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## **Minutes of the Scotland's Colleges Board of Directors Wednesday 27 May 2009, macrobert, University of Stirling**

**Present:** Christina Potter (Chair)  
Chris Travis (CEO – Scotland's Colleges)  
John Burt  
Mandy Exley  
Peter Finch  
Ian Graham  
Graham Johnstone (from item 5 on the agenda)  
Brian Keegan  
Ian Macpherson  
Linda McKay  
Linda McTavish  
John Russell  
Craig Thompson

**In Attendance:** Shona Struthers (Scotland's Colleges Merger Manager)  
Amanda Lynskey (Minutes)

**Apologies:** Tom Drake

### **1. Declarations of Interest**

Board members were asked to submit their completed Declarations of Interest forms for inclusion on the register of interest. Members who did not submit a form were asked to verbally declare their interests at the meeting. Mandy Exley, Peter Finch and Ian Graham gave verbal declarations (Graham Johnstone latterly under item 5).

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

The Chair welcomed the members to their first Board Meeting. All members were invited to introduce themselves.

Apologies were received from Tom Drake.

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

The Chair of the Board advised that she would be stepping down as Chair once a new Chair and Vice Chair is elected and this would be covered in item 5 of the agenda.

The Chair reflected on the last two and half years work and noted that the Board meeting marked a momentous occasion. A note of thanks was given to the previous Board of Management and to the individual organisations that have maintained their commitment and drive throughout the challenges faced during this period

It was agreed that the new Board would be referred to as "Scotland's Colleges Board of Directors".

### **4. Minutes of last meeting and matters arising (paper BOM/27050901 refers)**

The minutes of the meeting held on 26 March 2009 were noted as a true record of the meeting and will be signed by Christina Potter.

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## 5. Board Vacancies (paper BOM/27050902 refers)

### Chairs' vacancies

The Chair proposed that the two Chairs' vacancies be filled as quickly as possible and all attending members were in agreement to follow the process set out in the paper.

### Co-opted members

The Chair advised that Ian Macpherson will step down as Chair of the Chairs' Congress in October 2009 and Graham Johnstone will be replacing him at that time.

The Chair requested approval to appoint Graham Johnstone as a co-opted member onto the Board of Directors with immediate effect. This would allow sufficient time for him to become fully versed on Scotland's Colleges before his ex-officio appointment in October. It was noted that this was good practice in terms of succession planning and the Board unanimously agreed to co-opt Graham Johnstone onto the Board.

Graham Johnstone was invited into the meeting and provided the Chair with a verbal Declarations of Interest.

For clarity, the Chair confirmed that there was no breach of the articles of association with regard to the appointment of Craig Thomson and Graham Johnstone as Principal and Chair of Adam Smith College given Graham's co-opted status.

### Appointment of the Chair and Vice Chair

The Chair proposed that the Chair and Vice Chair be appointed once the vacant Chairs' positions are filled. The Board agreed to follow the process proposed, with the exception that Board members are to be "invited" to put forward a nomination for each category.

## 6. Governance Arrangements

### Role and Membership of Committee (paper BOM/27050903 refers)

The Board agreed the four Committees proposed, increasing the membership (excluding the CEO) to four on each Committee.

It was agreed that the CEO would attend the Audit and Remuneration Committees by invitation only and that the Chair of the Finance Committee would be a member of the Remuneration Committee.

The Chair advised that once the Chair vacancies have been filled Committee membership will be confirmed. A proforma will be sent out by email to all existing members inviting them to note their Committee preference.

The Board confirmed that in the absence of any new HR policies, existing policies will remain in place and should be reviewed at the earliest opportunity.

The Chief Executive was asked to confirm this in writing to all staff.

It was agreed that ASC terms and conditions will be brought into line with the rest of the organisation over time.

## Approval of Standing Orders

It was agreed that a brief statement should be added to the start of the Standing Orders to explain the function of the Board.

The key points of the paper were highlighted as outlined;

### *4 Notice of Board of Management meetings*

*Notification to members of the time and place of the meeting and the business proposed to be transacted at the meeting shall be given by being left at, or sent by post, to the address provided by the member of the Board or by electronic communications to an email address provided by the member of the Board at least three days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.*

It was agreed that the wording “**working**” be inserted before “**three days**”

### *Adjournment of Meeting*

*5.1 The Board may adjourn any meeting to such time as the Chair may then or afterwards fix.*

Clarification of the basis of any such adjournment was requested to be brought to the next meeting.

### *Order of Business*

*7.2 An item of business not appearing on the agenda for the meeting may be considered at the end of the meeting provided that the Chair of the meeting is of the opinion that it is relevant, competent and urgent.*

The Board discussed this point in detail and agreed that the word “exceptional” should be inserted between “an” and “item”.

### *9 Confidentiality of Information*

*Any information which is received or obtained by any person in connection with his or her functions as a member of the Board or a member of a Board Committee shall be treated by him or her as confidential to the Board or, as the case may be, the Board Committee.*

It was unanimously agreed that all future documents of confidential nature would be noted as “non-disclosure” and that discussions held at the Board meetings would be held confidential inline with the duties and responsibilities of the Directors and the Freedom of Information Act.

The wording of the Standing Order should be reworded to reflect this.

## Approval of the Scheme of Delegation

Key items were highlighted as follows:

### *1 Introduction*

*All delegations must be exercised in accordance with the law and having regards to any lawful direction and/or guidance subsequently issued by Parliament or the Scottish Funding Council (SFC).*

It was agreed that paragraph 2 of the Introduction be reworded to reflect funding from all potential sources as follows:

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*All delegations must be exercised in accordance with the law and having regards to any lawful direction and/or guidance subsequently issued by the Parliament and/or any other appropriate funding body.*

#### *4.2 Authority reserved to the Board - Matters of New Policy or Variation of Existing Policy.*

Clarification was sought in respect of the policy and lobbying function of Scotland's Colleges. It was agreed that as a membership organisation, Scotland's Colleges will undertake certain work on behalf of the Principals' Convention and Chairs' Congress and therefore standing order 4.2 only applies to the business of the company and should be reworded to reflect this as follows:

#### *4.2 matters of new policy or variation of existing policy **in the operation of the business of the Company.***

### **Section 3 – Delegations to the Chief Executive**

#### *Point 60*

*To authorise criminal records checks from Disclosure Scotland on staff and students who may be working with students, or your people below the statutory leaving age or with special educational need, or vulnerable adults.*

It was agreed that matters of this nature would be addressed through HR as a matter of course.

A query was raised with regard to Scottish law prohibiting the CEO delegating responsibility which would require all delegation to be approved by the Board or written into the Scheme of Delegation.

*Update: this has been checked with the lawyers who have stated that the CEO has authority to delegate if the Board so authorise it (in the same way that the Company members delegate the power to manage the operations of the company to the Board under company law) and that the first paragraph of section three provides this authority.*

The members agreed to proceed with the Scheme of Delegation subject to the amendments to points 1 and 4.2 and with the proviso that it should be revisited through the newly formed Committees and legal advice be sought to produce a consolidated version.

## **7. ASC Membership and Board of Directors**

### **Member resignations update**

It was noted that all ASC members, with the exception of SFEU, have been requested to resign by 5 June 2009.

### **Board member resignations**

It was confirmed that once the company members have resigned, the ASC Board members will be asked to resign to allow a new board be established.

### **ASC Governance (paper BOM/27050904 refers)**

It was agreed that the ASC Board should be:

- the Convenor of the Principals' Convention
- the Chair of the Chairs' Congress

- the CEO of Scotland's Colleges
- one of the outgoing ASC Board members (to ensure consistency and continuity of understanding).

It was proposed that Linda McTavish be formally asked to take position on the new ASC Board in her capacity as Convenor of the Principals' Convention. It was noted that should Linda accept, there would be no requirement to sit on any of the Board Committees.

Shona Struthers advised that Anderson Strathern were preparing the written resolution required to appoint the new ASC Board.

## **8. Induction of Board Members**

The Board were advised that an Induction pack has been drafted. It was agreed that Brian Keegan, who has expertise in the area of Governance, review the pack and provide feedback to the Company Secretary.

Once finalised, the pack will be distributed to all Board Members, and requirements for one-to-one inductions or other specific requests should be notified to the Company Secretary

## **9. Strategic Plan (non-disclosure document)**

- **Developing the Strategy and Structure of Scotland's Colleges**

The Chief Executive provided members with a draft strategic paper prepared following discussions with College Principals' and other key partners over the past 6 months.

It was highlighted that a formal consultation with college Chairs had not yet taken place. The Board agreed that provision should be made for consultation with both the Chairs' and the staff of Scotland's Colleges.

It was noted that a Strategic paper is due for submission to the SFC by November 2009.

Ian Macpherson left the meeting at this point.

A discussion took place regarding the level of funding requested from SFC and members identified the need to produce a strategic plan applicable to the whole sector.

The Chief Executive confirmed that the principle objective going forward will be to have a much more flexible staffing base allowing an effective and efficient delivery of service to the Colleges in Scotland. The Board gave support to the paper with the caveat that a more formal strategic process is to be implemented in order to develop the strategic plan.

## **10. Risk Review - Update**

It was noted that this was a standing agenda item to allow the CEO and board members to raise any matters which are believed may have a significant effect on Scotland's Colleges reputation and/or financial stability.

It was agreed that although key risks would be captured in the Risk Register and reviewed by the audit committee bi-annually, the standing agenda item should remain.

The CEO advised that the key risks to the organisation at present were the lack of confirmed funding from the SFC and the proposed restructuring process. It was noted that COLEG staff would transfer on Monday 1 June.

A discussion took place regarding the restructure and it was agreed that any new structure should give cognisance to the Strategic plan and future funding streams. It was agreed that the staff should be informed that the timing of establishing the correct structure was crucial.

### **11. Schedule of Meeting for next 12 months (paper BOM/27050905 refers)**

It was agreed that the Board meet on a monthly basis over the next 4-5 months in order that strategic, funding and operational matters be addressed timeously.

A proforma will be sent to all members asking for availability for Board meetings and Committee preferences.

The Board were asked to consider the requirement for a future Board Residential event.

### **12. Continuous Improvement**

#### **Review of meeting and supporting papers.**

With the exception of the missing pages on the hard copy of the Scheme of Delegation provided the papers were agreed to be reasonable.

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

- **Future agenda items**

There were no proposed additional agenda items.

- **Note of thanks**

The Chair gave her thanks to Shona Struthers in her role as Merger Manager and noted from a personal point of view Shona had been very supportive to the process.

A note of thanks was also extended to Tony Jackimciw for his role as Chair of the FESSA Shadow Board.

### **14. Date of next meeting**

The date of the next meeting will be scheduled in the week commencing 22 June 2009, subject to members' availability.

Signed \_\_\_\_\_

Date \_\_\_\_\_