

Minute of Board Meeting held on Tuesday 27 October 2015

Present	
Ali Jarvis (Interim Chair)	Clare Ireland (item 5 onwards)
Cinzia Biondi	Carol Kirk
Ian Gilmore (items 1-4 only)	Janet McKay
Irving Hodgson	Jim O'Donovan (item 5 onwards)
In Attendance	
Alisdair Barron (Vice-Chair COGC)	John Kemp (SFC) (item 5 onwards)
Eric Brownlie (GCC, item 12 only)	Paul Little (Principal, COGC)
Martin Fairbairn (Interim Chief Officer)	Wendy Odedina (Executive Assistant)
Eleanor Harris (Depute Principal, GCC)	Alan Sherry (Principal, GKC)
Alan Inglis (Depute Principal, GKC – items 5-10 only)	Claire Taylor (SFC)
Apologies	
Douglas Baillie	Hollie Moran
Alex Linkston	Leonie O'Connor
Linda McDowall	Grahame Smith

1. Introduction and Apologies

Paper No: Verbal

1.1 Discussion

The Interim Chair welcomed:

- Ian Gilmore to this first meeting as one of the student members on the Board;
- Alisdair Barron, Vice-Chair of City of Glasgow College;
- Claire Taylor from the Scottish Funding Council (SFC) who was present to observe the meeting in relation to assessment of fully-operational fundable body status.

Apologies were noted for Douglas Baillie, Alex Linkston, Linda McDowall, Hollie Moran, Leonie O'Connor and Grahame Smith.

It was noted that Jim O'Donovan and Clare Ireland were expected to join the meeting at the lunch break. John Kemp from the SFC would also join at the lunch break as an additional observer in relation to assessment of fully-operational fundable body status.

2. Declarations of Interest

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.

2.2 Decision

- Paul Little declared an interest in agenda item 16 as he has recently been appointed as a member of the Board of the Scottish Funding Council;
- Alisdair Barron declared an interest in agenda item 14 in relation to the recommendation on his own appointment;
- Martin Fairbairn declared an interest in agenda item 14 in relation to recommendations 2.1, 2.4 and 2.14 and also agenda item 16;
- Ali Jarvis declared an interest in agenda item 16;
- Eleanor Harris noted that she intended to stay for agenda item 13 however may need to declare an interest depending on the nature of discussions;
- Alan Sherry noted that he intended to stay for agenda item 3 however may need to declare an interest depending on the nature of discussions;
- Irving Hodgson noted that he intended to stay for agenda item 8 however may need to declare an interest depending on the nature of discussions.

3. Corporate Governance Support

Paper No: BM2-A

3.1 Discussion

The Interim Chief Officer described the background and proposal for the GCRB to receive corporate governance support from Glasgow Kelvin College. This is in line with the partnership agreement arrangements which have been developed with the other two assigned colleges in relation to the provision of support services including finance, IT and HR.

3.2 Decision

The Board **noted** that GCRB's corporate governance requirements will be provided by Glasgow Kelvin College and that a named Board Secretary will be identified in due course. It was noted that the independence of this person's role in relation to GCRB should be explicit in order to avoid any potential conflicts of interests.

The Board **noted** their support in making best use of resources currently available across the region and endorsed the partnership approach being undertaken.

4. Risk Management

Paper No: BM2-B

4.1 Discussion

The Board received opening remarks from Cinzia Biondi, on behalf of the Audit Committee, on the background and importance of risk as well as the positive opportunities that a well-managed risk register can bring.

The Interim Chief Officer then delivered a presentation on the development of the GCRB risk register and associated policy and guidance documents.

Members then split into two groups and each group considered half of the risk maps within the paper in relation to proposed assessments and treatments. There was also an

opportunity to consider if any other risks should be included within the register which were not already covered.

4.2 Decision

The Board **approved** the Risk Management Policy (Annex 1) and Risk Management Guidance (Annex 2) subject to one minor amendment.

It was **agreed** that the Interim Chief Officer would revise the risk register and risk maps based on members feedback from the breakout groups and this will then be brought back to the Board in due course.

5. Chair's Business

Paper No: Verbal

5.1 Discussion

The Chair welcomed members Clare Ireland and Jim O'Donovan to the meeting and invited guests Alan Inglis and John Kemp.

The Chair noted the various meetings and events that she had attended on behalf of the GCRB which included the Clyde College all staff conference, assigned college board meetings, Colleges Scotland board meetings and the opening of the new Riverside Campus of City of Glasgow College by the First Minister.

6. Minutes of previous Board Meetings

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

6.1 Discussion

It was noted that papers BM2-C to BM2-E had been revised as requested at the last board meeting.

6.2 Decision

The Interim Chief Officer was asked to consider all sections that had been noted as Freedom of Information (FOI) exemptions and to verify if these were all required given the passage of time.

Subject to verification of FOI exemptions, the minutes of all previous board meetings were **approved**.

7. Decisions made by Correspondence

Paper No: Verbal

7.1 Decision

The Board **noted** the decisions that had been made by correspondence since the last formal meeting of the Board as follows:

- 07 July 2015: The Board **agreed** a standard set of terms and conditions of appointment for Assigned College Chairs and board members.
- 28 August 2015: The Board **agreed** to appoint of the following new members of the Board of Management of Glasgow Kelvin College with effect from 8 September 2015 and for a period of 4 years:
 - Alexander Jonathan Clark
 - Mohammed Razaq

8. Matters Arising

Paper No: BM2-H

8.1 Discussion

The Interim Chief Officer provided an update on two Audit Scotland reports and noted that further details from these would be considered at the Audit and Nominations & Remuneration Committees.

The Interim Chief Officer also provided commentary on progress against the actions within the Board's action point monitoring log.

8.2 Decision

It was **agreed** that a decision regarding inviting additional staff and student attendees would be made at the next Board meeting.

9. Board Long Term Agenda

Paper No: BM2-I

9.1 Decision

It was agreed to add the following items to the long term agenda:

- Financial Memorandum monitoring;
- Letter of Guidance from the Cabinet Secretary;
- Considerations from Spending Review.

10. 2014-15 and 2015-16 Regional Outcome Agreement

Paper No: BM2-J

10.1 Discussion

Alan Inglis provided an overview of the self-evaluation report for the 2014-15 Regional Outcome Agreement and the progress monitoring report for the 2015-16 Regional Outcome Agreement.

It was noted that some data is still being gathered and this will be added into the reports as soon as is possible.

It was noted that both reports had been presented to the Performance and Resources Committee and that no changes were requested by the Committee and the format was welcomed.

10.2 Decision

The Board **agreed** to delegate to the Interim Chair and the Interim Chief Officer authority to approve the final version of the 2014-15 self-evaluation report.

The Board **noted** that 2015-16 progress report and commended the level of achievement.

11. Framework for Development of 2016-17 Regional Outcome Agreement

Paper No: BM2-K

11.1 Discussion

Eleanor Harris outlined the framework for development for the 2016-17 Regional Outcome Agreement which she noted included feedback from the GCRB strategic development session.

It was noted that a draft of the 2016-17 ROA will be submitted to the Performance and Resources Committee in December for comment and then to the January GCRB Board meeting.

The timing of the announcement of the Comprehensive Spending Review was discussed and the possibility that decisions regarding funding may have to be made within a quick period of time in order to meet approval timescales.

11.2 Decision

The Board **noted** the following points which they would wish to be taken into consideration:

- appropriate visibility of the skills and economic needs of the region;
- increasing diversity as a whole, not just gender balance;
- encouragement of minimal use of voluntary severance and opportunities for re-deployment within the region.

The Board **agreed** that the format of this paper is used as the basis for developing the 2016-17 ROA.

12. Developing Scotland's Young Workforce

Paper No: BM2-L

12.1 Discussion

The Board received a presentation on the Scottish Government's initiative 'Developing Scotland's Young Workforce' from Eric Brownlie, Director of Curriculum at Glasgow Clyde College.

This item is part of the planned programme of thematic briefings which will be included on the agendas for each board meeting as part of ongoing training and development.

12.2 Decision

The Board commended the good progress that is being made by the colleges.

13. Glasgow Clyde College: Action Plan

Paper No: BM2-M

13.1 Discussion

The Interim Chief Officer noted that an action plan has been developed by Glasgow Clyde College stemming from the matters contained with the Order laid by the Scottish Government with regards to governance and management at the College.

The Board discussed the need to ensure that existing policies and procedures within the College are fit for purpose and used effectively.

13.2 Decision

The Board **noted** the action plan and requested to be kept informed on progress.

The Board also **noted** that increased support mechanisms for board members should be considered and that general learning points from the action plan should be reflected upon by the GCRB and each of the assigned college boards in the region.

14. Governance Matters

Paper No: BM2-N

14.1 Discussion

Martin Fairbairn declared an interest in recommendations 2.1, 2.4 and 2.14 of this paper and temporarily left the meeting whilst these matters were considered.

Paul Little and Alisdair Barron declared an interest in recommendation 2.7 of this paper and temporarily left the meeting whilst this matter was considered.

The Board discussed the recommendations from the Nominations and Remuneration Committee with regard to the appointment of new board members.

14.2 Decision

The Board **agreed** that the following candidates be appointed to the Board of GCRB until 31 July 2018:

- Frank Coton
- Caroline MacDonald
- Jackie Russell

The Board **agreed** that advice would be sought from the Commissioner for Ethical Standards with regard to the further recommendation for appointment contained within the paper.

The Board **noted** the approach agreed by the Nominations & Remuneration Committee with regard to recruitment of GCRB's Executive Director.

The Board **noted** the approach for board evaluation.

The Board **agreed** the recommendations for annual board member appraisal.

The Board **agreed** to the recommendation that the current Vice-Chair of City of Glasgow College, Alisdair Barron, is appointed Interim Chair of the College, until the earlier of the date when the new permanent Chair takes up post or 31 July 2016.

The Board **agreed** to establish a new short-life committee to undertake the oversight of second terms of appointment for the Board members whose first terms end on 30 April 2016 and **agreed** the terms of reference of that committee.

The Board **agreed** the standard terms and conditions of appointment for Board members of GCRB.

The Board **agreed** the revised terms of reference for the Nominations & Remuneration Committee.

The Board **agreed** that Henderson Loggie be appointed as GCRB's internal auditor until 31 July 2016.

The Board **agreed** to adopt the revised scheme of delegation subject to the drafting of the urgent action procedure.

The Board **agreed** to adopt the value for money strategy.

The Board **agreed** to adopt the financial sustainability strategy and **noted** that it will be developed further in conjunction with the assigned colleges and the Audit Committee.

15. Fully-Operational Fundable Body Status

Paper No: BM2-O

15.1 Discussion

The Interim Chief Officer presented the updated progress report on the achievement of key tasks that the GCRB require to complete with regard to securing fully operational fundable body status.

He also referred to the correspondence sent to members on Friday 23 October which outlined the next steps that will be taken by the Scottish Funding Council in their assessment of this matter.

15.2 Decision

The Board **noted** the report.

16. Complaint to the Scottish Funding Council

Paper No: Verbal

16.1 Discussion

It was noted that Leonie O'Connor was due to present this item however was unable to attend the meeting.

16.2 Decision

It was **agreed** that the Interim Chief Officer would contact Leonie O'Connor with regard to communication with members on this matter.

17. Use of Delegated Authority

Paper No: BM2-P

17.1 Decision

The Interim Chief Officer had no items to report for the use of delegated authority for the period between 11 May 2015 and 30 September 2015.

18. Glasgow Region Financial Report

Paper No: BM2-Q

18.1 Discussion

The Interim Chief Officer presented the Glasgow Region Financial Report which he noted had also been considered by each of the Board's committees.

18.2 Decision

The Board **noted** the report.

19. Reports from Committees

Paper No: BM2-R, S, T, U

19.1 Decision

The Board **noted** the reports from Committee meetings that had taken place since the last meeting of the Board.

20. Date of Next Meeting

Paper No: Verbal

20.1 Decision

It was noted that a short meeting of the Board would take place on **Monday 14 December 2015** to consider the accounts.

The next full Board meeting was agreed as **Monday 25 January 2016**.