

# Board of Management

## Minutes

**Meeting reference:** Board 2018-19/02  
**Date and time:** Wednesday 12 December 2018 at 5.30pm  
**Location:** Room 019

**Members present:** Andrew Comrie, Margaret Cook, Brian Crichton, Jim Crooks, John Dare, Declan Gaughan, Harold Gillespie, Sharon Hammell, Prince Honeysett, Deborah Hutchison, Ann Irvine, David Littlejohn, Lynn Oswald, Craig Ritchie, Charlie Shentall, Anna Zvarikova

**Apologies:** Jackie Mackenzie

**In attendance:** Barbara Nelson, Education Scotland  
Lorenz Cairns, Depute Principal (Academic)  
Veronica Lynch, Vice Principal (External)  
Maureen Masson, Secretary to the Board of Management

**Chair:** Brian Crichton  
**Minute Taker:** Maureen Masson  
**Quorum:** 6

Ref	Action	Responsibility	Time Line
<b>Summary of ongoing Action Items for next Board meeting arising from previous meetings</b>			
14	<b>Balanced Scorecard</b> - provide an update at the next meeting	Principal	For next meeting
10	<b>Pathways/Outreach Centres (Closed)</b> – report the outcome of the review to the next Board meeting.	Depute Principal (Academic)	For next meeting
<b>Summary of ongoing Action Items for next Board meeting arising from this meeting</b>			
8	<b>Audit Committee Annual Report</b> – check the Reference to the UK Corporate Governance Code on page 10	Secretary	For next meeting
9	<b>Draft External Audit Annual Report 2017-18</b> – provide feedback to EY regarding the approach to finalising the accounts	Principal	January 2019
10	<b>Draft Financial Statements 2017-18</b> – check representation on Audit and F&GPC committees with CDN	Secretary	For next Chairs' Committee
13	<b>Residences Option Appraisal</b> – take forward actions on residences option appraisal – withdrawal from project and re-tendering	COO	In line with business timescales

Ref	Action	Responsibility	Time Line
14.2	<b>Intellectual Property Policy</b> - Review other institutions' policies	Depute Principal (Academic)	For next meeting
15	<b>Regional Outcome Agreement (ROA)</b> – circulate presentation to Chairs' on the ROA that was discussed at December AP F&GPC meeting	Secretary	ASAP
17.5	<b>Audit Committee</b> - Take forward reporting mechanism for high risk areas to the Board – to be discussed at Health and Safety Committee	Principal	For next meeting

## Minutes

Item	Action
<p><b>1 Welcome and Apologies</b></p> <p>The Chair welcomed everyone to the meeting. Apologies were received from Jackie Mackenzie.</p>	
<p><b>2 Additions to the Agenda</b></p> <p>There were no additions to the Agenda.</p>	
<p><b>3 Declaration of Interest in any Agenda Item</b></p> <p>There were no declarations of a conflict of interest in any agenda item.</p>	
<p><b>*4 Minutes of Meeting held on Wednesday 10 October 2018</b></p> <p>The minutes were approved.</p>	
<p><b>5 Matters Arising From previous Board meetings</b></p> <p><b>6. Fair use Wi-Fi policy</b> – report back when review of UHI policy and other work is complete.</p> <p><b>Action complete</b> - The Principal reported that she had spoken with the UHI Information Services Director. Upgrades to the wireless network are being configured for deployment across all UHI sites. This should greatly improve the wireless service available. An acceptable use policy is already in place.</p> <p><b>8. ASTET Review Group</b> – check with former Chair as to whether this action was undertaken</p> <p><b>Action complete</b> – the Chair had been in touch with the former</p>	

Chair to close off the final outstanding action from the review.

**8. HISA Perth College** – prepare an action plan on student engagement priorities for the next Engagement Committee meeting

**Action complete:** an action plan was prepared for the last Engagement Committee meeting and further work to develop an implementation plan would be taken forward by the student representatives working with the Project and Planning Manager and Depute Principal (Academic).

**7. Evaluation Report and Enhancement Plan** - Invite the College's HMle to the December meeting

**Action complete:** The College HMle was attending the meeting.

**14. Balanced Scorecard-** provide an update at the next meeting

**Action Update:** the Principal reported that work to address apparent anomalies with the HR system were ongoing. A further update would be provided at the next meeting. It was also intended to review the indicators in the Balanced Scorecard and the reporting framework.

Principal

**Actions arising from 10 October 2018 meeting**

**UHI Assembly Meeting Update** - keep Board informed of developments

**Action complete:** was reported as part of the Chair's Update

**10 Relocation of Pathways (Closed item)** - Develop a communication plan

**Action complete** – a full implementation plan had been prepared including a press release. In terms of outreach centres, a review was ongoing and outcomes from that would be reported to the next Board meeting.

Depute  
Principal  
(Academic)

**14.2 Health and Safety Policy 2018** - invite the Health and Safety Adviser to the next Audit Committee meeting

**Action complete:** the Health and Safety Adviser presented to the last Audit Committee meeting. The matter of reporting on Health and Safety matters to the Board would be discussed under the Audit Committee minutes.

**15.2 Chairs' Committee** - discuss the format/frequency of Chairs' meetings

**Action complete** – the Chair reported that members of the Committee had agreed that four meetings a year should be

scheduled, whilst acknowledging that it may not be necessary to meet on every date.

A small alteration was made to one of the numbered items on the Terms of Reference to reflect the fact that strategic direction should be set by the Board as well as Chairs Committee.

## **\*6 Evaluative Report and Enhancement Report and Action Plan**

The Chair introduced Barbara Nelson who was invited to address the Board on how best it might support the delivery of the Action Plan going forward.

Barbara first offered her congratulations to those who had prepared the report to a high standard, on time and in an open and transparent way. Education Scotland had just completed its moderation processes, which resulted in full endorsement of the report without any changes. This was a positive outcome for the College.

The College was encouraged to maintain an open dialogue with Education Scotland going forward and Barbara identified two aspects where she could support in terms of scrutiny and development. Critical aspects over the next 12 months included:

- engaging students on their priorities;
- the regional agenda, working with key stakeholders such as Skills Development Scotland and schools;
- leadership and culture including distributed leadership at all levels within the College down to the level of the learner; and
- support for interpreting national policy priorities and changing agendas such as the emerging direction to deliver beyond the 15-24 age profile and greater emphasis on part-time provision.

Data analysis and the interpretation were crucial to support informed decision-making and Barbara would be happy to support the Board on individual items if that was helpful.

The Board noted there may be a period of greater intensification with Education Scotland colleagues over the next several months. The Board expressed some concern about that but would welcome a focus on areas where development would add value. The Board further noted that it, nor Education Scotland, had any role HE quality matters as this was undertaken by the QAA; this provided only a partial picture of delivery.

The Board acknowledged that the report provided a platform for continuous improvement and the College was well placed, working with key stakeholders, to deliver the action plan outcomes.

The Chair thanked Barbara for her update.

**\*7 HISA Perth College Update**

The Board noted the report prepared by the Student President and the areas that HISA was working on.

**\*8 Audit Committee Annual Report 2017-18 to the Board of Management**

The Chair of Audit presented the Audit Committee Annual Report 2017-18. This had been considered and discussed at the Audit Committee on 28 November 2018 and approved for onward consideration by the Board. The reference to the UK Corporate Governance Code on page 10 of the report would be checked to ensure this was correct.

Secretary

The Board **approved** the Report.

**\*9 Draft External Audit Annual Report 2017-18**

The Chair of Audit Committee presented the External Audit Report 2017-18 to the Board of Management. The final version received by EY was tabled, although the Committee had received the report in draft.

The Chair of Audit Committee introduced the report highlighting discussion at Audit Committee about the challenge of financial sustainability over the next five years, and this had been referenced in the Audit Report. The external auditors had given a clean bill of health and reported nothing of concern at the joint meeting. The Board noted the report.

The Principal had the support of the Board in providing feedback to EY about the processes and approach taken to preparing the final statements.

Principal

**\*10 Draft Financial Statements for the year to 31 July 2018**

The Chair of Audit Committee presented the draft Financial Statements for the Year to 31 July 2018 - the final version being tabled at the meeting. The draft Financial Statements had been considered at joint meeting of F&GP Committee and Audit Committee on 28 November and comments made at an earlier F&GPC meeting. The Board noted that a number of amendments to the Financial Statements had been made since the joint meeting and noted a tabled paper that summarised these amendments.

The Board **approved** the Draft Financial Statements for the year to 31 July 2018. The Chair of the Board of Management and Principal would sign the accounts on behalf of the Board once a number of typographical corrections were made.

The Support Staff Member reported that he had recently attended staff member training at CDN. It had been suggested that there were no restrictions to staff and/or student members joining Audit or Finance and General Purposes Committees. This appeared to be a change in policy. It was agreed to check this with CDN and report back through Chairs Committee to the Board.

Secretary

**\*11 Chair's Report including UHI Assembly Update**

The Chair reported on the following:

- Board Member interviews held on 29 November had been successful in identifying one candidate to fill the remaining vacancy on the Board. Once further candidate would be co-opted. Final administrative processes were being followed up with UHI to formalise the appointments; and
- A UHI Programme Board drop-in event had been held in the College on 3 December 2018 and had been reasonably well attended. The Programme Board had met on 11 December and a general consensus had been reached on the broad frameworks and work streams. Student experience would be central to all activity. Small teams with membership drawn from the Programme Board would take forward different areas. Academic Partner Boards will be asked to approve any material changes before they are implemented.

**\*12 Principal's Report**

The Board noted the Principal's Report.

The UHI Research Conference was on site at the College with conference business centred in ASW. The rental of space for this type of activity was new for the College and it would learn lessons about the potential for future conference or other business.

The Board noted that full cost benefit analysis for international business would be undertaken. UHI now intended to raise a surcharge on international business although the College contributed to wider UHI business via the International Office.

In terms of the Tay Cities Deal it was noted that the costings for aeronautical business aspects would have to be re-visited as they had been developed over 3 years ago.

The Board wished to record its congratulations to the Principal for her appointment to the Colleges' Scotland Board.

**\*13 Residences Option Appraisal**

The Board approved the recommendations from F&GPC to withdraw from the UHI residences project and to sell a flat in Morris Court. F&GPC Chair reported that he had attended a meeting of UHI Academic Partner F&GPC Chairs on 11 December, and the residences project had been discussed. Under occupancy remained a problem and alternative ways of managing that were being explored.

The Board noted that the proposal to manage the College's residences in house, when they were re-tendered, would come back to a future Board meeting.

COO

**14 Policies and Procedures**

**\*14.1 Learner Support Policy**

The Board approved the Learner Support Policy that was developed as part of the single policy framework, noting it had been recommended for approval by Academic Affairs Committee.

**\*14.2 Intellectual Property (IP) Policy**

The Board discussed the IP Policy. Although the Board agreed that the policy appeared to cover all relevant aspects, concerns were expressed about its format, content and style. The Board noted that it did not follow the same format as other recently approved UHI policies. The Board could not therefore approve the current draft of the policy and recommended that examples from well-established research institutions should be reviewed. The Principal confirmed that there was minimal risk in not having an IP Policy in place.

Depute  
Principal  
(Academic)

**15 Regional Outcome Agreement (ROA)**

The preparation of the ROA was discussed at the last Academic Affairs Committee and it was agreed that this should be taken to the Board. Concern had been expressed about how it was prepared and the Board noted that the expectations of Colleges in the ROA delivery were not formally set out. This called into question overall accountability for delivery. It was further noted that the completion of the governance checklist developed by UHI highlighted an inconsistency in approach and the Chair has raised this matter with the Chair of FERB. A further update would be provided and it may be something for the Programme Board.

F&GPC Chair of reported that a presentation on the ROA had been made to the recent AP F&GPC Chairs. That presentation would be circulated to the Chairs Committee asap.

Secretary

16 **UHI Quarterly Status Report**

The Board noted the Quarterly Status Report.

17 **Minutes of Standing Committees (unconfirmed)**

17.1 **Engagement Committee – 8 November 2018**

Noted. The Chair reported that a positive discussion had taken place about student engagement.

17.2 **Chairs Committee – 14 November 2018**

Noted.

17.3 **AST Board – 20 November 2018 (CLOSED)**

Noted. The Chair reported that an application for a Foreign Part 147 Approval to mitigate the risk of BREXIT would be made.

17.4 **Finance and General Purposes Committee Board – 28 November 2018**

Noted. The Committee discussed whether a risk on estate condition should be added to the College's Risk Register – the matter had been deferred to the Audit Committee who would consider it at the next meeting.

17.5 **Audit Committee – 28 November 2018**

Noted. As the Chair of Audit left at 7.30pm, Ann Irvine reported that the internal and external auditors provided positive feedback on their engagement with College staff and that there were no issues of concern.

The Audit Committee had received a presentation from the College's Health and Safety Adviser, which was helpful in explaining H&S challenges. A Board Member, however, remained concerned that the Board did not have visibility of the highest risk areas and sought clarification of the process and reporting lines from the Health and Safety Committee to Audit Committee and the Board. It was agreed that the Principal would discuss this with the Health and Safety Committee and bring a reporting framework for the highest risk areas back to the Board.

Principal

18 **Date of Next Meeting**

20 March 2019



\*19 **Review of Meeting**

Members agreed the meeting covered Board business.

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 ☒ ☐ with removal of item 17.3 and any other closed items

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 General Data Protection Act 2018. It is important that fact, rather than opinion, is recorded.

Do the minutes contain items which may be contentious under the terms of the General Data Protection Act 2018? No ☒ ☐