BM2-H: College Self Evaluation and Action Plans

BM2-I: Thematic Report Education Scotland

BM2-N: Draft minute N&R committee 5 December 2024

BM2-O: Draft minute N&R committee 16 December 2024

BM2-P: Draft minute N&R committee 20 December 2024

BM2-R: Dissolution of GCRB

BM2-S: GCRB Voluntary Severance Scheme

## 20. Date of Next Meeting

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Paper No: Verbal

### 20.1 Discussion

The Chair informed the board that the date of the next meeting originally scheduled for 28 April will be rescheduled in line with the transition plan and members will be informed of a new date as soon as possible.