

Board of Management

Minutes

Meeting reference: Board 2017-18/02
Date and time: Wednesday 13 December 2017 at 5.30pm
Location: Room 019

Members present: Margaret Cook, Brian Crichton, Sharon Hammell, Prince Honeysett, David Littlejohn, Grant Myles (by telephone for item 4, 12 and 13), Donald MacLean, Sharon McGuire (from 19.10), Nurina Sharmin, Charlie Shentall

New members Deborah Hutchison, Lynn Oswald, Anna Zvarikova

Apologies: Jim Crooks, Harold Gillespie, Ann Irvine, Lindsey McLeod, Lorna Nicoll

In attendance: Jackie Mackenzie, Chief Operating Officer (COO)

Chair: David Littlejohn
Minute Taker: Maureen Masson
Quorum: 6

Ref	Action	Responsibility	Time Line
Summary of Action Items from Board meeting on 11 October 2017			
4	Update the Board at the next meeting regarding the Terms of Reference for the Development Trust	Principal	Next Board meeting
4	Invite the VP international to the Board meeting on 21 March 2018	Principal	Meeting on 14 December
4	Finalise check of HE Governance Manual by next Board meeting	Secretary/COO	Mid-March 2018
14	Bring the whistleblowing policy back to the Board when the drafting process is complete	Principal/Secretary	In due course
16.4	Principal and/or COO to meet the Audit Committee Chair to discuss Health and Safety reporting	Principal/COO	By end February 2018

Summary of Action Items from Board meeting on 13 December 2017			
8	Consider whether a 'Fair Use' Wi-Fi policy should be drafted	COO	For next Board meeting
15	Conclude the Terms of Reference for Engagement and Academic Affairs Committees	Principal/COO/Secretary	For next Board meeting

Minutes

Item

1

Welcome and Apologies

In the absence of the Chair, David Littlejohn (Vice-Chair) would chair the meeting. A welcome was extended to all attending the meeting and apologies were noted.

The Board agreed to take Item 4 on the agenda – *Approval of new Board of Management Members* – as the first item of business. The proposed new Board Members left the meeting at this point. Grant Myles joined the meeting by telephone for this item and items 12 - *Incorporated Colleges' integration discussions* - and 13 – *Chair's Report* - which were taken together.

Item 4

A short biography for each candidate was tabled and Grant Myles presented the recommendations of the Recruitment Panel, which he had chaired. Following the College's open evening and recruitment advert, five candidates were invited for interview (one subsequently withdrew). Following the interview process, three candidates were deemed as meeting the recruitment criteria and were recommended for appointment to the Board.

The Board **approved** the appointment of the three new independent members noting this would take the complement of independent members to thirteen.

Items 12 and 13

The Chair updated the Group on confidential feedback he had received following the Incorporated Colleges' integration discussions arising from a meeting held earlier in the day. The Perth College Board Chair had not been able to attend the meeting.

The feedback received was positive and some movement was made in relation to the points that the College fed back and other significant matters. The Board noted that discussions would continue with the Chairs of the Incorporated Colleges working with the Chair of UHI Court and Principal. In addition, the Group would continue to work with the SFC to explore possible financial assistance to support further integration and to cover aspects of due diligence.

The Board noted the positive progress that had been made and looked forward to further updates in due course.

The Chair agreed to circulate a note summarising the feedback after the meeting that Board members should treat as confidential.

Action

The new members joined the meeting at this point.

2 **Additions to the Agenda**

There were no additions to the Agenda.

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

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

*4 **Approval of new Board Members**

Taken at start of the meeting.

5 **Minutes of Meeting held on Wednesday 13 October 2017**

The minutes were approved as accurate record subject to the Principal and Student Representatives being correctly recorded as 'members' rather than as being 'in attendance'.

6 **Actions arising**

Summary of Action Items from Board meeting on 11 October 2017

4. Report back on possible changes to the Campaign Board and Development Trust terms of Reference and implications

Action update – New Terms of Reference had been developed and would be considered by the Development Trust at its next meeting. An update would be provided at the next Board meeting

Principal/
Chair

4. Visit by the VP international

Action update - The Principal reported that she would be seeing the VP after the Board meeting and she would invite him to the next Board meeting on 21 March 2018.

Principal

4 HE Governance Manual

Action Update - A review of the manual and any proposed updates would be considered for the next meeting.

Secretary
and COO

7 Perth College UHI: Evaluative Report and Enhancement Plan 2016 – 2017-18

Action Update - The College's Education Scotland inspector has been invited to the March Board meeting. The Principal reported on the initial feedback from the inspector on the report.

9 UHI integration

Action Update - On the agenda for the meeting.

11. UHI infrastructure Bids

Action Update – The Principal reported that a wide variety of infrastructure bids had been prepared and submitted. No feedback had been received to date.

13 Estates Update

Action Update – there was nothing to report in terms of the residences project. Consideration of the strategy for the estate continued.

14 Policies for approval by the Board

Action Update – a Whistleblowing Policy had been drafted and would be considered by the Board in due course.

16.4 - Annual Health and Safety Report

Action Update – The Chair of Audit Committee would meet the Principal and COO in the new year to take forward the discussion about Health and Safety reporting and level of detail.

Principal/
Secretary

Principal/
COO

***7 AST Employment Tribunal Review Update**

The Principal provided background information on the Review for new members and provided an update on recent activity following the publication of the report earlier in the year. The Board noted the various actions ongoing as a result of recommendations made. It was expected that that all matters relating to this would be concluded by the next Board meeting.

The Chair of AST Board provided an update on the immediate priorities in the in the light of the Employment Tribunal Review and in response to a query from a Board member about reputational damage. The Board noted that there had been some local press coverage following publication of the review. Work to develop a robust business plan had started and other change initiatives were in train to assist with the AST recovery plan, build relationships and learn lessons from the Review.

***8 HISA Perth College Update**

The HISA Perth College President presented that paper and the Board noted the report. The Board discussed the problems students had reported in accessing Wi-Fi services which were identified as a cause for concern. The Student Association was investigating the types of software packages that students would like to see available in library

PCs.

The Group noted that some organisations operated a 'Fair Use' policy which set out rules around acceptable Wi-Fi use. This is something that may be considered in discussion with ICT particularly if it increases bandwidth availability.

COO

***9 Audit Committee Annual Report 2016-17 to the Board of Management**

The Chair of Audit presented the Audit Committee Annual Report 2016-17. This had been considered and discussed at the Audit Committee on 29 November 2017 and approved for onward transmission to the Board. The Board noted the process and **approved** the Report.

***10 Draft External Audit Annual Report 2016-17 to the Board of Management**

The Chair of Audit Committee presented the External Audit Report 2016-17 to the Board of Management noting that this was the first year that Ernst & Young had been external auditors. The Chair of Audit Committee noted that a reference to positive outcomes arising from the ASW post project review had been included in the report following the Audit Committee, and that the challenge of financial sustainability had also been referenced, as this remained a concern.

The Board **approved** the Annual Report.

***11 Draft Financial Statements for the year to 31 July 2017**

The Chair of Audit Committee presented the draft Financial Statements for the Year to 31 July 2017. The Financial Statements had been considered at joint meeting of F&GP Committee and Audit Committee on 29 November and comments made at an earlier F&GP meeting had been taken account in the final presentation.

The Board **approved** the Draft Financial Statements for the year to 31 July 2017. The Chair of the Board of Management and Principal would sign the accounts on behalf of the Board.

***12 Incorporated Colleges' integrations discussions**

Taken at the start of the meeting.

***13 Chair's Report**

Taken at the start of the meeting.

***14 Board Committee Membership**

The Board noted the paper, which set out proposed membership of Board Committees taking account of recent new members. The Board noted that the Terms of Reference (ToR) for Engagement and Academic Affairs Committees were under review and that as a result, Board membership of these Committees may alter. The Board approved the paper and membership of Committees. Board members were asked to provide early notification of apologies for meetings so the quorum for meetings could be ensured. Video or tele conferencing was an option for Board members if they could not attend meetings in person.

***15 Update on Academic Affairs Committee and Engagement Terms of Reference (ToR)**

The Principal introduced the paper which set out the approach to reviewing the ToR for Engagement Committee and Academic Affairs Committee. The Board noted that it was essential that the Board continued to have strategic oversight of the Academic business of the College. This would be taken into account in the revised ToR.

Benchmarking against other Colleges would also be worthwhile although it was noted that no two Colleges in the sector were the same. The membership of a new Academic Affairs Committee may benefit from a revised membership to include more academics.

***16 Principal's Update**

The Principal reported on the following:

- work on the Tay cities deal bids continued and a number of prominent stakeholders had received an overview of plans;
- The Deputy First Minister had visited the College and the Principal had raised funding concerns generally and in relation to proposals to change the rules around rurality funding;
- a meeting with new PhD students;
- regular meetings with the Chief Executive and Director of Education at Perth and Kinross Council were scheduled and a positive working relationship had developed. The Principal also attended a Community Planning event and the Perth City Development Board;
- continued discussions with the Partnership Council;
- a lunch for around thirty eight scholarships students had been held and generated positive publicity;
- a recent staff conference had been held;
- a successful Netball Scotland had been held at the Academy for Sport and Wellbeing and a further international event was planned for over the weekend of 20 and 21 January 2018. The event would be 'live-streamed' to an international audience and this presented a great opportunity to publicise the College.

Principal/
COO/
Secretary

- ongoing discussions with the Employer's Association.
- a STEM event had been held the previous day in the College and was well attended.

The Board commented favourably on the many activities ongoing. Continued engagement was important to ensure the College was well placed to capitalise on local and regional links/adjacencies which were currently in train such as V and A /waterfront project in Dundee and proposed developments in Perth City. The Board noted that the Sector Development Director for Creative and Cultural Industries was already working with Dundee and Angus College.

17 Progress against 2016-17 priority objectives

The Principal presented that paper which set out progress achieved against the priority objectives set for 2016-17.

The Principal expressed concern about the existing approach to managing and tracking progress and explained that the whole process would be reviewed. The College Management Team Away day in January would provide an opportunity to begin to unpick the existing planning processes towards implementing a new approach.

18 Minutes of Standing Committees (unconfirmed)

18.1 Special Meeting – 25 October 2017

Noted.

18.2 Engagement Committee– 9 November 2017

Noted.

18.3 Chairs Committee – 15 November 2017

Noted

18.4 Academic Affairs – 22 November 2017

Noted

18.5 AST Board – 22 November 2017

Noted

The AST Board Chair provided background to new Board members on relationship between the College Board and the AST Board and the role of the Principal and Directors in managing this. Visibility of AST business is provided via the AST Chair reporting back to the Perth College Board. As a wholly owned subsidiary of the College, the Directors carry no personal financial liability.

Working with Tayside Aviation, opportunities for developing new honours degree options was being looked at and in the long term, an aspiration was to build a Scottish Aviation Academy. The AST Business Plan, which is currently being worked, will come to the

College Board next year.

18.6 **Finance and General Purposes Committee Board - 29 November 2017**

Noted

The Chair of F&GP reported that the recent joint meeting had considered the draft financial statements.

18.7 **Audit Committee – 29 November 2017**

Noted

The Chair of Audit reported on the discussion at the Audit Committee.

*19 **Date of Next Meeting**

21 March 2018

The Board noted that the scheduled date for the next Board Development Day – 20 January 2018 - would change because of a major international netball event on that day. A new date would be sought in the early new year.

20 **Review of Meeting**

Members agreed it had been positive meeting culminating in the signing of the Financial Statements.

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 ☒ ☐

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? No ☒ ☐