

## Draft Minute of Board Meeting held on Monday 25 April 2016

<b>Present</b>	
Margaret Cook (Chair)	Caroline MacDonald
Frank Coton	Maureen McKenna
Irving Hodgson (Chair, GKC)	Leonie O'Connor
Clare Ireland	Jim O'Donovan
Carol Kirk	Jackie Russell
Alex Linkston (Chair, GCC)	Grahame Smith
<b>In Attendance</b>	
Martin Fairbairn (Outgoing Chief Officer)	Paul Little (Principal, COGC) (items 1 to 13)
Sandra Hampson (Executive Assistant)	Paul McAllister (Secretary to the GCRB Board)
Eleanor Harris (Depute Principal, GCC)	Alan Sherry (Principal, GKC)
Alan Inglis (Depute Principal, GKC) (items 1 to 7)	
<b>Apologies</b>	
Alisdair Barron	Janet McKay
Ian Gilmour	Susan Walsh
Linda McDowall	

### 1. Introduction and Apologies

Paper No: Verbal

#### 1.1 Discussion

The Chair welcomed:

- Maureen McKenna
- Alex Linkston, Chair, Glasgow Clyde College and Irving Hodgson, Chair, Glasgow Kelvin College;
- Paul McAllister, Secretary to the Board of GCRB (and Clerk to the Glasgow Kelvin College Board of Management);
- Alan Inglis, Depute Principal, Glasgow Kelvin College;
- Eleanor Harris, Depute Principal, Glasgow Clyde College;
- Paul Little, Principal, City of Glasgow College and Alan Sherry, Principal, Glasgow Kelvin College

Apologies were noted for Alisdair Barron, Ian Gilmour, Linda McDowall, Janet McKay and Susan Walsh.

It was noted that Paul Little, Principal, City of Glasgow College would have to leave the meeting at 3.00pm.

## 2. Declarations of Interest

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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.

Martin Fairbairn declared an interest in agenda item 8 and item 10 (section on new members of GCRB) but would leave the meeting for item 8 only.

Irving Hodgson declared an interest in agenda item 10 he knew one of the candidates being appointed and noted he had a connection with the Executive Director candidate proposed in item 8.

Frank Coton declared an interest in agenda item 10 in relation to the appointment of the Chair of the Glasgow Clyde College Board.

Carol Kirk declared an interest in agenda item 10 – Mary Docherty was a colleague.

## 3. Chair's Business

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Paper No: Verbal

### 3.1 Discussion

The Chair noted the various meetings and events that she had attended on behalf of the GCRB which included: GCRB board member shortlisting panel and interviews; introductory meetings with the Scottish Government, the Scottish Funding Council and Colleges Scotland; Colleges Scotland Workshops 1 & 2; introductory meetings with GCRB board members, Chairs and Principals of the colleges; City of Glasgow College Board Planning Event; College Chair's interviews; Executive Director shortlisting panel and interviews; NJNC meetings; Glasgow Kelvin College Board meeting; Chairs Meeting and Colleges Scotland/Audit Scotland meeting; Colleges Scotland Employment Relations Committee; City of Glasgow SDM and City of Glasgow College campus tour; introductory meetings with the Principals of Strathclyde University, Glasgow University, Glasgow Caledonian University and Glasgow Chamber of Commerce and a Community Justice Workshop event.

## 4. Minutes of Board Meetings held on 25 January and 14 March 2016

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Paper No: BM6-A/BM6-B

### 4.1 Decision

The Board **agreed** the minutes were a true record.

## 5. Matters Arising

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Paper No: BM6-C

### 5.1 Decision

The Board **noted** the paper.

## 6. Board Long Term Agenda

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Paper No: BM6-D

### 6.1 Discussion

Martin Fairbairn presented the proposed agenda items and asked for additions or amendments. Each Board Committee would consider whether it was appropriate to present an annual report to the Board along similar lines to the Audit Committee.

### 6.2 Decision

The Board **agreed** to receive a report on the Commission on Widening Access Report at the October meeting and on the Education Scotland Action Plan at the August meeting.

## 7. Regional Outcome Agreements

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Paper No: BM6-E

### 7.1 Discussion

Alan Inglis presented a report on the progress against the 2015-16 Regional Outcome Agreement and an update on development of the 2016-17 Agreement. Key targets are likely to be met. It was noted that additional European Social Fund funding had been allocated to the Glasgow region. There has been limited progress on developing the 2016-17 Agreement. It may be necessary to call another Board meeting to discuss the Agreement depending on the timing of any announcement from the SFC about funding levels.

### 7.2 Decision

The Board:

- **noted** the progress report;
- **noted** the allocation of additional funds to Glasgow and the approach to deployment;  
and
- **noted** the briefings on historic trend data and the new Credit-based funding approach.

## 8. Executive Director Appointment

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Paper No: BM6-F

### 8.1 Discussion

Martin Fairbairn left the meeting on the basis that an incumbent should not influence the recruitment of their successor.

Margaret Cook presented a paper on the proposed appointment of a new Executive Director. There was a discussion about the concerns that had been expressed about the proposed appointment. It was reiterated that the candidate met the requirements and that the process for appointment was robust. The Board's role was not to question the agreed recruitment process. All Board members agreed they were now satisfied with the proposed candidate. It was commented that it would be beneficial if in future it was possible to see comments by fellow Board members when a decision by correspondence is proposed.

### 8.2 Decision

The Board:

- **approved** the recommendation of the Nomination & Remuneration Committee for the appointment of Robin Ashton to the post of Executive Director of GCRB, and the terms of that appointment subject to satisfactory resolution of the pension arrangements; and
- **noted** that the form of the appointment will take the form of a 'permanent secondment' between Glasgow Kelvin College and GCRB.

## 9. Risk Register

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Paper No: BM6-G

### 9.1 Discussion

Martin Fairbairn presented a report on the Risk Register. He highlighted changes including the reduced risk relating to the change in the balance of student support funds. A number of other risks had also reduced and therefore Risk ID numbers 0004 and 0006 should be removed from the register. The Board discussed whether any additional risks should be added at this time and concluded that none should be added.

### 9.2 Decision

The Board **noted** the Risk register as presented.

## 10. Governance Matters

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Paper No: BM6-H

### 10.1 Discussion

Paul McAllister presented a paper addressing a range of governance matters including the appointment of members to the GCRB, and its committees, and the appointment of a number of new members to the three Assigned Colleges. The process for the appointments

of all of the new members and the rationale behind the length of appointments was discussed.

## 10.2 Decision

The Board:

- **agreed** the recommendation of the Nomination & Remuneration Committee for the appointment of Lesley Garrick and Paul Buchanan to the Board of GCRB until 31 July 2018, and that formal approval would be sought from the Chair and the Scottish Ministers;
- **agreed** the recommendation of the Nomination & Remuneration Committee the following candidates be appointed to the Board of Glasgow Kelvin College for the periods specified with effect from 1 August 2016:
  - Irving Hodgson – Chair Two years
  - Ian Patrick Four years
  - Alan Robertson Four years
  - Elizabeth Robertson Four years
  - Clark Whyte Four years
  - Stephen Birrell Two years
  - Anne McTaggart Two years
  - Joe Wilson Two years;
- **noted** the appointment of Pamela Currie as a staff member to the Board of Glasgow Kelvin College from 1 April 2016 until 31 March 2020;
- **agreed** the recommendation of the Nomination & Remuneration Committee the following candidates be appointed to the Board of City of Glasgow College for the periods specified with effect from 1 August 2016:
  - Alisdair Barron - Chair Four years
  - Jim Gallacher Three years
  - George Galloway Four years
  - Tracy Howe Four years
  - Colin McMurray Four years
  - Stuart Patrick Three years
  - Anne Peters Three years
  - Eric Tottman-Trayner Three years
  - Lesley Woolfries Four years;
- **agreed** the recommendation of the Nomination & Remuneration Committee the following candidates be appointed to the Board of Glasgow Clyde College for the periods specified with effect from 1 August 2016:
  - David Newall – Chair Four years
  - Gordon McGuinness Four years
  - Sandra Heidinger Four years
  - Mary Docherty Three years
  - Fiona Godsman Three years
  - Graeme Whiteford Three years;

- **approved** the appointment of Maureen McKenna to the GCRB Audit Committee and Frank Coton as Chair of the GCRB Performance & Resources Committee with effect from 1 May 2016;
- **agreed** that no amendments are required to the Board Regulations or Scheme of Delegation;
- **agreed** to the adoption of the Audit Committee's revised Terms of Reference, as recommended by the Audit Committee;
- **agreed** to the adoption of the internal audit plan, as recommended by the Audit Committee; and
- **approved** the draft equalities report for publication.

## 11. Board Effectiveness and Development Plan

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Paper No: BM6-I

### 11.1 Discussion

Grahame Smith presented the paper on Board Effectiveness. It was felt that there was a lack of understanding of the Board's role while at the same time it had a poor public image. The Board itself was clear on its objectives. It was felt that it could be helpful to discuss with the individual College Boards the GCRB's role. The Colleges and other stakeholders should be invited to help the GCRB develop the strategy for Further Education in Glasgow. Members of the GCRB Board who wished to assist the Chair in planning development were invited to let her know. Board members who did not wish to receive paper copies of the papers were asked to let Sandra Hampson know.

### 11.2 Decision

The Board:

- **considered** the results of the Board questionnaire; and
- **agreed** the development themes

## 12. GCRB Running Costs

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Paper No: BM6-J

### 12.1 Discussion

Martin Fairbairn led a discussion on the financial position of the GCRB. The budget for 2016-17 cannot be confirmed until the total funding allocation for Glasgow is known.

## 12.2 Decision

The Board **noted**:

- in the initial period the GCRB was funded by a combination of SFC and the Colleges;
  - the Colleges have fully funded the GCRB costs from 1 January 2015 with the funding currently split evenly across the 3 Colleges;
  - GCRB's currently-projected costs for 2015-16 are £21,107 less than previously projected;
- and
- the Scottish Funding Council has required funding for the full cost of the Interim Chief Officer for the period beyond the original period of the secondment (i.e. from 11 November 2015 onwards).

## 13. Use of Delegated Authority

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Paper No: BM6-K

### 13.1 Decision

The Board **noted** the paper presented by Martin Fairbairn.

## 14. Audit Committee Annual Report and Committee Papers

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Paper No: BM6-L, BM6-M, BM6-N, BM6-O

### 14.1 Discussion

Leonie O'Connor presented the Audit Committee Annual Report and thanked the members of the Committee for their help and support with special thanks to Martin Fairbairn.

Jackie Russell also thanked Martin Fairbairn for his support with the Nomination and Remuneration Committee.

### 14.2 Decision

The Board **noted** the following reports from Committees:

- Audit Committee Annual Report;
- Audit Committee on 11 March 2016;
- Nominations & Remuneration Committee on 30 March 2016; and
- Performance & Resources Committee on 21 March 2016.

## 15. Any Other Business

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### 15.1 Discussion

Margaret Cook advised that she felt that it would be beneficial for the operation of the GCRB to have a Vice Chair to assist the Chair and to deputise for her. Members who were interested in the role were asked to indicate their interest by 9<sup>th</sup> May. Margaret Cook sought authority to delegate to Frank Coton the Chair's authority during her holiday. She also sought authority, along with the Chair of the Nominations & Remuneration Committee,

to appoint on a temporary basis someone to fill the role of Executive Director until Robin Ashton took up his post.

The Chair thanked Janet McKay and Linda McDowall for their service as Board members and wished them well. She also thanked Martin Fairbairn for his work as Interim Executive Officer.

### **15.2 Decision**

The Board:

- **agreed** to the creation of a Vice Chair position and that any Board members wishing to be appointed should put their name forward to the Chair;
- **agreed** to delegate the functions of the Chair to Frank Coton during the Chair's absence on holiday; and
- **agreed** to delegate authority to the Chair and the Chair of the Nomination and Remuneration Committee to make an appointment of an interim Executive Director.

## **16. Date of Next Meeting**

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Paper No: Verbal

### **16.1 Decision**

The Board **agreed** that the next meeting would take place on 29 August 2016 and that a Strategy Conference would take place on a date to be advised in September/October 2016.