

EDINBURGH COLLEGE BOARD OF MANAGEMENT

MINUTES OF MEETING OF 12 NOVEMBER 2012

1.00 pm, Board Room, Sighthill Campus

Present: Ian McKay (Chair); Colin Arthur; Maidie Cahill; Martin Crewe; Jim Donaldson; Mandy Exley; Moira Frizzell; Karen McPhillips; John Martin; Jenny Rees; Robin Stimpson; Ian Young

In attendance: Martin Kelso; Penny Davis; Amanda Hood; Alan Williamson (part of meeting)

1 APOLOGIES

1.1 Apologies had been received from David Rutherford and Charlie Bryden.

2 DECLARATIONS OF INTEREST

2.1 It was noted that in any discussion relating to legal advice received from Anderson Strathern, Robin Stimpson had recently retired as Managing Partner in that firm.

3 MINUTES OF PREVIOUS MEETING PAPER A

3.1 **Decision:** The Board approved the minutes from 4 October 2012 as an accurate record of the meeting.

4 MATTERS ARISING PAPER B

4.1 Handover of Legal Matter from JEC to EC

The Chair provided a brief update. A further update would be given to the Board at its meeting in December.

4.2 Thomas Telford Trust

M Kelso was asked to produce a paper for the December Board considering options for the Trust's future role and operation.

A meeting had been arranged between the Trustees and the Principal, to which M Kelso and the Chair of the Nomination Committee would also be invited.

5 **BUSINESS CALENDAR** **PAPER C**

- 5.1 Members were asked to review a business calendar showing meeting dates alongside Outcome Agreement and other planning deadlines and to notify the Clerk of any diary issues.
- 5.2 Members were also asked to note that evaluation of the Board and the Chair would be undertaken around the end of the College year.
- 5.3 The Chair advised Members of his intention to appoint a Vice Chair at the December 2012 meeting.

6 **COMMITTEE BUSINESS**

6.1 **Nominations Committee** **PAPER D**

- 6.1.1 Minutes of the Committee meeting on 9 October 2012 had been circulated for information.
- 6.1.2 The Committee Chair advised Members that a shortlist of six had been drawn up from twenty-six applications received. On the basis of four interviews conducted to date, the Committee recommended one candidate for membership: Jane Richardson, Regional Director, Oracle Academy.
- 6.1.3 A decision regarding the second vacancy would be made after the remaining two candidates had been interviewed on 19 November. The Committee Chair requested delegated authority for the Nomination Committee to conclude this matter.
- 6.1.4 **Decision:** Members approved both the proposal to invite Jane Richardson to join the Board at the meeting on 11 December, and the proposal to delegate authority to the Nomination Committee to conclude recruitment to the remaining vacancy.

6.2 **Audit Committee**

- 6.2.1 R Stimpson provided an update in the absence of the Committee Chair. An informal meeting had been held on 16 October 2012. The first formal meeting of the Committee would take place on 29 November 2012. In the context of discussions relating to membership of the Board, Members were reminded that only one member of the present Audit Committee possessed an accountancy qualification.

6.2.2 **Decision:** The Board approved the proposal that Wylie and Bisset, who had been appointed as internal auditors of ETC and SCE, should continue in this role with Edinburgh College.

6.2.2 The Board were advised that Audit Scotland had appointed KPMG as external auditors of Edinburgh College. (Post-meeting note: the appointment of KPMG is to the end of the 2015/16 audit.)

6.2.3 It was confirmed that management accounts and the risk register would be brought to each meeting of the Board in future.

6.3 **Academic Committee**

PAPER E

6.3.1 The Committee Chair presented a draft structure and remit which was discussed in detail. A number of suggestions were made:

6.3.1.1 The group should be called a Committee or Council rather than a Board to avoid confusion.

6.3.1.2 The group should be viewed as an engine to engage staff in promoting excellence in the professional work of the organisation.

6.3.1.3 A membership of nineteen may be unwieldy.

6.3.1.4 The group's delegated authority and relationship to the Board as well as the College should be made clear.

6.3.1.5 The possible involvement of Student VPs should be considered.

6.3.1.6 The presence of external partners may inhibit rather than foster open discussion.

6.3.2 The Committee Chair thanked Members for a helpful discussion and agreed to bring revised terms of reference to the December Board.

6.4 **Remuneration Committee**

6.4.1 The Committee Chair reported that an informal meeting had taken place and that an update on draft terms of reference would be brought to the December Board.

6.4.2 In the context of the current restructuring, Committee approval of senior executives' contracts would be required, and this was being progressed.

6.4.3 The Chair asked that the Committee also consider appropriate KPIs for senior managers in the Balanced Score Card and report back to the Board.

7 ESTATES WORKING GROUP

PAPER F

7.1 **Decision:** The Board approved the proposal to create a short life working group to oversee building work at Sighthill Campus, undertake a review of the College's estates and draft an estates strategy for Board consideration in the new year, taking account of the fact that in the context of a developing curriculum, some resource requirements were as yet undefined.

8 EXECUTIVE REPORT

8.1 Operation and Integration Report

PAPER G

8.1.1 The Principal provided an update on progress, highlighting two items in particular:

8.1.1.1 **Management Restructure** - Interviews for the 6 Executive posts would take place over the coming week. 44 management posts were at risk and a VS scheme was running for that group. A secondary tier of management posts would be advertised in December 2012. The Teaching Staff Member expressed concern over the impact of restructuring on staff morale. It was agreed that funding cuts would result in a difficult period for all in the sector.

8.1.1.2 **Development Opportunities** - Some funding was available to support articulation arrangements with Universities. Discussions had taken place with Napier, Heriot Watt, Aberdeen and Queen Margaret, resulting in 140 applicants. The SFC would announce its decision on 15 November. An update would be brought to the December Board and a paper looking in more detail at HE links would be brought to the February Board.

8.1.2 The Principal was asked about the uptake of SDS courses and reported that the new programme had been announced in June since which time 90-100 places had been taken up. It was noted that the target uptake for next year could be four times as high.

8.2 Strategy Update

PAPER H

8.2.1 The Principal provided an update on progress towards Regional Outcome Agreements. A Balanced Scorecard would be used to monitor performance against targets to provide the Board with a clear context for setting strategic direction. More sector-wide information would be required to produce a 3-year agreement.

8.2.2 The Principal shared information that had been pulled together for the recent meeting with the SFC that set out clearly the financial challenge and steps that were being taken by the College in response. The strategic update for the December Board would provide more detail on the rationale for decisions. For example, it was explained that reduced class contact times would also support the move from an FE to a more independent HE learning environment.

8.2.3 The proposed Away Day on 23 January 2013 would provide an opportunity for detailed consideration and agreement of strategy between the Board and new Senior Management Team in advance of the end February ROA deadline. The Merger Proposal document, from which key figures were taken, would be circulated to Board Members with other relevant documentation in advance of that meeting.

8.2.4 An early-stage Balanced Score Card was provided. The Principal explained that the risk register would cross-reference with the BSC and that specific KPIs would be monitored by relevant Committees of the Board. A condensed version of the Score Card could be provided for review by the full Board.

8.3 Management Accounts to 30.09.12

PAPER I

8.3.1 A Williamson joined the meeting to update the Board on the current financial situation, reporting that at the recent ILG meeting a £1.05m efficiency target on non-staff costs had been agreed.

8.3.2 It was stressed that the Board should monitor in particular cash levels going forward into the next year of funding cuts.

8.3.2 The Chair thanked A Williamson for his input and helpful narrative, and noted that financial information was now also being made readily available to staff.

8.3.3 A Williamson reported that he was currently collating a Risk Register for all campuses and would provide regular updates to the Board.

A Williamson left the meeting.

9 STUDENT ASSOCIATION UPDATE

PAPER J

9.1 The Student President reported a delay in completion of the Student Association's Constitution due to information that was awaited from the NUS. The Constitution, together with the Code of Practice and Budget would be brought to the December Board for approval.

9.2 Executives had now been appointed to all roles following the recent elections and training was now underway.

10 **AOCB**

10.1 **Meetings of Chairs** - A meeting of Committee Chairs had taken place and Members were advised of the intention to hold ad hoc meetings as required to provide a sounding board for the Chair and Principal during the current period of major change.

10.2 **Waiting Lists** – The Principal provided a brief update on a meeting that had taken place that morning concerning the current debate about waiting lists. Information was being collected from colleges and a report would be submitted to the Cabinet Secretary by December.

10.3 **Regional Office** - The Chair updated the Board on discussions with the SFC and progress towards the creation of a Regional Office to be based at Milton Road. Regional support structures across the sector would be discussed further at a meeting of Regional Leads on 5 December.

11 **DATE OF NEXT MEETING:** 11 December 2012, Granton Campus.

The meeting closed at 4.20 pm.