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## **Minutes of the Scotland's Colleges Board of Directors Monday 21 September 2009 at 1030, Argyll Court, Stirling**

**Present:** Christina Potter (Chair)  
Steve Brannagan  
John Burt  
Suzanne Dawson  
Mandy Exley  
Peter Finch  
Ian Graham  
Graham Johnstone  
Brian Keegan  
Ian Macpherson  
Linda McKay  
Linda McTavish  
Ray Harris

**In Attendance:** Gayle Shotton (Company Secretary)  
Amanda Lynskey (Minutes)

**Apologies:** Tom Drake  
John Russell  
Craig Thomson

### **1. Declaration of Interests**

There were no updates to the Declaration of Interests Register.

### **2. Welcome and Apologies**

The Chair welcomed the members to the 5<sup>th</sup> meeting of Scotland's Colleges Board of Directors.

Apologies were received from Tom Drake, John Russell and Craig Thomson.

It was noted that Linda McTavish and Linda MacKay would be joining the meeting in due course.

### **3. Chairs' Introductory remarks**

The Chair welcomed the Interim Chief Executive to his first meeting and invited Board members to introduce themselves.

It was noted that Ian Macpherson will be resigning as Chair of the Chairs Congress on the 6 October 2009 and will therefore vacate his position on the Board of Scotland's Colleges at this time. The Chair thanked Ian for his valued contribution and commitment to the merger process and to the Board of Scotland's Colleges.

Ian accepted a small token of the Boards appreciation and thanked the Chair and his fellows Board members for their support.

*Note: Ian Macpherson left the meeting*

#### 4. Minutes for the last meeting and matters arising

- **Minutes of last meeting and matters arising**

The minutes of the meeting held on 24 August 2009 were noted as a true record and signed by the Chair of the Board.

- **Rolling Action Points**

The Chair noted the Rolling Action Points paper. Key points discussed were as follows:

Item 2. Clarification regarding the International Development Committee (IDC) was sought by Board members.

**Action: Ray Harris to confirm remit and structure of the SCI IDC.**

Item 7. It was noted that Gayle Shotton would attend all future ASC Board meetings in her capacity as Group Finance Director.

**Action: Administration to add ASC and IDC/SCI Board meetings onto the Board's Schedule of meetings for information.**

Item 9. The Interim Chief Executive confirmed that discussions with the SQA regarding the transfer of the China contract licences from COLEG were progressing well.

*Note: Linda McTavish and Linda McKay joined the meeting*

#### 5. Board membership

- **Appointment of Chair and Vice Chair**

It was noted that the Company Secretary had restarted the process for the appointment of a new Chair and a Vice-Chair to the Board. It was agreed that new appointments should take effect at the AGM on 24 November 2009.

#### 6. Merger Update

- **ASC Subsidiary**

It was advised that the first meeting of the ASC Board had taken place on the 16 September 2009. It was requested that the minutes of the meeting be brought to the next Scotland's Colleges Board meeting on 20 October 2009.

**Action: Gayle Shotton to request a copy of the ASC Board minutes.**

The key points of the meeting were highlighted as follows:

- Two Board meetings will be scheduled per financial year. No Committees will be formed.
- Stewart Brymer was appointed Chair of the Board.
- Shena Mitchell is to remain in post as Company Secretary.
- Business could be conducted between meetings through email correspondence.
- Harmonisation of terms and conditions across Scotland's Colleges was agreed as an objective.
- The 2009-10 budget was agreed

- The Group Finance Director will be asked to attend all future Board meetings.
- Induction of Board members will be required.

A discussion was held regarding the ASC Board and it was agreed that the remit and responsibilities of the Board, a scheme of delegation and the standing orders for the ASC Board should be approved by the Board of Scotland's Colleges. It was also agreed to review ASC's Constitution to ensure alignment with group purpose and objectives.

**Action: Ray Harris to develop ASC relationship paper.  
Gayle Shotton to bring ASC Memorandum and Articles to the next Board meeting.**

*Ian Graham left the meeting.*

- **COLEG legal entity**

It was noted that the Statutory Accounts were complete and the last COLEG Board meeting will be scheduled within the next month to sign-off the accounts and start the voluntary winding-up process.

**Action: Administration to set up COLEG Board meeting.**

## 7. Committee Update

- **HR Committee – Minutes of 14 September 2009 (draft)**

Mandy Exley provided members with an outline of the key points of the meeting as follows:

*Appointment of HR Committee Chair*

Linda McKay would be asked to become the Chair of the HR Committee

*Appointment of Permanent Chief Executive*

A proposal paper for the recruitment of the permanent Chief Executive would be taken to the next HR Committee meeting on 14 October 2009.

*Annual Award 2009/10*

A zero pay award had been recommended for 2009/10; legal advice required regarding the contractual obligations for some staff was required.

*Harmonisation*

The Committee noted that it would consider pension arrangements, with particular reference to the SPPA pension, for existing and new staff to inform the future structure of Scotland's Colleges.

*Additional meetings*

The Committee recognised the need for additional meetings to support the restructuring process and agreed to hold quarterly meetings inline with the schedule of Board meetings.

**Action: Company Secretary to advise on contractual obligations for pay awards.**

**8. Chief Executive's Report (Non Disclosure \*)**

**9. Fellowship Award**

The paper was noted and the members approved the continuation of the award for 2009.

**Action: Interim Chief Executive to take forward the Fellowship process for 2009.**

**10. Finance**

- **Bank Signatory**

The members agreed the proposed resolution and the documentation was signed by the Chair of the Board.

**Action: Company Secretary to complete the bank signatory process.**

**11. Risk and Regulatory Update**

It was noted that the restructuring of Scotland's Colleges remains a significant risk.

It was noted that roll-out of the Risk Management process across the organisation is underway.

**12. Continuous Improvement and review of meeting and supporting papers**

The papers were noted as good.

**13. A.O.C.B**

There was no other competent business.

**14. Date of next meeting**

The date of the next meeting will be at 1200 on Tuesday 20 October 2009 at Argyll Court.

Signed \_\_\_\_\_ Date \_\_\_\_\_