

## Draft Minute of Board Meeting held on Monday 25 January 2021

<b>Present</b>	
Janie McCusker (Chair)	Caroline MacDonald
Alisdair Barron	Ed McGrachan
Dave Brown	Maureen McKenna
Paul Buchanan	Alastair Milloy
Moira Connolly	David Newall
Lesley Garrick	Ian Patrick
Nicolas Garcia	Sissa Rasmussen
Alastair Milloy	Jackie Russell
Clare Ireland	
<b>In Attendance</b>	
Martin Boyle (Executive Director)	Paul Little (Principal CoGC)
Frances Curran (EIS FELA)	Wendy Odedina (Executive Assistant)
Penny Davis (Board Secretary)	Derek Smeall (Principal GKC)
Lauren McLaren (Student President GKC)	Jon Vincent (Principal GCC)
Jim Godfrey (Finance and Resources Director)	Gary Devlin (Azets, External Auditor)
Breea Keenan (Communications Lead)	Ron Hill (External Evaluation Observer)
<b>Apologies</b>	
Chris Greenshields (Unison)	

### 1. Introduction

Paper No: Verbal

#### 1.1 Discussion

The Chair welcomed members and attendees to the meeting noting the attendance of Gary Devlin, GCRB external auditor, attending in relation to the consolidated annual report and accounts, and also Ron Hill, observing as part of the GCRB external board evaluation.

### 2. Apologies

Paper No: Verbal

#### 2.1 Discussion

Apologies were received for Chris Greenshields, Unison observer.

### 3. Declarations of Interest

Paper No: Verbal

#### 3.1 Discussion

The Chair notified members that it is each Member's personal responsibility to indicate to the Chair at any time during the meeting if they have, or may be perceived as having, a conflict of interest under any item on the agenda.

## 4. Chair's Business

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Verbal

### 4.1 Discussion

The Chair detailed the various meetings she had held since the last meeting of the board with internal and external stakeholders.

## 5. Executive Director's Update

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Paper No: Verbal

### 5.1 Discussion

The Executive Director provided update on his activity since last meeting including work on the regional review process, being part of a Colleges Scotland work group with SQA, and holding interviews for the Environmental Sustainability Manager position.

## 6. Minute of Board Meeting held on 26 October 2020 and 9 November 2020

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Paper No: BM4-A, BM4-B

### 6.1 Decision

The minute of the meeting held on 26 October 2020 was agreed as an accurate record.  
The minute of the meeting held on 9 November 2020 was agreed as an accurate record.

## 7. Matters Arising

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Paper No: BM4-C

### 7.1 Discussion

The Executive Director drew members' attention to the action monitoring log within the paper providing a status update on actions from the last board meeting.

### 7.2 Decision

The Board **noted** the matters arising paper.

## 8. Review of Coherent Provision and Sustainability of the Glasgow College Region

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Paper No: BM4-D

### 8.1 Discussion

The Executive Director presented the report on the outcome of phase 1 of the review of coherent provision and sustainability of the Glasgow College Region. He explained that the report presents ten themes which he had drawn from the submissions received in response to the call for evidence. He proposed that phase 2 of the process would be to meet with relevant internal stakeholders to explore the themes and their submissions in more depth and proposed a timeline for this work.

He explained that this report is the Executive Director's summary of the responses received and therefore he is seeking agreement on timescales and approach, rather than the content of the report itself. The Executive Director also noted that all the responses to the Call for Evidence will be made available to board members on BoardEffect immediately following the meeting.

The Board discussed the report including the timescales and welcomed the objective approach being taken, mirroring the SFC national review. They were enthused by the opportunities for change and improvement that the review seeks to provide, whilst recognising the challenges, particularly whilst operating within the Covid-19 environment.

It was discussed that trade union representatives had not engaged in phase 1 and the board encouraged the GCRB Executive to continue to seek their input as well as any other stakeholders who had not responded.

## 8.2 Decision

The Board:

- **Noted** the phase one report, and **approved** its submission to Scottish Funding Council on the basis that it is the Executive Director's report; and
- Reconfirmed **approval** of the proposed phase-two engagement activity and timeline, as first set out to board on 9 November 2020.

## 9. Risk Register

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Paper No: BM4-E

### 9.1 Discussion

The Executive Director presented an updated risk register which he noted that is an interim measure in advance of a full risk workshop to review the risk register in more depth. He noted that this refreshed risk register had been considered by the Audit and Assurance Committee whose comments had been incorporated.

### 9.2 Decision

The Board **noted** the position of the current Risk Register and **approved** the recommended changes to the GCRB Risk Register.

## 10. Consolidated Regional Accounts

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Paper No: BM4-F, BM4-G, BM4-H, BM4-I

### 10.1 Discussion

#### Annual Report of Internal Auditor

The Finance and Resources Director presented the annual report of internal auditor noting the overall audit opinion as good. He noted that there were some issues raised, such as shared services, which will be considered as part of the regional review process.

### Letter of Representation

The Finance and Resources Director noted that the letter of representation is provided for board approval as per standard practice to accompany the financial statements.

### Annual Report of External Auditor

The External Auditor spoke to the annual report of the external auditor for 2019-20 and confirmed his unqualified opinion on the consolidated regional accounts. He noted his report covers the financial statements and also presents a wider scope section which highlights implications from Covid-19 and comments on governance matters which relate to the wider discussions on the regional and national review processes.

### Annual Report and Consolidated Financial Statements

The Finance and Resources Director presented the annual report and consolidated financial statements for the region which he noted had been completed remotely for the first time and acknowledged the work of finance colleagues in the colleges and the external audit team for their efforts in this regard. He noted that these had been considered in depth at the Audit and Assurance Committee and are recommended to the Board for approval.

A comment was received regarding GDPR and disclosing gender information for a small group of staff to which the external auditor noted that this is a specific requirement of working in the public sector in Scotland which has to be complied with.

## 10.2 Decision

The Board:

- **considered** and **noted** the Annual Report of the Internal Auditor 2019-20;
- **agreed** to approve that the letter of representation be signed by the GCRB Chair on behalf of the Board;
- **consider** and **noted** the Annual Report of the External Auditor 2019-20; and
- **approved** the Annual Report and Consolidated Financial Statements 2019-20.

## 11. Regional Outcome Agreement 2019-20 Evaluation

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Paper No: BM4-J

### 11.1 Discussion

The Executive Director presented the Regional Outcome Agreement 2019-20 which he noted provided evaluation of college data and the regional programme for action. He recommended the report for board approval and onward submission to the SFC.

### 11.2 Decision

The Board:

- **considered** the evaluation of the 2019-20 Glasgow Regional Outcome Agreement; and

- **approved** that it should be submitted to the Scottish Funding Council.

## 12. Recommendations from P&R Committee

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Paper No: BM4-K

### 12.1 Discussion

The Chair of the Committee outlined four recommendations for board consideration and approval.

She noted that the recommendations relating to mental health counsellors, student mental health and well-being, and additional credit activity are deemed to be non-contentious and she endorsed these for approval.

She highlighted with regard to the Colleges Scotland increased subscription cost, that whilst the Committee recommend this for approval, the matter caused some unease with regard to the level of increase. She noted that the Committee made their recommendation on the basis that it is for one year only, and does not set a precedent for the future. With regard to this item the Chair of the Board declared an interest as a board member of Colleges Scotland.

The board discussed staff development opportunities for the GCRB team to ensure that sufficient funding is available to support relevant opportunities.

### 12.2 Decision

The Board **agreed**:

- the allocation of an additional £20,000, from the budget for the Programme of Action, to meet the additional costs of the Colleges Scotland subscription, for 2020-21;
- the allocation of £104,000 to each college in Glasgow to provide mental health counsellors in 2020-21;
- the allocation of £40,333 to each college in Glasgow to support student mental health and wellbeing in 2020-21; and
- the allocation of credit activity, credit funding and student funding to support the National Transition Training Fund and Young Persons Guarantee in 2020-21.

## 13. Recommendations from N&R Committee

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Paper No: BM4-L

### 13.1 Discussion

The Chair of the Committee set out the recommendations relating to appointment of non-executive board members to the board of Glasgow Clyde College and an amendment to the Committee terms of reference.

She noted also for information that the SFC has now approved the voluntary severance schemes for Glasgow Clyde and Glasgow Kelvin colleges which the committee approved and submitted to SFC.

## 13.2 Decision

The Board:

- **approved** the recommendation to appoint non-executive members to the Glasgow Clyde College Board for an initial term of four years, to 25 January 2025;
- **noted** the Committee’s clarification of its Terms of Reference, and **confirmed** that the wording may be altered so that a “minimum of 50% non-executive members” as opposed to a “non-executive majority” must be present for a meeting to proceed, in accordance with best practice and anticipated changes to regulation; and
- **noted** that, further to the Committee’s decision on 10 December, the Scottish Funding Council has now approved Voluntary Severance schemes for both Glasgow Clyde College and Glasgow Kelvin College.

## 14. Recommendations from AAC Committee

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Paper No: BM4-M

### 14.1 Discussion

The Committee Chair proposed an amendment to the Committee’s terms of reference for board approval.

### 14.2 Decision

The board **approved** the amendment to the Committee’s Terms of Reference.

## 15. Approval of Second Terms Committee

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Paper No: BM4-N

### 15.1 Discussion

The Board Secretary outlined the requirement for the short life second terms committee to be convened. She noted that the Chair of the Board will chair this committee, as is appropriate in relation to board appointments, and suggested that the board either agrees others members of the committee or delegates this to the Chair to conclude the establishment of the rest of the committee members.

### 15.2 Decision

The board **approved** the establishment of a short-life Second Terms Committee with the proposed terms of reference and **agreed** that the Chair should be chair of the committee and should appoint members to the Committee.

## 16. Regional Outcome Agreement 2020-21 and 2021-22

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Paper No: BM4-O

### 16.1 Decision

The board **noted** the interim progress report ,and the current position of future developments.

## 17. GCRSE Update

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Paper No: Verbal (presentation on day of meeting)

### 17.1 Discussion

The three Student Presidents provided a presentation to the board on student mental health and the concerns facing students as a result of the Covid-19 pandemic.

The board discussed the presentation in depth and recognised the significance of this matter. They discussed and considered ways in which GCRB could look to support the work already ongoing in colleges to support both students and staff.

### 17.1 Discussion

The board **agreed** that the Chair of the Board should write to the Minister for Further Education, Higher Education and Science on this matter and to invite him to meet with the Student Presidents.

## 18. P&R Minutes and Annual Report

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Paper No: BM4-P, BM4-Q

### 18.1 Decision

The board **noted** the minutes of the Performance and Resources Committee and the contents of its annual report on the past year and priorities for the year ahead.

## 19. N&R Minutes and Annual Report

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Paper No: BM4-R, BM4-S

- 19.1** The board **noted** the minutes of the Nominations and Remuneration Committee and the contents of its annual report on the past year and priorities for the year ahead.

## 20. Audit and Assurance Committee Minutes and Annual Report

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Paper No: BM4-T, BM4-U, BM4-V, BM4-W

### 20.1 Decision

The board noted the minutes of the Audit and Assurance Committee and the contents of its annual report on the past year and priorities for the year ahead.

## 21. Communications Update

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Paper No: BM4-X

### 21.1 Discussion

The Board **noted** the communications update.

## 22. Use of Delegated Authority

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Paper No: BM4-Y

### 22.1 Decision

The board **noted** the report on use of delegated authority.

## 23. Long Term Agenda

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Paper No: BM4-Z

### 23.1 Decision

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

## 24. Review of Disclosable Status

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Paper No: Verbal

### 24.1 Decision

The board secretary confirmed the following papers as non-disclosable:

- BM4-D Review of Coherent Provision and Sustainability of the Glasgow College Region;
- BM4-G Letter of Representation
- BM4-H Annual Report of the External Auditor 2019-20
- BM4-I Annual Report and Consolidated Financial Statements 2019-20
- BM4-J Regional Outcome Agreement 2019-20
- BM4-L Recommendations from N&R Committee
- BM4-R Draft Minute N&R Committee 10 December 2020
- BM4-T Minute Audit Committee 5 November 2020
- BM4-U Minute Audit Committee 3 December 2020
- BM4-V Draft Minute Audit Committee 12 January 2021
- BM4-W Audit and Assurance Committee Annual Report

## 25. Date of Next Meeting

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Paper No: Verbal

### 25.1 Decision

The date of the next meeting was confirmed as Monday 29 March with a workshop on phase 2 of the review being to be convened also.



## **26. Senior Independent Member Feedback on Review of Board Chair**

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Paper No: Verbal

### **26.1 Decision**

The Chair of the Board left the meeting for this item.

The Senior Independent member presented the board with feedback on the review of the board chair.

The board discussed the process for collecting feedback and how this may be improved moving forward.