

# Board of Management

## Minutes

**Meeting reference:** Board 2018-19/03  
**Date and time:** Wednesday 20 March 2019 at 5.30pm  
**Location:** Room 019

**Members present:** Margaret Cook, Brian Crichton, Jim Crooks, Declan Gaughan, Harold Gillespie (until 7.30pm), Sharon Hammell, Prince Honeysett, Deborah Hutchison, Ann Irvine, David Littlejohn, Lynn Oswald, Craig Ritchie, Charlie Shentall,

**Apologies:** Andrew Comrie, John Dare, Anna Zvarikova, Catherine Etri

**In attendance:** Katrina Hodgson (co-opted Board Member)  
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>  Bring the revised Balanced Scorecard back through the Committee cycle	Principal	For 4 <sup>th</sup> block of meetings
<b>Summary of ongoing Action Items for next Board meeting arising from this meeting</b>			
15.	<b>HISA Perth College Update</b>  Include the Student Mental Health Agreement on the agenda for Engagement Committee	Secretary	For 2 May 2019 meeting
7.	<b>Board Effectiveness</b>  The development evening should focus on developing an action plan. Invite a CDN representative and consider inviting the UHI Dean of Students and HISA President.	Chair/Secretary	For development evening agenda
8.	<b>College Governance – Ministerial Letter</b>  Strengthen the section on conflict of interests and charity trustees responsibilities at Board induction	Chair/Secretary	For Board induction sessions

Ref	Action	Responsibility	Time Line
13	<b>Tay Cities Deal</b>  Provide updates to the Chairs Committee and Board as required	Vice Principal (External)	June Board meeting

## Minutes

### 1 Welcome and Apologies

The Chair welcomed everyone to the meeting. Apologies were noted.

### 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 Minutes of Meeting held on Wednesday 12 December 2018

The minutes were approved subject to the correction of a couple of typographical errors. In addition, on page 7, item 15, reference in the final paragraph should be made to the micro Resource Allocation Model (RAM) not the Regional Outcome Agreement (ROA).

### \*5 Matters Arising

From previous Board meetings

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

**Action Update** - the Principal reported that a draft revised Balanced Scorecard would be presented through the next round of Committees for implementation in Academic Year 2019/20

#### 10. Pathways/Outreach Centres (Closed)

**Action:** report the outcome of the review to the next Board meeting.

**Action Complete:** the Board considered this item at its meeting in December 2018.

#### 8. Audit Committee Annual Report

**Action:** check the Reference to the UK Corporate Governance Code on page 10

## Action

Principal

**Action Complete:** reference should be made to the updated version of the guidance, April 2016

## **9. Draft External Audit Annual Report 2017-18**

**Action:** provide feedback to EY regarding the approach to finalising the accounts

**Action Complete:** Feedback had been provided to the external auditors.

## **10. Draft Financial Statements 2017-18**

**Action:** check representation on Audit and F&GPC committees with CDN

**Action Update:** The Chair reported that advice had been received from CDN and UHI on the matter of staff and student representation on Audit and F&GP committees. There was no reason to preclude staff and student members from these committees, so long as any potential issues and conflict of interests were appropriately managed and all committee members respected confidentiality. Revision to the governance manual would be taken forward in due course.

Secretary

## **13. Residences Option Appraisal**

**Action:** take forward actions on residences option appraisal – withdrawal from project and re-tendering

**Action complete:** The Principal had provided feedback to UHI about the College's decision to withdraw from the UHI Residences project. No comments had been received. The Board noted two re-tenders to be taken forward in the next year.

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

**Action:** Review other institutions' policies

**Action Update:** The Depute Principal reported that the IP policy had been developed outwith the University's Single Policy Framework approach. It was now hoped that a short life working group could be convened to help re-draft the policy in an appropriate style, with wider consultation.

## **15. Regional Outcome Agreement**

**Action:** circulate presentation to Chairs' on the ROA that was discussed at December AP F&GPC meeting

**Action Update:** The presentation on the micro Resource Allocation Model was circulated.

## 17.5 Audit Committee

**Action:** take forward a reporting mechanism for high risk areas to the Board – to be discussed at Health and Safety Committee

**Action Complete:** The Principal reported that this action was complete

### \*6 HISA Perth College Update

The Board noted the report introduced by the Student President and the outcomes from the recent student elections. The Board welcomed the reported improved voter turnout.

In relation to the Student Mental Health agreement, the Chair of Engagement Committee asked for it to be on the next Engagement Committee agenda. The Board further noted that the OBI awards would soon be held and that an invitation would be issued to all Board Members.

Secretary

### \*7 Board Effectiveness

The Chair introduced this item noting that the informal effectiveness review comprised three elements. The remaining items identified in the governance checklist would be taken forward and that those from the formal effectiveness review remained a work in progress. The questionnaire responses completed by Board Members could be grouped into themes and an Action Plan would be drawn up. The Chair summarised the key themes as follows:

- Further work on student engagement;
- Board visibility – internal and external;
- Strategic understanding and impact of policy/guidance;
- Financial sustainability;
- Board participation - ensuring that all voices are heard and consideration of a “buddy” for new Board Members;
- Introduction of time slots for agenda items; and
- Open communications wherever practicable.

The Board discussed the themes and the positive aspects that had been identified. All agreed that Board visibility and accessibility was important and improved use of social media might help build engagement with staff and students in a more meaningful and consistent way. The views of students should be sought and existing networks might be used e.g. through student representative council meetings. In addition, a Board Link scheme might be something that is worth considering and as well as the development of a Board portal.

It was agreed that the forthcoming Board Development evening would be an appropriate forum for the action plan to be developed. The Principal suggested it may be worthwhile inviting a CDN contact to

address the Board and an invitation could also be extended to the HISA President and Dean of Students, who would be presenting on the future of HISA at the next Engagement Committee meeting.

Chair/  
Secretary

**\*8 College Governance – Ministerial Letter**

The Board noted the ministerial letter which had been circulated by Colleges Scotland following decisions arising from the Good College Governance Consultation. The Board noted that some of the proposed actions would require primary legislation or legislative change.

The Board discussed the proposed actions, in particular the proposal to introduce two Trade Union Members to the boards of incorporated colleges. Concern was expressed about the potential for balance/ Board dynamic to change as a result, and one member outlined fundamental concerns. However, it was noted that as all Board Members had responsibilities as charity trustees, processes around conflicts of interest would have to be carefully managed. The Board recommended that induction for new Board Members should be strengthened to cover legal requirements and the conflicts of interest process in greater detail.

Chair

**\*9 Learning Centres (Closed paper)**

[REDACTED]

[REDACTED]

Taking account of all evidence, particularly the funding environment and the need for a sound financial footing going forward, the Board **approved** the closure of the three learning centres.

[REDACTED]

**\*10 Programme Board: Governance and Accountability Work Group**

The Board discussed the paper circulated by the Governance and Accountability Working Group of the UHI Programme Board linking to

the accompanying video presentation given by the Vice Principal for Strategic Development.

Concern was expressed that culture, confidence and trust were perceived, rightly or wrongly, to be issues as much as governance/accountability weaknesses. The Board was of the view that culture change would be crucial in seeing the benefits arising from the implementation of transparent and unambiguous governance and decision-making processes. In conclusion, the Board agreed with the view of the Working Group that current arrangements for governance and decision making does impede the College's ability to deliver effectively at regional level. The Board agreed that the Working Group should continue its work and develop options for change, subject wider agreement from other APs and Court. The Chair will therefore report back to the working group along these lines.

Chair

**\*11 Chair's Report**

The Chair reported on the following:

- The recent FERB meeting had discussed the impact of the pay awards and the Board noted ongoing SFC work to integrate the costs of national bargaining into the credit price. There continued to be a live debate about the approach to developing the ROA across the partnership and there was now a recognition of the need for a more inclusive approach. However, time was tight this year as the draft ROA had to be submitted to SFC in April. FERB had also discussed branding proposals;
- In terms of Employers Association business, the Board noted the sector-wide proposal to incorporate the salaries of College Principals and Senior Management Teams into the national bargaining process. A short life working group had been convened to look at this and the outcome of these deliberations would be reported in the next few weeks; and
- A meeting of the Programme Board was scheduled for 28 March 2019 and an update on the four work streams would be provided. The next Assembly was scheduled for 26 April 2019. It was expected that there would be some outputs for the Board to consider at its June 2019 meeting.

**\*12 Principal's Report**

The Board noted the Principal's report. The Principal highlighted there continued to be HR systems issues.

**\*13 Tay Cities Deal Update – Aviation Academy for Scotland**

The Vice Principal (External) introduced the paper and set out the background, structure and the approach to developing the full business

case for the Aviation Academy for Scotland (AAS) which was due to be submitted in September 2019. Before that, an outline business case would be submitted in June 2019 and whilst that timeframe was tight, it was considered to be achievable. The Board noted that capital funding of £6.03m was to cover the build cost and that existing equipment would be utilised in the new building. The College would also seek equipment donations. The financial case would set out how the College intended to meet running costs including opportunities for income generation. Following discussion the Board:

- i. noted the status of the Aviation Academy for Scotland project within the Tay Cities Deal (TCD) programme;
- ii. noted the status of the other Growth Deal bids relating to Aviation Skills being submitted in Moray and Ayrshire;
- iii. endorsed the investment of £30,000 of consultancy expenditure to undertake the project scoping and financial case;
- iv. delegated authority to the College's Senior Management Team to submit the AAS outline business case by 26 April 2019;
- v. delegated authority for a sub committee of Perth College UHI Board (Chair's Committee) to endorse the development of a full business case for submission to TCD with an estimated date of September 2019, with updates provided at appropriate intervals; and
- vi. agreed that the College's Senior Management Team approach UHI Executive Office for funding for the professional fees associated with scoping this project, whilst noting the basis of that.

Vice  
Principal  
(External)

## 14 Policies

### \*14.1 Safeguarding Policy

The Board noted that the Policy had been developed as part of the UHI Single Policy Framework. The Board further noted the recommendation from Academic Affairs Committee that it should **not** be approved, as it required some "tidying up" and a check on referenced legislation.

### \*14.2 Academic Appeals Policy

Whilst noting the appeals process and grounds for appeal, the Board approved the Academic Appeals Policy that had been developed as part of the UHI single policy framework.

## 15 UHI Quarterly Status Report

The Board noted the UHI Report in particular work on branding and the Strategic funding initiative outcomes. The Board expressed disappointment that none of the Perth College bids had successful. The

Principal had fed back concerns regarding the submission criteria.

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

**16.1 AST Board – 29 January 2019**

Noted. The Chair highlighted that the AST Business Plan would be available for the June Board meeting following its sign off by the AST Board on 7 May 2019. There would soon be a vacancy for an external board member/director and the post of General Manager would be advertised.

**16.2 Engagement Committee – 31 January 2019**

Noted. The Chair highlighted the schools prospectus and the ongoing work on the Student Engagement Plan.

**16.3 Academic Affairs – 12 February 2019**

Noted.

**16.4 Audit Committee – 19 February 2019**

Noted. The Chair reported that the risk register and health and safety profile had been carefully reviewed at the last meeting. The Principal confirmed there were no health and safety matters which were a cause for concern.

**16.5 Finance and General Purposes Committee – 27 February 2019**

Noted. The Principal raised a matter that had been discussed at the last F&GPC meeting about which advice was being sought from the internal auditors. A full update would be provided to the Board on receipt of the advice.

**17 Date of Next Meeting**

12 June 2019

**\*18 Review of Meeting**

Members agreed the meeting covered Board business.

A presentation of flowers and a vote of thanks was given to the Secretary who was leaving at the end of April to take up another role.

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 9 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 ☒ ☐