

Draft Minute of Board Meeting held on Monday 04 September 2017

Present	
Grahame Smith (Interim Chair)	Carol Kirk
Paul Buchanan	Alastair Milloy (item 1-8 only)
Megan Cartwright	David Newall
Karolina Gasiorowska	Jim O'Donovan
Lesley Garrick (items 1-13)	Jackie Russell
Clare Ireland	Mike Ward
Irving Hodgson	
In Attendance	
Robin Ashton (Executive Director)	Alan Sherry (Glasgow Kelvin College)
Penny Davis (Board Secretary)	Joanna McGillivray (City of Glasgow College)
Jim Godfrey (Finance and Resources Director)	Shaun McLaughlin (Student President GKC)
Wendy Odedina (Executive Assistant)	Jim Gray (Glasgow City Council) (Items 1-7 only)
Apologies	
Alisdair Barron	Caroline MacDonald
Frank Coton	Maureen McKenna

1. Introduction and Apologies

Paper No: Verbal

1.1 Discussion

The Chair welcomed:

- New Student Presidents, Megan Cartwright, Karolina Garsiorowska and Shaun McLaughlin, noting that Megan and Karoline have elected as the two GCRB student board members and Shaun will be Chair of the Glasgow Regional Student Executive Group;
- Alastair Milloy, new GCRB board member;
- Jim Gray, Head of Democratic Services Glasgow City Council, delivering a presentation to the Board;
- Joanna McGillivray, Vice Principal, CoGC – deputising for Paul Little.

Apologies were noted for Alisdair Barron, Frank Coton, Caroline MacDonald and Maureen McKenna.

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

It was agreed that the Executive Director, Interim Finance and Resources Director, Principal of Glasgow Kelvin College and Vice-Principal at City of Glasgow College would leave the meeting for item 8.

3. Chair's Business

Paper No: Verbal

3.1 Discussion

Meetings undertaken as Chair:

- Regular 1-1s with Executive Director and Finance Director;
- Initial induction meeting with Alastair Milloy;
- Initial induction meeting with new Student Presidents;
- Chairs, Principals and Executive Director meeting;
- Committee Chairs Meeting;
- Regional Leads Meeting.

The Chair noted that as part of the Committee Chairs meeting, it was agreed to bring the work of the Committees to the start of the board agenda.

The Chair informed members of arrangements for the launch of the Glasgow College Region Strategy for College Education which is scheduled to take place on Monday 30 October, immediately in advance of the next board meeting.

The Chair also noted that members will shortly receive an email from the GCRB office asking them to update their Register of Interest form if necessary.

4. Minutes of Board Meetings held on 22 May 2017 and decision by correspondence

Paper No: BM1-A

4.1 Decision

The minute of the meeting held on 22 March 2017 was **agreed** as an accurate record.

The Board noted the decision by correspondence taken on 24 July 2017 regarding board appointment recommendations.

5. Matters Arising

Paper No: BM1-B

5.1 Decision

The Board **noted** the Matters Arising report.

With regard to GCRB's bank account it was agreed that Fiona O'Neill, Assistant Director of Finance at the Scottish Funding Council is authorised to complete and sign The Royal Bank of Scotland plc's Bankline Mandate for the provision of internet banking services and to accept the Bankline Terms on behalf of GCRB.

6. Draft Glasgow Community Plan

Paper No: BM1-C

6.1 Discussion

Jim Gray, Head of Democratic Services at Glasgow City Council, delivered a presentation to the Board on the process undertaken to develop the Draft Glasgow Community Plan. He noted that GCRB is now a statutory partner of the Glasgow Community Planning Partnership and a member of its Shadow Board.

He outlined the consultation process that had taken place, the many partners involved, and the priorities and emerging areas for action that had been identified.

6.2 Decision

The Board **noted** their support for the draft Glasgow Community Plan and thanked Jim Gray for his contribution.

7. Nominations and Remuneration Committee – Minute 22 August 2017

Paper No: BM1-D

7.1 Decision

Robin Ashton, Jim Godfrey, Alan Sherry and Joanna McGillivray temporarily left the meeting at this point.

The Board noted the draft minute of the Nominations and Remuneration Committee of 22 August 2017.

8. Nominations and Remuneration Committee – GCRB Staffing

Paper No: BM1-E

8.1 Discussion

The Chair of the Nominations and Committee provided an overview of the paper noting that the Committee was asked by the Board at its meeting on 27 February 2017 to undertake work on the GCRB staffing structure for further consideration by the Board.

She outlined the process that the Committee had taken and noted that the full information considered at Committee level had been presented to the Board, including risk and financial implications. She advised that the Committee was satisfied that a robust process has been carried out in the consideration of this matter and it therefore agreed to the recommendations set out in the paper.

Since the Committee meeting, the Committee Chair advised that a letter had been received from the Chief Executive of the Scottish Funding Council on this matter and a copy of this letter was tabled for members' information.

Alastair Milloy left the meeting at this point.

The Board had an in depth discussion on the rationale for the proposals and considered the associated risks and the letter from the SFC. The Chair asked members to vote following debate. The outcome of the vote was to approve the Committee's recommendations.

8.2 Decision

The Board:

- **noted** and **considered** the GCRB staffing proposals as set out in this paper;
- **noted** the salary benchmarking information in relation to the Executive Director and Director of Finance and Resources roles;
- **noted** the proposals in relation to salary placement for the above roles;
- **noted** the risk and financial implications set out within the paper;
- **approved** the salary levels at fixed points for both roles;
- **approved** matching the current incumbent of the role of Executive Director to the newly revised role definition; and
- **agreed** the changes with effect from the date of the Board meeting.

9. Nominations and Remuneration Committee – Committee Terms of Reference and Related Matters

Paper No: BM1-F

9.1 Discussion

The Chair of the Nominations and Remuneration Committee provided an overview of the report which concerned amendment of the Committee's terms of reference to reflect legal and regulatory requirements in two areas: GCRB's role in relation to the appointment and terms and conditions of Assigned College Principals (to comply with Paragraph 16A of the Further & Higher Education (Scotland) Act 1992 as amended); and the SFC's 2016 guidance on severance.

The Chair of the Board noted that he had been in contact with the Assigned College Chairs on this matter, emphasising the 'light-touch' approach that had been proposed, and was seeking to address concerns that had been raised with him by City of Glasgow College.

9.2 Decision

The Board **considered** and **approved** the Nominations & Remuneration Committee's recommendations with regard to:

- the proposed changes to its terms of reference in relation to severance;
- the proposed changes to its terms of reference in relation to the appointment of Assigned College Principals; and

- the establishment of a separate panel to meet the Board’s ongoing responsibilities with regard to substantive changes to Assigned College Principals’ terms and conditions.

It was **agreed** that the Chair of the Board should seek to meet with the Chair of City of Glasgow College at the earliest opportunity.

Robin Ashton, Jim Godfrey, Alan Sherry and Joanna McGillivray re-joined the meeting at this point.

10. Performance and Resources Committee – Minute 16 June 2017

Paper No: BM1-G

10.1 Discussion

The Board **noted** the draft minute of the Performance and Resources Committee on 16 June 2017.

11. Performance and Resources Committee – Additional ESOL funds 2017-18

Paper No: BM1-H

11.1 Discussion

It was noted that the Performance and Resources Committee had considered the allocation of additional ESOL funds for 2017-18 via a decision by correspondence and had agreed a position for the current academic year, which will be reviewed in future.

11.2 Decision

The Board:

- **noted** the offer of £305,751 from SFC’s Strategic Funds for ESOL provision in 2017-18;
- **approved** the distribution of the funds as set out in the plan developed by Glasgow colleges and partners prior to the SFC decision to allocate funds through GCRB;
- **requested** that Glasgow Clyde College be made accountable for the allocation of these funds to partners and the requirement for it to report on this to GCRB;
- **noted** the intention to work with partners to make a case to the Scottish Government and the SFC for additional regional funding for ESOL;
- **requested** that progress is reported to a future meeting of the Performance and Resources Committee; and
- **requested** that the Executive Director seeks further clarification regarding the funding of additional ESOL provision for 2018-19.

12. Audit Committee – Minute of meeting on 15 May 2017

Paper No: BM1-I

12.1 Discussion

The Board **noted** the draft minute of the Audit Committee on 15 May 2017.

13. Audit Committee – Terms of Reference

Paper No: BM1-J

13.1 Decision

The Board **approved** the amendments to the Audit Committee Terms of Reference following recommendations resulting from the review of compliance with the Financial Memorandum.

14. Delivering the Glasgow Region Strategic Plan for College Education

Paper No: BM1-K

14.1 Discussion

The Executive Director noted that the paper provides members with an overview of the operational plans to deliver the region's strategy and is a result of discussions between the GCRB Executive, College Principals and Regional Leads, and has been developed in the context of existing commitments within the 2017/18 Regional Outcome Agreement.

The Executive Director explained that the paper refers to plans to deliver the ambitions of the regional strategic plan and that GCRB as an organisation has its own plans in terms of meeting its statutory requirements.

14.2 Decision

The Board:

- **considered** the report and the proposed delivery structure and objectives for the Glasgow Region Strategic Plan for College Education;
- **requested** the Executive Director integrate member feedback within operational planning and provide regular progress reports on delivery of strategic ambitions; and
- **requested** that the Executive provide a report on the operational planning for GCRB as an organisation to a future meeting of the Board.

15. Risk Management Review

Paper No: BM1-L

15.1 Discussion

The Interim Finance and Resources Director provided an overview of the paper noting that work had been undertaken on the board's risk register as a result of the Board workshop in June and the meeting of the joint Audit committee's in May.

15.2 Decision

The Board:

- **noted** the progress made in respect of GCRB's approach to Risk Management;
- **approved** the updated Policy and Procedures; and

- **approved** the proposed risk appetite as set out in the Risk Management Policy and Procedure.

It was **agreed** that the Board should consider the risk register towards the start of the agenda of its next meeting and that specific risks should be identified for discussion at every meeting of the Board.

16. Glasgow College Region Memorandum of Understanding

Paper No: BM1-M

16.1 Discussion

The Executive Director presented paper on the Glasgow College Region Memorandum of Understanding which he noted had been developed jointly across GCRB and the three assigned Colleges to strengthen effective regional partnership working. He noted that the assigned college boards will also consider this paper at their next Board of Management meetings.

16.2 Decision

The Board **endorsed** the Glasgow College Region Memorandum of Understanding.

17. Flexible Workforce Development Fund

Paper No: BM1-N

17.1 Discussion

The Interim Finance and Resources Director presented the paper on the flexible workforce development fund noting that final guidance has still be issued from the Scottish Funding Council on this matter. He noted that the paper proposes the funding should be allocated based on the draft guidance and following discussion with the assigned colleges.

17.2 Decision

The Board:

- **noted** the latest information regarding the Flexible Workforce Development Fund;
- **approved** that the regional apportionment of the Fund is allocated to the Assigned Colleges based upon their share of total credit activity including ESF;
- **requested** that update reports, regarding the Fund, are reported to the Performance & Resources Committee at each of its meetings; and
- **delegated** authority to the Performance & Resources Committee to approve the procedures, and arrangements, relating to the operation of the Fund.

18. Governance Report

Paper No: BM1-O

18.1 Discussion

The Board Secretary outlined a number of governance related matters for the Board's consideration.

18.2 Decision

The Board:

- **noted** further to e-mail correspondence with Members, the appointment of Alastair Milloy as a Non-Executive Member of the Board, and the appointment of three new Non-Executive Members to the Kelvin College Board;
- **noted**, further to e-mail correspondence with Members, the issue by the Chair of the Nominations and Remuneration Committee of a letter of appointment and terms and conditions to the Interim Chair of the Board;
- **noted** the appointment of Student Members for 2017-2018 in accordance with agreed election procedures;
- **noted** the approach to be taken in future to ensure student board membership over the summer period;
- **approved** the proposal to appoint Jackie Russell as interim Senior Independent Member;
- **noted** that the Audit Committee will consider at its next meeting a workplan emerging from a review of GCRB's powers and accountability;
- **noted** that the Nominations and Remuneration Committee will consider at its next meeting a planning paper on the Board's self-evaluation and external validation during 2017-18;
- **approved** the delegation of authority to the Nominations and Remuneration Committee to appoint an external assessor.

19. Enterprise and Skills Review – Report on Phase 2

Paper No: BM1-P

19.1 Discussion

The Executive Director noted that the following report had been provided to members for information.

19.2 Decision

The Board:

- **noted** the attached Phase 2 report on of the Enterprise and Skills Review; and
- **requested** the Executive Director provide a report on further developments related to the Enterprise and Skills Review, including an assessment of impact for the Glasgow College Region, to a future meeting of the GCRB Board.

20. Use of Delegated Authority

Paper No: BM1-Q

20.1 Discussion

No matters to report.

20.2 Decision

The Board **noted** the report.

21. Long Term Agenda

Paper No: BM6-T

21.1 Decision

The Executive Director presented the long term agenda for session 2017-18.

21.2 Decision

The Board **agreed** the long term agenda.

22. STEM Innovation – Riverside Campus, City of Glasgow College

Paper No: Verbal

22.1 Discussion

The Vice Principal Student Experience at City of Glasgow College provided members with a presentation on STEM Innovation at the college. It was noted that this project was partly funded by the recent capital allocation funding process.

22.2 Decision

The Board thanked the Vice-Principal for her presentation.

23. Date of Next Meeting

Paper No: Verbal

23.1 Decision

The date of the next board meeting of the Board was confirmed as Monday 30 October 2017 at the Eastend Campus of Glasgow Kelvin College, with the strategy launch event taking place immediately in advance.