

EDINBURGH COLLEGE BOARD OF MANAGEMENT

MINUTES OF MEETING OF 4 OCTOBER 2012

10.00am, Boardroom, Milton Road Campus

Present: Ian McKay (Chair); Colin Arthur; Charlie Bryden; Maidie Cahill; Martin Crewe; Jim Donaldson; Mandy Exley; Karen McPhillips; John Martin; David Rutherford; Robin Stimpson; Ian Young

In attendance: Julie Clarke; Penny Davis (Clerk); Martin Kelso

1 APOLOGIES

1.1 Apologies had been received from Moira Frizzell and Jenny Rees.

2 DETERMINATION OF OTHER COMPETENT BUSINESS

2.1 This was deferred to the end of the meeting.

3 DECLARATIONS OF INTEREST

3.1 With respect to Item 6 on the agenda, Members noted that Robin Stimpson had recently retired as Managing Partner in the firm Anderson Strathern.

3.2 The Clerk would contact Members to ensure an up-to-date register of interests was held for the new Board.

4 MINUTES OF PREVIOUS MEETING

PAPER A

4.1 **Decision:** The Board approved the Minutes from 1 October 2012 as an accurate record of the meeting.

5 MATTERS ARISING

PAPER B

5.1 Minutes of ETC Board

It was confirmed that the minutes were an accurate record of the meeting. The Board agreed that a paper on the Thomas Telford Trust should be brought to the meeting on 12 November 2012.

5.2 Minutes of JEC Board

It was confirmed that the minutes were an accurate record of the meeting. I Young explained that the JEC Board's comments on complaints procedures had been passed on to the relevant workstream and the matter was now concluded.

It was agreed that the Audit Committee would review the complaints policy and procedure for Edinburgh College prior to Board approval.

5.3 **Minutes of SCE Board**

It was confirmed that the minutes were an accurate record of the meeting.

6 **HANDOVER OF LEGAL MATTER FROM JEC TO EC**

PAPER C

6.1 The Board discussed legal advice that had been received in relation to outstanding Jewel & Esk College business and agreed that authority would be delegated to the Chair and Principal for any future negotiation and settlement in this matter.

7 **COMMITTEES AND MEMBERSHIP UPDATE**

7.1 Committee Chairs had agreed to identify suitable members prior to the meeting.

7.2 **Nominations Committee**

As Committee Chair, Ian Young had sought to include staff and student members to reflect the inclusive approach of the new Board in all areas of governance. Proposed members were Charlie Bryden, Karen McPhillips, John Martin and Maidie Cahill.

7.3 **Academic Committee**

Proposed members were Jenny Rees, Colin Arthur, John Martin and the Principal, with Jim Donaldson as Chair.

7.4 **Audit Committee**

Proposed members were Robin Stimpson and Moira Frizzell, with David Rutherford as Chair and one vacancy remaining.

7.5 **Remuneration Committee**

Proposed members were Maidie Cahill, with Martin Crewe as Chair and one vacancy remaining.

7.6 Both Chair and Principal would attend Committee meetings as appropriate.

7.7 It was noted, with reference to the current process to appoint two new Board Members, that individuals with business experience and relevant financial expertise would be a valuable addition to those Committees with vacancies and to the Board as a whole.

7.8 The Clerk would draw up a schedule of Committee meeting dates in consultation with Committee Chairs.

7.9 It was agreed that a review of its terms of reference would be an early agenda item for each Committee.

7.10 **Decision:** The Board approved the proposed Committee membership.

8 CALENDAR OF BOARD BUSINESS

- 8.1 The Clerk would compile a schedule of Board business for the coming year including induction activities and the opportunity for media training, in which all Members would be invited to participate.

9 EXECUTIVE REPORT

PAPER D

9.1 Principal's Report

9.1.1 The Principal provided Members with an update on key integration processes, and went on to discuss the 2012-13 Outcome Agreement which would be circulated to Members for reference. The timetable for development and approval of the 2013-14 Outcome Agreement was considered challenging.

9.1.2 Suitable performance monitoring mechanisms, principally a Balanced Score Card, would be put in place to facilitate greater engagement by Committees in their particular areas of governance in order to create a robust and sustainable system for the College to meet the terms of Outcome Agreements.

9.1.3 It was agreed that Committee terms of reference should make specific reference to the Outcome Agreement where appropriate.

9.1.4 Links would be established between Board Members and senior executives based on the Committee structure, and senior executives would be invited to meet the Board informally on 12 November before its next meeting.

9.1.5 **Decision:** The Board approved the overall approach proposed by the Principal in Paper D.

9.2 Interim Structure

PAPER E

The Principal tabled Paper E.

9.2.1 The Board acknowledged the severe funding constraints going forward and the imperative to reduce significantly the number of senior managers in the College. The Principal's overall structure comprising twenty-two senior managers – ie, a reduction by twenty-eight - was discussed.

9.2.2 Staff Board Members expressed concern over the scale of the reduction and levels of support that would be afforded to remaining staff. It was agreed that a well-planned handover strategy would be essential. It was also agreed by all, however, that the funding environment had left the College with no alternative but to make significant cuts.

9.2.3 The Principal emphasised that views on the new structure were welcomed. An All Staff Day on 12 October would provide a forum to engage with staff and seek their views.

Paragraphs 9.2.4 and 9.2.5 have been removed under the Freedom of Information (Scotland) Act 2002, Section 30(c), Prejudice to the Effective Conduct of Public Affairs.

9.2.6 Papers to be brought to the Board meeting on 12 November would include more detail on the voluntary severance scheme and a strategic approach to integration and staff support.

9.2.7 It was agreed that the Chair and Principal should resume the dialogue with the SFC, seeking further support for restructuring on the basis that this was a well-managed college that was meeting the demands of the Scottish Government's reform agenda and an essential VS scheme should not impact on its reserves.

9.2.8 **Decision:** The Board approved the overall approach set out in Paper E.

9.3 **Review of College Policies**

PAPER F

9.3.1 The Board noted that policies were being reviewed and unified for Edinburgh College. Key policies would be brought before the Board for approval.

9.3.2 **Decision:** The Board approved the proposed interim spending authorisation limits with the undernoted amendments.

9.3.2.1 Levels at Sighthill campus should be standardised alongside other campuses.

9.3.2.2 The upper limit should be extended to £250k with the Chair's authority.

9.4 **Students' Association**

9.4.1 With reference to the 1994 Education Act, the Board noted the proposed operational framework for the Students' Association. The Constitution and Code of Practice would both be brought to the 12 November meeting for approval.

9.4.2 The latter should define clearly the nature and level of support to be provided by the Edinburgh College Finance Team.

9.4.3 Thereafter, stewardship in this area would be by the Academic Committee and it was agreed that this relationship should also be made clear in the Code of Practice.

10 AOB

- 10.1 The Chair asked that congratulations be passed on to those who had been involved in organising the launch event on 1 October. The Principal confirmed that a congratulatory e-mail had been sent.

The meeting closed at 1300 hrs.