

Board of Management

Minutes

Meeting reference: Board2014-15/03

Date and time: Wednesday 25 March 2015 at 5.30pm

Location: Room 107

Members present: Mike Baxter, Mark Bell, Sam Finlayson, Derek Forgan, Dolores Garden, Harold Gillespie, David Littlejohn, Xander McDade, John McDonald, Ian Mathers, Margaret Munckton, Grant Myles, Alistair Napier, Fiona Shepherd

Apologies: Ian Jackson, Norman Wilson, Dawne Hodkinson

In attendance: Susan Bald, Vice Principal, Human Resources and Communications
Jenny Simmonds, Clerk to the Board
Jackie Mackenzie, Director of Finance
Pam Wilson, Vice Principal, Academic

Chair: Grant Myles

Minute Taker: Jenny Simmonds

Quorum: 8

Summary of Action Items			
Ref	Action	Responsibility	Time Line
6	PCSA paper and revised Constitution to be presented to June Board	PCSA	17 June 2015
8	The Board to write to UHI Court re the Financial Memorandum	Board/MM	10 April 2015
8	Perth College SMT to write to UHI EO re the Financial Memorandum	SMT	10 April 2015
9	Reconvene SLWG to review and take forward actions arising from the Away Day and first meeting.	Board/JS	April/May 2015
10	Confirmation that UHISS Ltd's structure is appropriate re VAT Group/Cost Sharing Group.	Jackie Mackenzie	3 June 2015
10	Student Support requirement paper to be presented to June Board	Jackie Mackenzie	17 June 2015
11	Convene Chair-Board member meetings	JS	April/May 2015
12	To check wording of para 27 of Equality Mainstreaming Report for clarity	Susan Bald	April 2015

Item

1 Welcome and Apologies

Grant Myles welcomed everyone to the meeting and noted that a starring system was being used with only starred items for discussion.

Apologies were noted.

Action

2 **Additions**

There were no additions to the agenda.

Tabled

The Finance and General Purposes Committee minutes of 11 March 2015 were tabled.

To be circulated and presented to 17 June Board

The Audit Committee minutes of 24 March 2015
The Chairs' Committee minutes of 12 March 2015

3 **Declaration of Interest in any Agenda Item**

Derek Forgan noted a potential conflict of interest in Agenda item 6.2 "Update on progress of creating a strong, autonomous, sustainable, appropriately funded Students' Association Project".

There were no other declarations of a conflict of interest in any agenda item.

4 **Minutes of Meeting held on Wednesday 29 October 2014**

The minutes were approved as a correct record subject to changing the wording at Agenda item 3 **Declaration of Interest in any Agenda Item**.

Approved: change wording from:

"There were no declarations of **an outside** interest....."

to

"There were no declarations of **a conflict of** interest....."

5 The actions taken following the last meeting were noted.

7 Convene Board discussion re UHI Court and FERB

Action: This matter is discussed with the Board at Agenda Item 7.

7 Reconvene SLWG to review and take forward actions arising from the Away Day and first meeting.

Carried forward: The SLWG will be reconvened April/May 2015.

7 Convene Chair-Board member meetings

Carried Forward: Chair-Board meetings will be discussed under

Agenda Item 11 and convened as part of the Board appointments process.

8 To express Board concern over current position of UHI Student Representation Project.

Action: Margaret Munckton reported she had registered the Board concerns with Mike Devenney, Chair of the UHI Student Representation Project Board. Time has been a factor in setting up the HISA and there are still details to be confirmed. Elections to HISA are currently on going.

There is still a lack of engagement in HISA by Perth College students despite continuing efforts to promote awareness of the student body and the elections. It is not yet known if anyone from Perth College will stand for election to HISA.

It was agreed that securing the representative for Further Education in HISA elections was essential.

10 To review Board health and safety role and responsibilities through SLWG

Carried forward

6 6.1 Students' Association Update

Sam Finlayson and Zander McDade spoke to the Perth College Students' Association (PCSA) paper, updating members on, among others thing; the UHI Student Representation Project, the growing success of the LGBT Group, the increase in the number of Clubs & Societies, the Students' Association Surgeries and the Scottish Youth Parliament Hustings. There is a very positive increased level of engagement by students in the Perth College Students' Association.

The Students' Association also thanked Pam Wilson for all her efforts in securing them an appropriate location for their event in the Goodlyburn building.

6.2 Update on Progress of Creating a Strong, Autonomous, Sustainable, Appropriately Funded Students' Association Project

Sam Finlayson and Xander McDade updated the Board on their proposals for the:

- i. restructuring of the present Students' Association;
- ii. the election timetable;
- iii. campaigning proposals;
- iv. voting period;
- v. scope of the support require;
- vi. nature of an Advisory Group/Committee.

The proposals as currently stated do not align with the current PCSA

Constitution and require the PCSA to seek Board approval to vary and amend the current Constitution.

There were also details within the papers and items (i-v) noted above which required to be discussed and agreed between the PCSA and the Senior Management Team.

Approved:

- The Board endorsed the proposed change in structure of the PCSA to one full-time President, two part time VP's and a voluntary executive and approved this as a variation to the current SA Constitution. This allows the election announcement to take place on 27 March 2015.

Proposals which may/will entail changes to the Constitution; the election timetable, voting, campaigning and the number of students required to support a nomination, are to be discussed further and a way forward agreed through SMT between 27 March and 13 April 2015 (in good time for all materials and communications to be ready and available to meet the requirements of the timetable).

Approved:

- The Chair of the BoM has agreement from the BoM to take Chair's action and approve changes to the SA Constitution for the other matters noted above once they have been agreed through SMT, reporting back to the Board.

The Head of Quality was confirmed as the Senior Returning Officer in line with the Constitution.

The other matters still to be resolved; the scope of the support required and the nature of an Advisory Group/ Committee, are to be discussed and agreed through SMT and to be presented to the June Board via the Engagement Committee.

A PCSA paper and revised Constitution noting all the changes (those approved by BoM, those approved by Chair's action and those to be resolved/proposed) to be presented to the June Board for approval via the Engagement Committee.

7 Strategic Change in the Highlands and Islands

The Chair spoke to an update paper on the status of the UHI organisational structure developments. He noted that a verbal report to the UHI Court on 17 March 2015 indicated merger proposal discussions between UHI EO and Inverness College were suspended.

The Chair indicated that he will propose the Chairs of the Academic Partners discuss the current structures, relationship and processes to explore ways they can work more effectively and engage constructively with UHI EO. This will also be raised with FERB.

University of the Highlands and Islands Strategic Vision and Plan

The Chair introduced the UHI Strategic Vision and plan, acknowledging that he had not sought further comments from board members on this final draft version given the very short timescale. Both the Board and SMT have made previous comments to this document at different stages.

The Board acknowledged the document noting Perth College will work positively with the strategic vision and plan and continue to input to it as required.

8 Financial Memorandum between UHI and Perth College

Jackie Mackenzie reported that the draft Financial Memorandum (FM) between UHI and assigned colleges has been circulated to principals of assigned colleges for feedback with the aim of having the FM in place by 1st April.

There are 3 main areas of concern with the draft document, in particular:

- i. written approval from the Regional Strategic Body (RSB) is required prior to Colleges being able to make transfers to arms length foundations;
- ii. the College CEO is to provide a letter of representation twice a year to the RSB instead of once a year as is currently the case; and
- iii. the internal audit powers of the RSB over the College are wider, stronger and more onerous than previous.

During discussion it was noted that there had been no joint discussion or meeting between the UHI EO and academic partners prior to the development of the draft FM. In addition, the nature and tone of the document does not convey the spirit of a partnership between equal partners.

Overall the document is considered to:

- i. constrain the ability of College Senior Management to take effective decisions timeously; and
- ii. constrain the ability of the Board of Management to demonstrate responsibility for the financial management of the College.

SMT had been informed that the Academic Partnership Agreement would be issued to be considered alongside the revised FM. However, the timescale for the completion of the revision of the Academic Partnerships has slipped and is not currently know.

The College's Senior Management Team confirmed that it would not recommend that the Board accept the FM as it currently stands.

Approved:

- The Board to write to UHI Court stating it did not consider it appropriate to sign off the draft Financial Memorandum as it currently stands.
- The Board to inform UHI Court of their issues of concern regarding the content, structure and tone of the draft FM and outline positive suggestions for a way forward.
- The Board to formally consider the revised Academic Partnership Agreement and the Financial Memorandum together.
- Perth College Senior Management Team to write to UHI EO noting the Board position and offer to engage in discussions to further develop the Academic Partnership Agreement and FM.

9 Chair's Report

The Chair, Grant Myles, updated the Board on the FERB regional capital requirements plan which has been put together by Michael Foxley to give a regional picture of the capital requirements.

The SFC has also requested information to put together a 10 year plan for potential capital requirements. It is not clear exactly how the two documents relate to each other.

A recommendation for approval was made to UHI Court from FERB that College Principals be in attendance at FERB meetings. UHI Court has not approved this recommendation.

10 Principal's Update

Margaret Munckton opened her update by noting the progress made towards the implementation of the ICT Shared Service. The aim is that the new Company will start trading in August 2015 with the articles of UHISS Ltd currently undergoing amendment.

It is being proposed that staff will be TUPE transferred to the new company before then. This may require Chair's action from the Chair of F&GP Committee or the Chair of the Board to approve the TUPE proposals if they require approval before the next F&GP on 3 June 2015.

Confirmation is being sought from our professional advisers that UHISS Ltd's structure is appropriate re VAT Group/Cost Sharing Group.

A further Shared Services update paper with a timeline and summary of the business case and financial information will be presented to the 3 June F&GP meeting. Approval to join the ICT Shared Service will be

sought from the Perth College Board of Management at the 17 June Board meeting.

A formal sector wide arrangement has been made with the Government to allow the College to use net depreciation cash to fund the Student Support requirement. The amount of underfunding of student support in this financial year is estimated at £480k. Discussions are ongoing within the region to enable any redistribution within region before 31 July 2015. This situation is unlikely to change next year. A paper on this will be presented to the June Board.

National bargaining will be implemented through the Recognition and Procedural Agreement (RPA) mechanism. The Board will likely be asked to consider and sign the RPA at the June or September Board meeting.

Perth College is third in Scotland for our day one attainment in 2013/14 of full time FE students. This is an excellent achievement.

Some other highlights from this period include:

- i. Roseanna Cunningham visited the College on 20 March 2015 and was delighted with our Living Wage accreditation and met staff and students highlighting our approach to inclusive skills development at all levels;
- ii. Wood implementation – we are leading the way in establishing a Perth and Kinross regional group for Invest in Young People and working with schools to introduce new pathways;
- iii. Air Gallery in St John's Centre – a decision re extending this for another year is imminent;
- iv. Visits and links to China and India;
- v. Degrees coming on line and being led by our staff include: criminology and sociology (15/16), Air Transport Management (16/17), Accounts and Finance and Sports and Fitness;

The Board thanked all staff and students for working so hard to achieve these results.

John Macdonald left the meeting at this point

11 Board Reappointment and recruitment

The Board noted the timetable and proposals for taking forward the Board recruitment exercise.

12 Equality and Mainstreaming Report

During discussion it was agreed Susan Bald to check wording on Pg 27, **Higher Education, Age, Disability and Ethnicity** to ensure clarity.

Approved:

The Board approved the following:

- i. Equality Mainstreaming report 2015
- ii. Annual Employee Information Report 2013-15
- iii. The Equal Pay Statement 2015

The Board thanked Susan Bald for the reports noting they were very informative, clear and well written.

13 Minutes of Standing Committees

13.1 Audit Committee – 24 March 2015

Derek Forgan gave the Board a verbal update from the Audit Committee meeting noting there were no issues of concern arising from the meeting. The full minute will be circulated in due course and presented to the June Board meeting for approval.

13.2 Chairs' Committee -- 12 March 2015

Grant Myles gave the Board a verbal update from the Chairs' Committee meeting noting that most of the issues discussed at the Chairs' meeting had also been discussed at the Board meeting. The full minute will be circulated in due course and presented to the June Board meeting for approval.

13.3 The Capital Projects Committee – 12 March 2015

Derek Forgan reported to the Board noting that since the Committee meeting 5 contractors had been invited to tender for the Academy of Sport and Wellbeing. 1 has since gone into administration and 2 have withdrawn. Procurement rules do not allow us to ask any of the other contractors who submitted responses to the pre-qualification questionnaires to tender at this stage.

Approved: Minutes of the meeting held on 12 March 2015

13.4 Finance and General Purposes Committee – 11 March 2015

Approved: Minutes of the meeting on 11 March 2015

13.5 Engagement Committee – 26 February 2015

Approved: Minutes of the meeting on 26 February 2015

13.6 Academic Affairs Committee – 10 March 2015

Approved: Minutes of the meeting on 10 March 2015

13.7 AST Board of Directors – 29 January 2015

Approved: Minutes of the meeting on 29 January 2015

14 **Date and time of next meeting**

Wednesday 17 June 2015 at 5.30pm

15 **Review of Meeting**

Members agreed it was an interesting meeting covering a range of very important issues. The Chair asked members to feedback on the nature and flow of communications between meetings (whether there was enough information flowing through, too little or too much?) and the use of the Board Portal.

Information recorded in College minutes are subject to release under the Freedom of Information (Scotland) Act 2002 (FOI(S)A). Certain exemptions apply: financial information relating to procurement items still under tender, legal advice from College lawyers, items related to national security.

Notes taken to help record minutes are also subject to Freedom of Information requests, and should be destroyed as soon as minutes are approved.

Status of Minutes **Open** ☒ **Closed** ☐

An **open** item is one over which there would be no issues for the College in releasing the information to the public in response to a freedom of information request.

A **closed** item is one that contains information that could be withheld from release to the public because an exemption under the Freedom of Information (Scotland) Act 2002 applies.

The College may also be asked for information contained in minutes about living individuals, under the terms of the Data Protection Act 1988. It is important that fact, rather than opinion, is recorded.

Do the minutes contain items which may be contentious under the terms of the Data Protection Act 1988? Yes ☐ No ☒