



For the future you want

## **EDINBURGH COLLEGE BOARD OF MANAGEMENT**

### **MINUTES OF MEETING OF 13 DECEMBER 2016**

#### **14:00 Boardroom, Milton Road Campus**

**Present:** Colin Arthur; Neal Black; Annette Bruton; Bruce Cassidy; Bob Downie; Stephen Dunn; Alan Johnston; Ann Landels; Elaine Lee; Ian McKay (Chair); Nigel Paul; Fiona Riddoch; Azra Sharif-Qayyum; Robin Stimpson; Ian Young

**In attendance:** Jon Buglass; Alex Craig; Michael Jeffrey; Pauline MacPherson; Jonny Pearson; Marcus Walker (Clerk); Alan Williamson; Richard Whetton.

#### **1. WELCOME AND APOLOGIES**

- 1.1 Apologies were received from Niki McKenzie and Amanda Clark
- 1.2 The Chair welcomed Bruce Cassidy, the newly elected Support Staff Board Member, to his first meeting of the Board.
- 1.3 The Chair welcomed Alex Craig, Depute Principal, and Richard Whetton, Head of Corporate Development, to their first meeting as members of senior management.
- 1.4 The Chair notified the Board that Dr Sandra Cairncross, a non-executive member, had decided to stand down from the Board in October 2016 with immediate effect. The Chair thanked Dr Cairncross for her service to the Board and, in particular, her convenorship of the Academic Council.
- 1.5 The Chair thanked Kellie Bradford, the former Support Staff Board Member, for her service to the Board and the College.
- 1.6 The Principal informed the Board that over the weekend a body recovered from Duddingston Loch was that of Antoine Maury, a student who had gone missing in November. The Chair and the Principal expressed their condolences, on behalf of the College, to the family and friends of Antoine. The Principal notified the Board that Antoine's family had sent an open invitation to all to attend a celebration of his life at Duddingston Kirk Parish Church on Saturday, 17 December.

- 1.7 The Board expressed their gratitude to staff, students and parents who had engaged in searches to find Antoine, following his disappearance.

## **2. DECLARATIONS OF INTEREST**

- 2.1 Declarations of interest were received from Elaine Lee and Ian Young in relation to Item 15, in light of their role as members of the Edinburgh College Development Trust.

## **3. PARTNERSHIP WORKING REPORT**

*Paragraph 3 presently exempt from publication under the Freedom of Information (Scotland) Act 2002, Section 30, Prejudice to the Effective Conduct of Public Affairs.*

## **4. MINUTES OF PREVIOUS MEETING**

- 4.1 The Board APPROVED the Minutes from 20 September 2016 as an accurate record of the meeting.

## **5. MATTERS ARISING**

- 5.1 Actions from the previous meeting were complete, overtaken or on the agenda.

## **6. PREPERATION OF A NEW STRATEGIC PLAN**

- 6.1 The Board NOTED a report from the Head of Corporate Development on the preparation of a new Strategic Plan for the College, following a request from the Board at its Strategy Day on 31 October 2016, to replace the existing plan. The Head of Corporate Development informed the Board that a new Strategic Plan would be developed to reflect a new vision and the new values of Edinburgh College, and include high-level strategic objectives which were reflective of the College's wider commitments.
- 6.2 The Board NOTED the broad strategic themes emerging from the Board Strategy Day.
- 6.3 The Board DISCUSSED an approach to the creation of a vision statement for the College, and were content that the Strategic Plan should take precedence over the vision. The Head of Corporate Development advised the Board that appropriate consultation and engagement with stakeholders on the strategy and vision would commence as soon as possible.
- 6.4 The Board AGREED that a final draft of the strategic plan for approval should be presented to the Board at its meeting on 02 May 2017, with a further update on progress coming forward to the next meeting.

## **7. COMMITTEE REPORTS**

### **7.1 POLICY & RESOURCES COMMITTEE**

#### *7.1.1 MINUTES 15.11.16*

The Board NOTED the Policy & Resources Committee minutes from the meeting held on 15 November. The Board NOTED that the Committee had considered a management response to the review of the Business Transformation Plan conducted by Scott-Moncrieff, and progress on each of the recommendations arising. The Vice Chair informed the Board that the Committee, with delegated authority to oversee the implementations of the transformation plan, had approved the management response and agreed that it should be formally shared with the SFC.

The Board NOTED that the Executive Team continued to seek a satisfactory resolution with the SFC on the financial impact on the College of the transfer of activity to SRUC.

#### *7.1.2 BUSINESS TRANSFORMATION PLAN REPORT*

The Board NOTED a verbal update from the Principal on progress relating to the transformation plan. The Principal informed the Board that the Executive Team continued to hold regular meetings with the SFC Regional Outcome Agreement Manager, who had indicated (at the Policy & Resources Committee) that the SFC were content with progress to date.

The Board DISCUSSED progress of the transformational plan, and AGREED that it was important to communicate the significant progress made on key targets to all staff.

#### *7.1.3 STUDENT RECRUITMENT DASHBOARD*

The Board NOTED an update from the Assistant Principal, Recruitment & Retention, on the College's performance against its 2016/17 recruitment and credits targets. The Assistant Principal informed the Board that the College had achieved its HE credits target and therefore exceeded its annual European Social Fund (ESF) target.

The Board welcomed the encouraging performance outlined by the Assistant Principal, and DISCUSSED the following points:

- (i) Highlighted improvements in early retention figures in comparison to the previous year;
- (ii) Planned activity in semester 2 and the difficulties associated with forecasting retention rates;
- (iii) The appropriate use of additionality and its position within the credits achieve to date;
- (iv) The funding implications should the College overshoot its credit target, and the robust case this provides for future growth.

The Board AGREED that the Executive Team and the Head of Corporate Development should consider ways to promote the areas of positive performance outlined in the report to staff and other key stakeholders.

The Board AGREED that the format of the recruitment dashboard must remain consistent at every Policy & Resources Committee and Board meeting, to allow members to compare datasets and plot progress accurately.

#### 7.1.4 MANAGEMENT ACCOUNTS TO OCTOBER 2016

The Board NOTED the financial performance of the College, as highlighted in the financial accounts to October 2016.

#### 7.1.5 BANK MANDATE

The Board NOTED an update on the transition to the Scottish Government's Local Bank Contract (currently held by RBS), as required under the Scottish Public Finance Manual. The Chief Operating Officer informed the Board that the College was now required to apply for bank accounts with RBS, under the contract, and that this would require the Board approval for such a transition

The Board DISCUSSED and APPROVED the tabled resolutions, and authorised the Chair to sign the Indemnity Resolution on behalf of the Board.

### 7.2 AUDIT & RISK ASSURANCE COMMITTEE

#### ***Hugh Harvie, Partner at KPMG, joined the meeting***

#### 7.2.1 MINUTES 30.11.16

The Board NOTED the Audit & Risk Assurance Committee minutes from the meeting held on 30 November. The Board NOTED that the Committee had approved an Internal Audit Plan 2016/17, which covered the full range of systems within the College and was not restricted to financial systems alone.

#### 7.2.2. ANNUAL REPORT AND FINANCIAL STATEMENTS TO 31 JULY 2016

The Board NOTED an annual report from the Audit & Risk Assurance Committee, which highlighted areas of activity undertaken by the Committee for the period of 01 August 2015 to 31 July 2016.

The Board NOTED the Edinburgh College Annual Report and Financial Statements for the 12 month period ended 31 July 2016.

The Board NOTED External Audit Annual Report for the financial accounting period. The External Auditor informed the Board that the SFC had formally indicated their ongoing support for the period of the Business Transformation Plan, and as such the Annual Accounts could be approved by the Board on a going concern basis.

The Board DISCUSSED the following matters in relation to the Annual Report and Financial Statements to 31 July 2016:

- (i) the effects of the recent actuarial valuation of the College pension scheme, and the projected liabilities;
- (ii) the impact of the actuarial valuation on the overall College deficit and its presentation in the management accounts.

- (iii) the document as a public record, and the publication of the remuneration and pension interests of senior management.

The Board APPROVED the Annual Report and Financial Statements to 31 July 2016 and the letter of representation, as endorsed by the Audit & Risk Assurance Committee, for sign-off by the Chair and the Principal.

The Board NOTED that the tenure of KPMG as external auditors to the College was due to expire. The Chair, on behalf of the Board, thanked the External Auditor and his team for their constructive engagement with the College over the period of tenure.

### ***Hugh Harvie left the meeting***

#### ***7.2.3. RISK MANAGEMENT REPORT***

The Board NOTED that the Audit & Risk Assurance Committee had reviewed progress on the development of a new risk register at its last meeting, and had endorsed the approach taken by senior management. The Head of Corporate Development provided an overview of changes affecting the risk register, and introduced the new risk register template.

The Board AGREED that the Head of Corporate Development should ensure that terminology used within the risk register was appropriate for a disclosable document of this nature.

### **7.3 ACADEMIC COUNCIL**

#### ***7.3.1 MINUTES 04.11.16***

The Board NOTED the Academic Council minutes from the meeting held on 04 November. The Acting Chair of the Academic Council informed the Board that a presentation on college governance and the role of the Academic Council had been provided, which clarified the valuable role of members and co-opted members on the Committee.

The Board NOTED results of the 2015/16 Pre-Exit Satisfaction Survey, which was designed to assess students' opinions regarding key aspects of their experience at College. The Acting Chair of the Academic Council highlighted to the Board that the College had already responded to feedback in a number of ways, including bringing forward future welcome events in order to provide timelier support to new students on funding matters.

#### ***7.3.2 TERMS OF REFERENCE***

The Board NOTED that the Academic Council had endorsed amendments to its terms of reference, to increase academic staff representation on the Committee. The Board AGREED to ratify its decision, taken out with the Board meeting cycle on 04 November, to approve a revised terms of reference for the Academic Council.

### 7.3.3 ROA SELF-EVALUATION REPORT 2016

The Board NOTED that in order for the ROA Self-Evaluation Report 2016 to be submitted to the SFC on 07 November, the Board had delegated the responsibility for its approval to the Academic Council. The Assistant Principal, Curriculum Planning, informed the Board that the self-evaluation report had been approved by the Academic Council and was subsequently submitted to the SFC, with minor contextual additions.

### 7.3.4 CHAIR OF THE ACADEMIC COUNCIL

The Board NOTED a proposal by the Chair to endorse the appointment of Dr Fiona Riddoch, a non-executive Board member, as the new Chair of the Academic Council. The Board APPROVED the appointment of Dr Riddoch to the role, and requested that the Nominations Committee (in line with its remit) review committee membership going forward at its next meeting.

## ***Jon Buglass left the meeting***

### 7.2 EXTERNAL ENGAGEMENT COMMITTEE

#### 7.2.1 MINUTES 08.11.16

The Board NOTED the External Engagement Committee minutes from the meeting held on 08 November. The Chair of the External Engagement Committee informed the Board that a presentation on locality working with City of Edinburgh Council had been received by the Committee, which outlined current locality planning arrangements and governance structures.

The Board NOTED that the Edinburgh City Regional Deal and the College's high-level interactions and engagement had also been considered. The Board AGREED that it would welcome further updates on the City Regional Deal through the External Engagement Committee – as appropriate.

#### 7.2.2 TERMS OF REFERENCE

The Board APPROVED a revised terms of reference for the External Engagement Committee, as endorsed by its members. The Chair of the External Engagement Committee informed the Board that the revised terms of reference reaffirmed the Committee's role in ensuring the College fulfils its statutory obligation under the Community Empowerment (Scotland) Act 2015.

### 7.3 NOMINATIONS COMMITTEE

## ***Ian Young left the meeting***

#### 7.3.1 MINUTES 04.10.16

The Board NOTED the Nominations Committee minutes from the meeting held on 04 October. The Chair informed the Board that the tenures of two non-executive Board members, Robin Stimpson and Ian Young, were due to expire on 01 March 2017.

The Board NOTED that Robin Stimpson had indicated that the end of his tenure provided an appropriate juncture to step down from the Board.

The Board NOTED that the Committee had endorsed an extension to the tenure of Ian Young, as a non-executive member, for an additional two year term. The Board APPROVED the extension of Mr Young's tenure for this period, subject to the agreement of Scottish Ministers.

***Ian Young returned to the meeting***

**8. PRINCIPAL & CHIEF EXECUTIVE REPORT**

- 8.1 The Board NOTED progress on senior staff recruitment, including confirmation of the recent Senior Management Group level appointments which had been confirmed since October.
- 8.2 The Board NOTED that the Principal and the Chief Operating Officer had attended a Public Audit and Post-Legislative Scrutiny Committee on 17 November, following the Auditor General for Scotland's report ('The 2014/15 audit of Edinburgh College'). The Principal informed the Board that the College was now awaiting follow-up correspondence from the Committee.

**9. GRANTON STUDENT ACCOMMODATION**

- 9.1 The Board NOTED a pre-merger agreement between Telford College (now the Granton Campus) and an independent contractor, Galliford Try (Telford), to lease student bedrooms in the onsite accommodation block. The Chief Operating Officer advised the Board that Galliford Try (Telford) were currently in the process of selling their interest in the building and associated leases to a company named Valeo. The Board NOTED that Valeo would be required to fulfil the same contractual obligations that Galliford Try (Telford) currently provided to the College.
- 9.2 The Board APPROVED a letter of consent that confirmed that the College was content for the sale to proceed based on the advice of its solicitors, Anderson Strathern.

**10. EDINBURGH COLLEGE STUDENTS' ASSOCIATION REPORT**

- 10.1 The Board NOTED a report from Sabbatical Officers on the various activities of ECSA between October and December 2016. The Student President advised the Board that 60% of ECSA's annual objectives are now complete or partially complete and on course.
- 10.2 The Board NOTED that at the first round of class rep conferences students' had raised several concerns around the barriers hindering student retention at the College. The Chair, on behalf of the Board, welcomed the 'genuine customer feedback' provided in the ECSA Report, and the response of senior management to address such matters.

## **11. GOVERNANCE REPORT**

### **11.1 50/50 BY 2020**

- 11.1.1 The Board NOTED a report outlining the Scottish Government's Partnership for Change initiative under which all public authority boards are expected to pledge to work towards a 50/50 gender balance by 2020.
- 11.1.2 The Board DISCUSSED the initiative and the difficulties associated with ensuring a 50/50 gender balance, when boards only have control over just two-thirds of their appointments (i.e. the 12 non-executive members appointed under the Scottish Government's Appointment Guidance). The Head of Corporate Development informed the Board that it should be noted that the pledge was voluntary and that the Edinburgh College Board had maintained a very good gender balance since merger in 2012.
- 11.1.3 The Board AGREED to participate in the 50/50 by 2020 initiative, but asked that members' concerns (minute 11.1.2 refers) be formally recorded.

### **11.2 BOARD EVALUATION**

- 11.2.1 The Board NOTED a report prepared by Michael Willis, an independent assessor commissioned to carry out the Board's own evaluation in line with the Self-Evaluation Framework approved by the Good Governance Steering Group. The Head of Corporate Development advised the Board that colleges were required to undertake such an external assessment and submit their reports to the SFC by 31 March 2017.
- 11.2.2 The Board DISCUSSED the independent assessor's report and the conclusions outlined. The Chair advised the Board that actions arising would be taken forward as part of a Development Plan for 2017/18.
- 11.2.3 The Board AGREED to the submission of the self-evaluation report to the SFC. Further to this, the Board AGREED that a Development Plan for the coming year would be brought forward to the next meeting of the Board for approval.

### **11.3 BOARD SECRETARY ROLE**

- 11.3.1 The Board NOTED that the Governance Director, Penny Davis, had taken voluntary severance and would be leaving the College on 31 January 2017. The Chair informed the Board that the Head of Corporate Development would assume the role of Board Secretary following the Governance Director's departure, until such time that new arrangements were implemented.
- 11.3.2 The Chair, on behalf of the Board, thanked the departing Governance Director for her service to the Board and the wider college sector.



## **12. NATIONAL REPORT**

- 12.1 The Board NOTED that an agreement on a pay award for support staff across Scotland's college had been reached, and trade unions would recommend to their members that the offer be accepted. The Chair advised the Board that it was expected that support staff unions would confirm their decision on the pay award by 21 December.

## **13. RIDDOR REPORT**

- 13.1 The Board NOTED RIDDOR reportable incidents between 01 September and 25 November 2016.

## **14. ANY OTHER COMPETENT BUSINESS**

### **14.1 CONTEST STRATEGY PRESENTATION**

- 14.1.1 The Board NOTED that prior to the Board meeting members had received a presentation on the UK Government's CONTEST Strategy, from Detective Inspector Simon Broadhurst.
- 14.1.2 The Board AGREED that the Chair of the Audit & Risk Assurance Committee would convene a meeting to review the College's arrangements in relation to the Protect and Prepare workstreams within the UK counter-terrorism strategy.

## **15. DEVELOPMENT TRUST**

### ***Allan Colquhoun, Chair of the Edinburgh College Development Trust, entered the meeting***

- 15.1 The Board NOTED an update from the Chair of the Development Trust on its successes, and the challenges it had faced, over the past year.
- 15.2 The Board NOTED the membership of the Development Trust, and the current governance arrangement in place.
- 15.3 The Board NOTED that without a Development Officer (since July 2016) there had been no major activities in the second half of the year. The Chair of the Development Trust advised the Board that interviews had taken place to appoint a Development Trust Fundraiser, and it was hoped that an appointment would be made imminently.
- 15.4 The Board DISCUSSED the work of the progress of the Development Trust over the past year, and how the Trust could harness Board members networks to develop stronger links in the region.
- 15.5 The Chair thanked the Chair of the Development Trust for his update and, on behalf of the Board, commended the valuable work of the Trust to date.

### ***Allan Colquhoun left the meeting***

**16. DATE OF NEXT MEETING**

16.1 The next meeting would be held at 14:00hrs on 13 December 2016 at the Milton Road Campus.

**17. CLOSED BUSINESS**

17.1 CLOSED MINUTES OF THE PREVIOUS MEETING

17.1.1 The Board APPROVED the closed minute from 20 September 2016 as accurate record of the meeting. Due to the nature of the closed minutes the Board considered this item of business in open session.

***Meeting closed at 17:30***

..... (Signature of Chair) ..... (Date)