

Draft Minute of Board Meeting held on Monday 18 December 2017

Present	
Grahame Smith (Interim Chair)	Carol Kirk
Alisdair Barron	Caroline MacDonald
Frank Coton (item 18 onwards)	Maureen McKenna
Lesley Garrick	Alastair Milloy
Karolina Gasiorowska	David Newall
Irving Hodgson	Jim O'Donovan
Clare Ireland	Jackie Russell
	Mike Ward
In Attendance	
Robin Ashton (Executive Director)	Shaun McLaughlin (Student President, GKC)
Penny Davis (Board Secretary)	Alan Sherry (Principal, GKC)
Jim Godfrey (Interim Finance & Resources Director)	Joanna McGilivray (Vice Principal CoGC)
Wendy Odedina (Executive Assistant)	Jon Vincent (Principal GCC)
David Archibald (External Assessor)	
Apologies	
Megan Cartwright	Paul Buchanan

1. Introduction

Paper No: Verbal

1.1 Discussion

The Interim Chair welcomed students and staff from Glasgow Clyde College delivering a presentation to the Board; David Archibald, observing as part of the Externally Validated Evaluation of the Board; and Joanna McGilivray, Vice Principal at City of Glasgow College deputising for Paul Little.

2. Apologies

Paper No: Verbal

2.1 Discussion

Apologies were received for Megan Cartwright and Paul Buchanan.

3. Declarations of Interest

Paper No: Verbal

3.1 Discussion

The Chair notified members that it is each member's personal responsibility to indicate to the Chair 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. Chair's Business

Paper No: Verbal

4.1 Discussion

The Interim Chair noted the meetings that he had undertaken since the last meeting of the Board:

- Regular meetings with the GCRB Executive;
- GCRB Committee Meetings;
- College Chairs and Principals;
- Chair of City of Glasgow College;
- Principal Glasgow Clyde College;
- Glasgow Kelvin College Graduation;
- Glasgow Clyde College Graduation;
- Glasgow Kelvin College Board Dinner;
- Director of Advanced Learning and Science, Scottish Government;
- SFC Chief Executive, John Kemp;
- New SFC Chair, Mike Cantlay;
- Colleges Scotland Employers Association Chair.

The Interim Chair informed members that it is expected that the Scottish Government will announce the new GCRB Chair on Friday 22 December. He noted that an induction schedule will be put in place for the new Chair which will involve meeting all board members and Principals.

The Interim Chair reminded members to respond to the Board Secretary regarding setting up an individual meeting as part of the Externally Validated Evaluation.

5. Minute of Board Meetings held on 30 October 2017

Paper No: BM3-A

5.1 Decision

The minute of the Board meeting on 30 October was agreed as an accurate record.

6. Matters Arising

Paper No: BM3-B

6.1 Discussion

The Executive Director presented the matters arising paper noting progress on actions from previous Board meetings.

6.2 Decision

The Board is **noted** the matters arising paper.

7. Presentation – Glasgow Clyde College - TEDx Youth Glasgow

Paper No: Verbal

7.1 Discussion

Students and staff from Glasgow Clyde College delivered a presentation on their involvement and preparation for the TEDx Youth Glasgow event. They provided an overview of the process for submission, key tasks, roles and responsibilities and the how the wider college will contribute to the event.

7.2 Decision

The Board thanked the students and staff from Glasgow Clyde College for their most interesting and exciting presentation and wished them well for the TEDx Youth Glasgow event.

8. Risk Register

Paper No: BM3-C

8.1 Discussion

The Executive Director presented the risk register which he noted is considered at every meeting of the Board. He outlined proposed changes to risk scores and invited members to discuss in more detail 3 of the risks from the register.

The Board discussed risks 7, 8 and 12 from the register and the associated mitigating actions. They discussed the ongoing dialogue with SFC with regard to setting out the case for additional funding in the Glasgow region.

7.2 Decision

The Board:

- **agreed** the suggested changes to the evaluation of risks as proposed; and
- **discussed** the three key risks identified and **agreed** the mitigating actions.

9. Minute of Audit Committee Meeting on 5 December 2017

Paper No: BM3-D

9.1 Discussion

In the absence of the Chair of the Audit Committee, the Interim Finance and Resources Director presented the draft minute of the Audit Committee on 5 December 2017 noting that the substantive items were to follow on the Board's agenda.

Members of the Audit Committee confirmed that there were no items raised by the external auditor during their private meeting.

9.2 Decision

The Board noted the draft minute of the Audit Committee on 5 December 2017.

10. Letter of Representation

Paper No: BM3-E

10.1 Discussion

The Interim Finance and Resources Director presented the Letter of Representation noting that this was a standard letter with no exceptional items to bring to the Board's attention. He confirmed that this had been considered by the Audit Committee and was recommended to the Board for approval.

10.2 Decision

The Board **agreed** that the letter of representation is signed by the Interim Chair on behalf of the Board.

11. Annual Report of the External Auditor 2016-17

Paper No: 3-F

11.1 Discussion

The Interim Finance and Resources Director presented the annual report of the External Auditor 2016-17 noting that GCRB had received an unqualified opinion on all matters with the External Auditor confirming to the Audit Committee that it was a very positive report.

He noted that the Audit Committee had suggested some minor amendments which the External Auditor had agreed to accept.

11.2 Decision

The Board **considered** the external audit report for 2016-17.

12. Annual Report and Accounts 2016-17

Paper No: BM3-G

12.1 Discussion

The Interim Finance and Resources Director presented the GCRB annual report and accounts for 2016-17 which he noted had been previously considered by both the Audit and Performance and Resources Committee.

The Board discussed the sections of the report on protected characteristics and median remuneration. It was discussed that this information should not be disclosed unless permission is granted from the staff members concerned.

11.2 Decision

The Board **approved** the Annual Report and Accounts 2016-17.

13. Audit Committee Annual Report

Paper No: BM3-H

13.1 Discussion

The Board Secretary presented the Audit Committee Annual Report noting the significant business undertaken by the Committee and future priorities.

It was noted that systems of internal control should also be noted within this report.

13.2 Decision

The Board **noted** the Audit Committee's annual report.

14. Disclosure of Board Papers

Paper No: BM3-I

14.1 Discussion

The Executive Director presented the paper on unauthorised disclosure of board papers noting that the matter had been discussed by the Audit Committee with recommendations proposed for the Board to adopt. He noted that the recommended actions focused on improvement measures for the future.

It was agreed that if papers are marked as non-disclosable, an explanation should be provided as to the basis for non-disclosure.

14.2 Decision

The Board

- **noted** that the Interim GCRB Chair asked the Chair of the Audit Committee to consider the unauthorised disclosure of confidential GCRB Board papers and for the Audit Committee to provide a report back to the Board;
- **noted** that the Audit Committee discussed the unauthorised disclosure and considered potential actions which would mitigate against further disclosures; and
- **agreed** the proposed actions within the paper.

15. Minute of Nominations and Remuneration Committee Meeting 30 November 2017

Paper No: BM3-J

15.1 Discussion

The Chair of the Nominations and Remuneration Committee presented the draft minute of the Committee meeting held on 30 November 2017.

15.2 Decision

The Board noted the draft minute of the Nominations and Remuneration Committee meeting held on 30 November 2017.

16. GCRB Responsibilities in Relation to Assigned College Principals

Paper No: BM3-K

16.1 Discussion

The Principals and Vice Principal CoGC temporarily left the meeting at this point.

The Board Secretary presented the paper on GCRB's responsibilities in relation to assigned college Principals noting the legal advice received from the SFC in relation to this matter and subsequent recommendations from the Nominations and Remuneration Committee.

It was agreed that joint legal advice should be sought in the future where possible.

16.2 Decision

The Board

- **agreed to accept** the opinion of the SFC and the legal advice obtained by the SFC regarding the extent of GCRB's powers over changes to the terms and conditions of Assigned College Principals;

- **agreed** the conclusions and recommendations of the Nominations and Remuneration Committee including keeping the established panel in place for exceptional circumstances.

The Principals and Vice Principal CoGC re-joined left the meeting at this point.

17. Board Member Recruitment and Extensions

Paper No: BM3-L

17.1 Discussion

With regard to conflict of interest, it was noted that all members could remain in the meeting however should not be involved in decisions which directly affect their role.

The Board Secretary set out the proposed arrangements for upcoming appointment activities taking place in the new year including board member extensions, external recruitment of non-executive members and the recruitment of a new chair of Glasgow Kelvin College.

She also noted the recommendation from the Committee with regard to the appointment of a new board member of Glasgow Clyde College which the Committee were satisfied has complied with the Scottish Government's appointment guidance.

17.2 Decision

The Board

- **noted** the schedule of activities at 3.1;
- **approved** the establishment of a short-life Second Terms Committee and membership of the Committee;
- **approved** arrangements for a panel to undertake recruitment of non-executive members of GCRB;
- **approved** the proposed arrangements for the process to recruit a new Chair of Kelvin College Board; and
- **approved** the recommended non-executive appointment to the Clyde College Board.

18. Nominations and Remuneration Committee Annual Report

Paper No: BM3-M

18.1 Discussion

The Chair of the Nominations and Remuneration Committee presented the Committee's annual report outlining the significant business undertaken by the Committee and future priorities.

The Interim Chair also noted that interviews had taken place for the appointment of a permanent Finance and Resources Director and the appointment panel would seek to make an offer of appointment on behalf of the Board in due course.

18.2 Decision

The Board **noted** the draft annual report of the Nominations and Remuneration Committee.

19. Minute of Performance and Resources Committee 1 December 2017

Paper No: BM3-N

19.1 Discussion

The Chair of the Performance and Resources Committee presented the draft minute of the meeting held on 1 December 2017 highlighting the Committee's discussions on the regional student data system and also the Flexible Workforce Development Fund.

19.2 Decision

The Board **noted** the draft minute of the Performance and Resources Committee held on 1 December 2017.

20. Draft 2018-19 Regional Outcome Agreement

Paper No: BM3-O

20.1 Discussion

The Performance and Resources Committee Chair provided an overview of the Committee's discussions on the draft 2018-19 Regional Outcome Agreement noting the implications of intensification of outcome agreements and the importance of setting targets which were both ambitious and achievable. He noted that the Committee requested narrative be included alongside the proposed targets which he noted has been included to provide the Board with a regional context.

The Executive Director presented the targets for 2018-19 Regional Outcome Agreement which he noted had been developed through extensive engagement with college colleagues. He highlighted key targets for the Board's attention which were illustrative of the Board's ambitions and which aligned to the regional strategic plan.

The Board discussed the balance of setting targets to widen access whilst also improving attainment and the assurances required from the colleges to deliver on their targets. Members discussed additional measures that should be monitored for the region's purposes alongside the SFC measures.

20.2 Decision

The Board

- **noted** the Scottish Funding Council (SFC) Guidance for the development of College Outcome Agreements;
- **noted** the proposed ROA development activities and timescales for the final 2018-19 to 2020-21 ROA;
- **provided feedback** on draft regional targets;
- **agreed** to submit the **draft** target data to SFC for it to be considered within ongoing national and regional ROA dialogue; and
- **requested** the GCRB Executive Director to continue work with assigned college managers on the negotiation and development of the final ROA to ensure a clear focus on Glasgow's regional ambitions, and for national priorities.

21. Performance and Resource Committee Annual Report

Paper No: BM3-P

21.1 Discussion

The Performance and Resources Committee Chair presented the Committee annual report noting the complexity and volume of work undertaken. He noted his thanks to the GCRB Executive and college colleagues for their contribution to the Committee.

21.2 Decision

The Board **noted** the draft annual report of the Performance and Resources Committee.

22. Health and Safety Policy

Paper No: BM3-Q

22.1 Discussion

The Interim Finance and Resources Director provided an overview of the paper noting that this policy has been developed as a result of the Nominations and Remuneration Committee's consideration of GCRB's duties as an employer. He noted that the policy has been developed against good practice guides and is presented to the Board for approval.

22.2 Decision

The Board **approved** the Health and Safety Policy for GCRB.

23. Scottish Business Pledge

Paper No: BM3-R

23.1 Discussion

The Interim Finance and Resources Director presented the paper on the Scottish Business Pledge which he noted is open to all public sector bodies and is a positive initiative that he recommends GCRB sign up to.

The Board discussed that they were committed to improving GCRB as an organisation however requested more information on what GCRB would be committing to, in practical terms, by signing the pledge.

23.2 Decision

The Board **agreed in principle** that it should make the Scottish Business Pledge however requested further information on the associated commitments.

24. Curriculum Hub Reviews

Paper No: BM3-S

24.1 Discussion

The Executive Director provided an overview of the paper detailing the collaborative structure of the regional curriculum hubs and how these support the primary purpose of the GCRB which is the strategic planning of coherent provision across the region.

The Vice Principal from City of Glasgow College, also Regional Lead for Curriculum, detailed the work of the hubs and how their curriculum plans are being developed to align with regional and national economic and employment needs.

She noted the cross-cutting themes across the hubs and the action plans that are in place to address these.

The Board welcomed this paper and noted how it relates to the Regional Outcome Agreement and Regional Strategic Plan. Members cited this as an effective example of the regional collaborative management structure and noted their desire to hear from other Regional Leads at future board and committee meetings.

24.2 Decision

The Board

- **noted** the activity undertaken by regional Curriculum Hubs to review curriculum fit to economic and social needs; and
- **noted** that this curriculum review activity will provide an evidence base for curriculum planning considerations for the 2018-19 ROA, following the announcement of indicative regional Credit allocations.

25. Scottish Government STEM Strategy for Scotland

Paper No: BM3-T

25.1 Discussion

The Executive Director presented the Scottish Government STEM Strategy for Scotland for information to the Board noting that there is a commitment to increase STEM in the Glasgow region.

25.2 Decision

The Board **noted** the Scottish Government STEM Strategy for Scotland and the implementation actions highlighted relevant to the delivery of college education.

26. Strategic Planning Implementation Report

Paper No: BM3-U

26.1 Discussion

The Executive Director presented the Strategic Planning Implementation Report noting the collaborative work being undertaken across the region being progressed by Regional Leads and GCRB.

26.2 Decision

The Board

- **noted** this report and the evidence it provides of collaborative action taken to deliver regional strategic goals; and
- **requested** a further progress report on strategic planning implementation at a future meeting of the Board.

27. Assigned Colleges Annual Report and Accounts

Paper No: BM3-V

27.1 Discussion

The Interim Finance and Resources Director presented the paper for information outlining the current status of the assigned college annual report and accounts. He noted that a full analysis will be provided to the next meeting of the Performance and Resources Committee.

27.2 Decision

The Board

- **noted** the current status of the Annual Report and Accounts 2016-17, and External Audit Reports, for the three colleges;
- **noted** the comments in respect of the future consolidation of the Annual Report and Accounts; and
- **requested** that a full analysis of the regional financial information for 2016-17 is provided to the meeting of the Performance and Resources Committee in March 2018.

28. Use of Delegated Authority

Paper No: BM3-W

28.1 Decision

There were no matters to report.

29. Long Term Agenda

Paper No: BM3-N

29.1 Decision

The Board agreed the long term agenda.

30. Date of Next Meeting

Paper No: BM3-N

30.1 Decision

The date of the next meeting was agreed as Monday 26 March 2018.