

Minutes of the Scotland's Colleges Board of Directors Wednesday 22 July 2009 at 1000, Argyll Court, Stirling

Present: Christina Potter (Chair)
Chris Travis (CEO – Scotland's Colleges)
Tom Drake
Peter Finch
Ian Graham
Graham Johnstone
Linda McKay
Linda McTavish
John Russell
Craig Thomson

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

Apologies: John Burt
Brian Keegan
Mandy Exley
Ian Macpherson

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 3rd meeting of Scotland's Colleges Board of Directors.

Apologies were received from John Burt, Brian Keegan, Mandy Exley and Ian Macpherson.

3. Chairs' Introductory remarks

The Chair noted that Graham Johnstone and Linda McTavish would be joining the meeting in due course.

4. Minutes for the last meeting and matters arising

• Minutes of last meeting

The minutes of the meeting held on 25 June 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 and it was agreed that any actions would be covered within the relevant agenda items.

Committee memberships were agreed

Action: It was agreed that the statutory accounts should go before both audit and finance committees

It was agreed that each Committee appoints its own Chair and seek Board approval thereafter.

Action: this process is to be written into procedure

- **Chairs' vacancies – ballot**

It was noted that the ballot papers for the Chairs' vacancies were sent out on Monday 20 July 2009, with a closing date of Friday 31 July.

It was agreed that nominations for the Chair and Vice-Chair of the Board be sought once the new Board members are in-place. Board members will nominate for these positions after checking with the nominee that they are willing to stand. In the event of a tie, names will be drawn out of a hat by an independent.

Action: Company Secretary to confirm ballot results and send out papers for nominations to Chair and Vice-chair positions

7. ASC

- **Update on Board Membership**

The Board were advised that Stewart Brymer had accepted the invitation to join the ASC Board of Directors as the independent member in line with OSCR best practice.

The position regarding the potential for a conflict of interest on provision of legal advice was discussed .

- **Agreement of Constitution and Written Resolution**

The Board agreed the Constitution and Written Resolution and gave authority to the Chief Executive to sign the resolution and adopt the new constitution.

8. Strategic Plan

- **Transforming Scotland's Colleges (Non-disclosure)**
- **Group Budget 2009-10 (Non-disclosure)**
- **Commentary on Group Budget 2009-10 (Non-disclosure)**
- **Update on SFC Funding Position**

It was confirmed that the current SLA funding had ceased and that discussions are underway with the SFC to agree the block funding mechanism. The SFC have agreed to provide emergency payments in the interim period in order to maintain on-going project activity.

Linda McKay left the meeting.

The Board discussed drawing on the Further Education Directorate (FED) resource to support the transition process.

It was agreed that a confidential paper should be tabled at the next Principals' Convention outlining the proposals for Scotland's Colleges going forward.

Action: CEO to provide a briefing paper for the Principals' Convention.

- **Cash-flow Forecast**

The paper was noted.

- **Role Profiles**

Comprehensive discussions took place with reference to the draft Budget presented. It was agreed that the Chief Executive review the requirement for, and levels of, the proposed roles in line with the review of the 2009-10 budget.

Action: CEO to bring revised proposals to the August Board meeting.

9. Finance Update

- **Investment of Free Funds**

The paper was noted.

- **Update of Bank Indemnity**

The Company Secretary advised that the Indemnity contract will be revised to include a six-month limit in line with previous Board discussions and that bank had imposed a fee of ~£200 in respect of this amendment.

10. Scotland's Colleges International

- **International Development Committee**

It was agreed that a sub-committee should be established to take forward the future development of SCI and related international work. However, this sub-committee should have a short-term working life of not more than a year.

Action: Chief Executive to establish sub-committee.

11. HR Update

- **JNCC Minutes (16 June 2009)**

The minutes were noted.

- **Annual Award 2009-10**

The Chief Executive advised that staff had been notified through the JNCC that there would be no annual award for 2009-10.

It was noted that these matters would be addressed through the HR Committee going forward.

12. Risk and Regulatory Update

It was noted that the funding / financial position of the Company remains a significant risk.

13. Continuous Improvement and review of meeting and supporting papers

The papers were noted as good and well-organised.

14. A.O.C.B

The staff members were asked to leave the meeting in order that a confidential HR matter could be discussed.

15. Date of next meeting

The date of the next meeting will be at 1230 on Monday 24 August 2009 at Argyll Court.

Signed _____ Date _____