

Draft Minute of Board Meeting held on Monday 29 January 2024

Present	
Janie McCusker (Chair)	Ian Patrick
Moira Connolly	Sakshi Sircar
Clare Ireland	Paul Smart
Ed McGrachan	Martina Tuskova
Alastair Milloy	Verity Watson
David Newall	
In Attendance	
Martin Boyle (Executive Director)	Wendy Odedina (Executive Assistant)
Penny Davis (Board Secretary)	Leo Subido (Chair GCRSE)
Jim Godfrey (Finance and Resources Director)	Jon Vincent (Principal, GCC)
Breea Keenan (Communications Lead)	Paul Little (Principal CoGC)
Derek Smeall (Principal GKC)	Jill Montgomery (EIS FELA)
Sue Roberts (PM Environment and Sustainability)	Dr Mairead Wood (HEFESTIS)
Apologies	
Alisdair Barron	Des McNulty
Chris Bones	Sonique Noriega
Helyn Gould	Chris Greenshields (Unison)
Sheila Meikle	

1. Introduction

Paper No: Verbal

1.1 Discussion

The Chair welcomed members and attendees to the meeting. She welcomed Dr Mairead Wood who would be delivering a training session to the board on GDPR.

She noted that Sonique Noriega, new Student President for Glasgow Kelvin College, has been elected by the Glasgow Colleges Regional Student Executive (GCRSE) as a student board member for GCRB. She noted that Sonique is unable to join the meeting and that the Board would be asked to confirm her appointment later on the agenda.

She noted that this is the final meeting for Chris Bones before his term on the board comes to an end, and noted whilst Chris was unable to attend this meeting, she wished to record formal thanks to Chris for his contribution to the Board for the purpose of the minute.

The Chair noted that the Senior Independent Member will present a verbal item on the evaluation of the Board Chair at the end of the meeting and that only board members and the board secretary should remain for this item.

2. Apologies

Paper No: Verbal

2.1 Discussion

Apologies were noted for Alisdair Barron, Chris Bones, Helyn Gould, Des McNulty, Sheila Meikle, Sonique Noriega and Chris Greenshields.

3. Declarations of Interest

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.

4 GDPR Training

Paper No: Presentation

4.1 Discussion

Dr Wood provided a training session to members on the definitions and principles of GDPR, along with an update on the legislative landscape. She spoke to the specific responsibilities of GCRB as an organisation and for board members individually.

4.2 Decision

The board **noted** the training session as very helpful. It was **agreed** to circulate the presentation slides after the meeting to members.

Dr Wood **agreed** to create a guidance note for board members on the use of personal email addresses and devices when conducting board business.

5 Chair's Business

Paper No: Verbal

5.1 Discussion

The Chair confirmed the extension to her re-appointment to the position of Regional Chair for Glasgow's Colleges, by the Scottish Government, for up to two years. She noted that the terms of her appointment reflect the need to deliver reform for the region.

The Chair referred to comments from the Scottish Government Public Audit Committee, which had been shared with members via email, in that a decision on regional reform may be announced in the next few months. She noted that she and the Executive Director continue to meet with the Minister, Scottish Government officials and the Scottish Funding Council to seek further clarity. She noted that should a decision be made in advance of the next

scheduled board meeting at the end of April, then she would seek to convene an extraordinary meeting of the board.

She noted that any matters arising from discussions with the Minister of which the Board should be informed would be brought to members' attention at an appropriate juncture.

5.1 Decision

The board **noted** the update.

6 Executive Director's Business

Paper No: Verbal

6.1 Discussion

The Executive Director provided a verbal report on his key areas and his recent internal and external engagement. He noted that industrial action from the end of 2023 calendar year has been resolved however EIS FELA have recently agreed national 'action short of strike action' to commence from 12 February.

He informed the Board that the GCRB Executive Assistant had completed ten years of service with the organisation.

6.2 Decision

The board **noted** the verbal report.

7 Minute of Previous Meetings

Paper No: BM2-A

7.1 Decision

The minute of the meeting held on 30 October 2023 was **agreed** as an accurate record.

For the purposes of the record, the Chair noted the decisions by correspondence taken by the board as follows:

- 23 November 2023: the board agreed to extend the appointments of one member of the board of management of City of Glasgow College and two members at Glasgow Clyde College.
- 14 December: the board approved the appointment panel and process for the recruitment of up to 4 new non-executive board members for the GCRB board.

With regard to the GCRB non-executive recruitment, the Chair noted that the panel has met to consider the skills requirements and documentation and that the advert for these posts will be 'live' as of Friday 9 February. She noted that members will receive information from the Marketing and Communications Lead inviting them to share these opportunities with their networks.

8 Matters Arising

Paper No: BM2-B

8.1 Discussion

The Executive Director presented the matters arising paper detailing progress and completion of previous actions.

8.2 Decision

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

It was **agreed** to provide an update on the action from the minute under 12.2, relating to the Outcome Agreement Evaluation 22-23, to the next meeting of the board.

9. Glasgow Colleges Regional Student Executive Update

Paper No: Presentation

9.1 Discussion

The Chair of the GCRSE delivered a presentation regarding a survey on student mental health completed at City of Glasgow College. They noted that it is hoped this survey can be used in Glasgow Clyde and Kelvin Colleges to enable regional data to be gathered.

They noted that the GCRSE are working together to collaborate on campaigns and regional sign posting of support services. The Chair of the GCRSE noted that he has also met with Moira Connolly, GCRB board member, to seek her professional advice and support in this area.

The Principal of Glasgow Clyde College spoke to work taking place nationally and agreed to send information to the GCRSE.

9.2 Decision

The board **noted** the presentation.

10 Annual Report and Consolidated Financial Statements 2022-23

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

10.1 Discussion

- **Annual Report of the Internal Auditor 2022-23 (BM2-C)**

The Finance and Resources Director presented the report noting the clean audit opinion of the internal auditor.

The board welcomed the report and noted in particular the recommendation around a collaborative approach to managing financial risks.

- **Letter of Representation 2022-23 (BM2-D)**

The Finance and Resources Director presented the letter of representation noting standard wording that had been considered by the Audit and Assurance Committee and recommended for approval.

- **Annual Report of the External Auditor 2022-23 (BM2-E)**

The Finance and Resources Director noted the annual report of the external auditor noting that this is the first year of the new external auditors for the region, Audit Scotland. He noted the unqualified opinion of Audit Scotland on the accounts.

He highlighted the adjustment around the pension asset and how this has been valued. He noted the reduction in employer pension contributions has delivered a significant reduction and saving for colleges.

He noted that this report will be published when the accounts are laid before parliament later in the year.

- **Annual Report and Consolidated Financial Statements 2022-23 (BM2-F)**

The Finance and Resources Director presented the report noting these cover GCRB as an individual organisation and also the group accounts for the whole region. He noted his thanks to college finance colleagues for their work in supporting this process.

He noted that it has been beneficial to have a fresh set of eyes with the new external auditor and there are some minor layout and presentation changes as a result. He confirmed that the report has been recommended for approval by the Audit and Assurance Committee.

10.2 Decision

The board firstly wished to record thanks to all GCRB and college staff for the work on these reports.

- **Annual Report of the Internal Auditor 2022-23 (BM2-C)**

The board **considered** the Annual Report of the Internal Auditor 2022-23 and **noted** that, in the opinion of the Internal Auditor, “GCRB has adequate and effective arrangements for risk management, control and governance.”

- **Letter of Representation 2022-23 (BM2-D)**

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

- **Annual Report of the External Auditor 2022-23 (BM2-E)**

The board **considered** the annual report of the External auditor 2022-23 and **noted** that in the opinion of the external auditor, the audit report provides:

- “An unqualified opinion on the financial statements;

- An unqualified opinion on regularity; and
 - An unqualified opinion on other prescribed matters.”
- **Annual Report and Consolidated Financial Statements 2022-23 (BM2-F)**

The board **approved** the Annual Report and Consolidated Financial Statements 2022-23.

11 Budget and Finance Update

Paper No: BM2-G

11.1 Discussion

The Executive Director presented the report further to the announcement of the draft Scottish budget at the end of the calendar year. In advance of funding decisions that the GCRB will be required to take at its next meeting, he noted that the report provides a clear context within which these decisions will be taken.

He confirmed the end of the Flexible Workforce Development Fund noting that the sector continues to advocate for its reinstatement. He confirmed 4.7% as the overall reduction to funding for the sector.

Board members and attendees discussed the significant financial challenges that face the sector and the region and impact this will have on staffing decisions, student experience and regional college provision. Members expressed concern that meaningful collaborative regional actions have not materialised sooner as referred to in the internal audit report and encouraged work to take place in this space recognising that this will not address immediate challenges but for the longer term. College members noted that reform requires funding and this is not available.

The Regional Chair suggested that the four boards across Glasgow should seek to work more collaboratively to plan for the future and identify regional solutions.

11.2 Decision

The board **noted** the current position of national and regional finances in anticipation of allocation decisions in coming months.

12 Regional Strategy – Operational Plan Update

Paper No: BM2-H

12.1 Discussion

The Executive Director presented the regional strategy which he noted had been updated further to feedback from members at the risk workshop. He referred to the operational update at the end of the paper and invited comments from members either during or after the meeting for how useful they find this.

12.2 Decision

The board **noted** the updated activity plan tracker, acknowledging that it is a live, internal document which will be updated as activity and priorities emerge.

13. Risk Register

Paper No: BM2-I

13.1 Discussion

The Executive Director presented the updated risk register further to the risk workshop that was held on 30 October 2023. He noted that the revised register takes account of feedback to revise and shorten wording, reduce the number of risks, clarify ownership, and delineate into tiers. He noted that this has been aligned with college risk registers and all now have the same scoring system.

Members welcomed the improved risk register and fed back comments on the colour coding and understanding of risk appetite, wording risks with cause and effect, making clearer where risks are for GCRB as an organisation or for the region as a whole, and the possibility of including a black risk for existential risks.

13.2 Decision

The board **agreed** to adopt the revised risk register in principle and that the GCRB Executive should further refine the risk register taking account of the comments above.

The Board **agreed** to delegate approval to the Audit and Assurance Committee.

14. Governance Matters

Paper No: BM2-J

14.1 Discussion

The Board Secretary spoke to the paper noting two matters for board approval and others for noting.

With regard to the appointment of a new assigned college chair at Glasgow Clyde College, the Principal of the college noted that the Clyde College Chair and Senior Independent Member/Vice Chair both leave their positions in July 2024 creating a risk to continuity of governance if no appointment is made further to the imminent recruitment round. The Board Secretary noted the College's position and confirmed that she would liaise the college Board Secretary on succession planning arrangements.

14.2 Decision

The board:

- **confirmed** the appointment of Sonique Noreiga as a Student Member of GCRB with effect from the end of the meeting on 29 January 2024 until 31 August 2024 or the date her term of office as Student President ends, if sooner.

- **noted** the status of nominations for incoming Trade Union Board Members.
- **noted** the status of GCRB Non-Executive Board Member recruitment arrangements.
- **noted** the status of arrangements for the recruitment of Chairs for both Glasgow Kelvin College and City of Glasgow College, and **approved** recruitment panel membership for both appointments.
- **noted** revised arrangements for Board evaluation.
- **noted** the availability of a Standards Commission Advice Note for Members of College Sector Boards.

15. Committee Annual Reports

Paper No: BM2-K

15.1 Discussion

The Board Secretary noted the committee annual reports for the Audit and Assurance Committee and Performance and Resources Committee. She noted that the Nominations and Remuneration Committee report would be brought to the next meeting of the board in April.

She confirmed there were no proposed changes to the terms of reference for either committee.

15.2 Decision

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

16. Environment and Sustainability Survey – Update and Executive Summary

Paper No: BM2-L

16.1 Discussion

The Executive Director provided an introduction to the report noting that this is the first survey of its type completed across the region and noted the strengths and opportunities identified from the results. He noted that there has been engagement with the Glasgow Colleges Groups with useful suggestions emerging on next steps.

The Project Manager for Environment and Sustainability spoke to the detail of the report, its alignment with the CDN roadmap for sustainability, and potential for further collaboration and wider sharing.

Members welcomed the report and endorsed the next steps particularly around the pilot area in learning and teaching. It was confirmed that ongoing reporting would be through the Performance and Resources Committee

16.2 Decision

The board **noted** the findings and recommendations of the survey, considered its results and **approved** suggested actions to be further shaped in partnership with the Glasgow colleges.

17. Communications Update

Paper No: BM2-M

17.1 Discussion

The Board **noted** the report.

18. Use of Delegated Authority

Paper No: BM2-N

18.1 Discussion

The Board **noted** the report.

19 Committee Matters

Paper No: BM2-O, P, Q

20.1 Discussion

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

20. Long Term Agenda

Paper No: BM2-R

20.1 Discussion

The Board **agreed** the long-term agenda with the addition of the funding position of assigned colleges.

21. Review of Disclosable Status

Paper No: Verbal

21.1 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
- BM2-H Regional Strategy Operational Plan Update
- BM2-I Risk Register
- BM2-J Governance Matters
- BM2-O Draft minute Audit and Assurance Committee
- BM2-R Draft minute Nominations and Remuneration Committee

22. Date of Next Meeting

Paper No: Verbal

22.1 Discussion

The date of the next meeting was confirmed as Monday 29 April 2024 unless a meeting is required sooner as outlined under Chair's business.

23. Senior Independent Member Feedback on Evaluation of Chair

Paper No: Verbal

23.1 Discussion

The Board Chair, GCRB staff members (other than Board Secretary), observers and attendees left the meeting at this stage.

The Senior Independent Member reported on the process she had undertaken to review the performance of the Chair, based on a scaled questionnaire informed by the Chair's terms of appointment and the Code of Good Governance, written feedback, and interviews with a representative group of board members.

23.2. Decision

The Board **noted** the report and that questions would be modified in next year's questionnaire to reflect modifications to the Chair's extended terms of appointment as of 8 January 2024.