



## Stow College

### Board of Management

#### Minute of the Meeting held on Friday, 19 November 2010 at 3.15pm

(Meeting originally scheduled for 24 November 2010)

#### Peebles Hydro Hotel, Peebles

#### Members Present<sup>1</sup>:

- |                       |                    |
|-----------------------|--------------------|
| ✓ Mr I Baxter         | ✓ Dr J Rieck       |
| ✓ Mr N Currie         | ✓ Mr J H Robertson |
| ✓ Mr G Hunt           | <b>A</b> Mr R Rose |
| ✓ Mr P Lord           | ✓ Mr D Sibbald     |
| ✓ Dr R McGrory        | ✓ Mr D Stark       |
| ✓ Mrs A Peters        | ✓ Mr R Wilson      |
| ✓ Mr K Ramsay (Chair) |                    |

#### In Attendance:

- |                         |                 |
|-------------------------|-----------------|
| <b>A</b> Mr H Blackwood | ✓ Mr A McLean   |
| ✓ Mrs L Clark           | ✓ Ms A Miller   |
| ✓ Dr M Green            | ✓ Mr B Scoullar |
| <b>A</b> Mrs K Henry    | ✓ Mr B Young    |
| ✓ Mr M Lofthouse        |                 |

#### Item

#### Action

#### Resignation of M Paris

K Ramsay advised that M Paris had formally resigned from the Board of Management; effective from Monday, 8 November 2010.

The Board formally recorded their thanks to M Paris for her many years of service and excellent contribution to the Board.

1

✓	Present
<b>A</b>	Apologies
<b>X</b>	No Apologies Received

Item	<b>Appointment of Student Representative for the Board of Management</b>	<b>Action</b>
<b>BOM10/60</b>	<p data-bbox="427 309 1197 416">The Board noted that N Currie had been confirmed as Student President the previous day. N Currie was formally recognised as the Student Representative.</p> <p data-bbox="427 454 584 488"><b>Apologies</b></p> <p data-bbox="427 528 564 562"><u>Members</u></p> <p data-bbox="427 602 858 636">Apologies noted from R Rose.</p> <p data-bbox="427 676 555 710"><u>Advisors</u></p> <p data-bbox="427 750 1126 784">Apologies noted from H Blackwood and K Henry.</p>	
<b>BOM10/61</b>	<p data-bbox="427 824 786 857"><b>Declaration of interests</b></p> <p data-bbox="427 898 1185 1003">There were none in relation to the business of the meeting. The Sederunt was signed and there being a quorum the meeting proceeded to business.</p>	
<b>BOM10/62</b>	<p data-bbox="427 1041 959 1075"><b>Approval of the Minute of Meeting:</b></p> <p data-bbox="427 1115 715 1149"><u>28 September 2010</u></p> <p data-bbox="427 1189 1161 1261">The Minute was read and approved. The Chair was authorised to sign the Minute.</p> <p data-bbox="427 1301 850 1335"><b>Additional item of business</b></p> <p data-bbox="427 1375 1230 1514">The Chair proposed and the Board agreed unanimously that at the end of business there would be an additional item dealing with the development of political support for the College.</p> <p data-bbox="427 1554 1150 1626"><b>Matters/Actions Arising from the Meeting of 28 September 2010 (not elsewhere on the agenda)</b></p> <p data-bbox="427 1666 967 1700"><u>BOM10/40 – Declarations of Interests</u></p> <p data-bbox="427 1740 1209 1812">B Scoullar confirmed that he has completed a Register of Interest form.</p> <p data-bbox="427 1852 908 1886"><u>BOM10/43 – Register of Interests</u></p> <p data-bbox="427 1926 1227 1998">B Scoullar advised that all forms have been received for Board members and advisors.</p>	

**Item****Action**BOM10/46 – New Board Members: Member of the LEC

R McGrory advised that he discussed above with B Keegan, Educational Consultancy Limited who had spoken to G Reid, Scottish Government. There is no requirement for such an individual to be a member of the Board.

B Scoullar advised the Board that he had contacted Scottish Enterprise who had agreed to display the advert seeking new Board members. B Scoullar advised that he had received no expressions of interest from Scottish Enterprise.

BOM10/46 – New Board Members: Advert in Press for New Board Members

R McGrory confirmed that an advert had been placed in the press.

R McGrory confirmed that the individual who had been placed on hold from the last round of interviews had been contacted and he was still interested. All information had been passed to B Scoullar.

BOM10/47 – Board Sub Group Update

R McGrory referred to the various ways the Executive had communicated with staff, i.e., an all staff meeting had been held with another planned before Christmas and the ongoing union meetings. He commented on the good support received from Unison.

BOM10/49 – Reports by Board Chairs and Committee Chairs: Committee Training

M Lofthouse has carried out the necessary training in relation to the Governance and Audit Committee.

BOM10/49 – Reports by Board Chairs and Committee Chairs: Committee Membership

This matter would be further discussed during the Governance session of the residential event planned for Saturday, 20 November 2010.

**BS**BOM10/52 – PWC Governance Report and Draft Actions

B Scoullar advised that he has still to produce an updated progress report. This topic will be discussed at the Governance session tomorrow.

**BS**

**Item****Action**

BOM10/53 – New Political Agenda – Meeting with Mike Russell MSP Cabinet Secretary for Education and Lifelong Learning 14:00 Tuesday, 19 August at Scottish Parliament

R McGrory advised that the additional meeting in relation to above held on 30 September 2010 at City of Glasgow College had been attended by himself and Anne Peters.

BOM10/55 – Strategic Plan 2010-2013

It was noted that the residential event referred to was the annual one which takes place in February and not the extraordinary one being held in November 2010.

BOM10/56 – Stow College Graduation Event – Friday, 26 November 2010

R McGrory confirmed that [REDACTED] had been invited but was unable to attend.

**BOM10/63****Appointment of a Vice Chair**

B Scoullar advised that he had attempted to conduct this process by email but had received one nomination only.

K Ramsay discussed the urgent need for a nominated person in this post.

B Scoullar stated that there were no restrictions on who could be the Vice Chair but it was not considered good practice for support, teaching or student members of the Board to hold this position.

Following discussion P Lord offered to undertake the role of Vice Chair subject to the agreement of his employer.

**PL**

J Rieck advised that if P Lord's employer prevented him from undertaking this role that she would be prepared to accept this position.

The Board agreed unanimously to appoint P. Lord whom failing J. Rieck.

Board Attendance at Meetings/Sub Committees

K Ramsay advised that he will review attendance by Board members at Board and Committee Meetings.

**KR**

**Item****Action****BOM10/64****Appointment of a New Chair for Board of Management Human Resources Management Committee**

It was noted that the members of the Board of Management Human Resources committee had nominated D Stark as Chair.

After discussion, this appointment was unanimously approved.

**BOM10/65****Recruitment of New Board Members**

K Ramsay advised the Board that there are 4 individuals interested in joining the Stow College Board of Management.

- 3 new applicants from the newspaper advert.
- 1 person who was placed on hold during the last round of interviews.

B Scoullar advised that there is another individual who has expressed an interest; however, no application has formally been received as yet.

The Board discussed a possible replacement for M Paris. [REDACTED]

The Board discussed the next stage in the recruitment process which would be an informal event held at the College for all individuals who had applied. This would afford members of the Board an opportunity to meet the applicants in a relaxed way and for the applicants to learn more about the College.

After discussion the Board unanimously appointed K Ramsay, I Baxter, P. Lord and J. Rieck as the members of the Nominations Committee.

K Ramsay asked B Scoullar to take forward the following matters:

- Prepare draft Terms of Reference for the Board Nominations Committee and circulate this electronically as appropriate.

**BS**

<b>Item</b>	<b>Action</b>
<ul style="list-style-type: none"> <li>• Liaise with the members of the Board Nominations Committee to secure a suitable date to hold an informal evening for Board applicants.</li> </ul>	<b>BS</b>
<ul style="list-style-type: none"> <li>• Liaise with College staff to organise as appropriate.</li> </ul>	<b>BS</b>
<ul style="list-style-type: none"> <li>• Terms of Office – check end dates in relation to J Rieck, D Sibbald and D Stark. (It was noted that further Board applicants may need to be sought in 2011.)</li> </ul>	<b>BS</b>
<p>The Board noted that the maximum period of service on the Board is eight years.</p>	
<b>BOM10/66</b>	<b>Board Performance</b>
<p>K Ramsay referred to the report produced by Pricewaterhouse Coopers and stressed the need for Board members to be self-critical ,e.g., attendance at Board and Committee meetings [REDACTED]</p>	<b>ALL</b>
<p>The Agenda for each Board meeting will include the item of Board Performance. This topic will be fully explored tomorrow at the Governance Session</p>	<b>KR/BS</b>
	<b><u>Reports:</u></b>
<b>BOM10/67</b>	<b>Board Sub Group Update</b>
<p>K Ramsay referred to the meetings that had been held involving the Board sub group and the communication between the members of this group.</p>	
<p>P Lord (or J Rieck) as new Vice Chair would now join the Board Sub Group.</p>	
<p>Terms of Reference for this group would be drafted during the Governance session of the residential event scheduled for Saturday, 20 November 2010.</p>	<b>BS</b>
	<b><u>Scottish Funding Council</u></b>
<p>K Ramsay referred to the one-to-one meeting he had with J McClelland, Chair, Scottish Funding Council, on 9 November 2010. This meeting was to formally meet each other and to welcome K Ramsay in his role as Chair. The meeting was noted as being productive with open dialogue. It was agreed that good working relationships would be maintained between Stow College and the Scottish Funding Council.</p>	

Item		Action
	<p>Following this meeting K Ramsay, R McGrory and A McLean had a meeting with M Batho, Chief Executive, Scottish Funding Council which was also noted as being both interesting and informative.</p> <p><u>The Herald</u></p> <p>The Board discussed the letters sent to The Herald and various opinions were expressed.</p> <p>K Ramsay stated that he felt the letters produced were robust; their production had been assisted by an external source.</p>	
	<p>It was noted that K Ramsay and R McGrory now had a meeting scheduled [REDACTED]</p>	KR/RMcG
<b>BOM10/68</b>	<p><b>Report by the Chief Executive and Principal</b></p> <p>R McGrory delivered a presentation which detailed all key meetings he had held/attended since the last Board of Management meeting on 28 September 2010. Meetings discussed in full. The Board noted the terms of the presentation.</p>	
<b>BOM10/69</b>	<p><b>Reports by Board Chair and Committee Chairs</b></p> <p>It was agreed that the minutes tabled at the meeting would be carried forward to the next Board meeting to allow members ample time to read.</p> <p><u>Governance and Audit Committee</u></p> <p>G Hunt expressed the need for more Board members on this committee. The external Chair of this committee has also stated that he wishes to stand down. This matter would be discussed during the Governance session of the residential event scheduled for Saturday, 20 November 2010.</p> <p>The Annual Report from the Committee will be discussed later in the Agenda.</p> <p><u>Finance and General Purposes Committee</u></p> <p>I Baxter discussed the College accounts and the auditors' recommendation which had been implemented. He advised that a prudent approach has been taken to maintain a small surplus. The Committee had reviewed</p>	<p><b>BS</b></p> <p><b>BS</b></p>

Item		Action
	the Financial Statements in detail.	
	The Annual Report from the Committee will be discussed later in the Agenda.	
	<u>Human Resource Management Committee</u>	
	D Stark expressed the need for more Board members on this committee. This matter would be discussed during the Governance session of the residential event scheduled for Saturday, 20 November 2010. The Committee will amend its last Minute to show the recommendation to the Board to appoint D. Stark as Chair of the Committee.	<b>DS</b>
	<u>Governance: 20 November 2010</u>	
	K Ramsay advised that all matters discussed during the Governance session will be appended to the Board minutes. Governance will be on the agenda for the next Board meeting.	<b>BS</b>
<b>BOM10/70</b>	<b>College Performance Report</b>	
	M Lofthouse introduced his report. The College's KPI's are now reported separately to the Board. The Board noted that while income is under budget costs are running below budget. The College is trying to minimise expenditure. The College holds cash levels representing fifty one days of expenditure and has sufficient levels of liquidity K Ramsay requested that the colours used in the tables be adjusted.	<b>ML</b>
	M. Lofthouse reported on International Fee Income as at 31 October 2010. The collection of fees is closely monitored.	
	Capital funding is confirmed through to 31 March 2011. At this stage the period beyond is uncertain and the College will have to focus on areas of high priority.	
	K. Ramsay commented that risks have to be assessed on a regular basis.	
	M. Lofthouse referred to the list of Contracts and Tenders, the Services provided by the College and the Procurement Report 2010/11.	
	The Board reviewed the report and noted the list of Contracts and Tenders.	

**Item****Action****BOM10/70****College KPI Update**

M Lofthouse introduced this report. The information is given in four sections which are financial; human resources; buildings and infrastructure; and quality and collaboration.

He highlighted the operating surplus in 2009/10 which was affected by the past service cost adjustment to the Strathclyde Pension Fund.

The Board considered the four sections of the report and noted the College's satisfactory performance.

**Matters for Decision:****BOM10/72****Financial Statements – 31 July 2010****Governance and Audit Committee Report**

The Board had before it the Report from the Committee dated 16 November 2010 which was tabled. The Committee recommended the approval of the Financial Statements for the year ended 31 July 2010.

The Board noted the unqualified audit opinion of the external auditors and the report from the internal auditors that the College had adequate and effective risk management, control and governance processes. There is a report from the external auditors to the Auditor General for Scotland.

The College had achieved a surplus in line with the budget.

The Board having considered the Report noted its terms.

**Finance and General Purposes Committee**

The Board had before it the Report from the Committee dated 16 November 2010 which was tabled. The Committee recommended approval of the Financial Statements for the year ended 31 July 2010.

The Board noted that the Financial Statements had been prepared in accordance with the legislation, the College had achieved a surplus in line with the budget and the recovery plan agreed with the Scottish Funding Council, as well as an increase in income and a decrease in expenditure. The Board also noted the impact of FRS 17 on the actuarial treatment of reduction of the College's

**Item****Action**

liability in relation to the Strathclyde Pension Fund [which had also been commented upon by the Governance and Audit Committee]. The College had followed the advice of Hymans Robertson, the Fund's Actuaries in relation to the treatment of the reduction in the College's liability to the scheme.

The Board having considered the Report noted its terms.

Approval of Financial Statements to 31 July 2010

The Board, having considered the Financial Statements to 31 July 2010 along with the Reports from the Governance & Audit and the Finance and General Purposes Committees, approved the Financial Statements.

The Chair was authorised to sign the Financial Statements.

**BOM10/73****Stow College Annual Report on Institution-Led Review**

A McLean introduced the report. The Board noted that the College had received four full confidence statements and had ten strengths and five main points for action identified.

Four examples of excellent practice were also identified by HMIE:

- Developing essential skills through integrated learning: the *Artbox* project.
- Developing and using transferable skills: *Bargain Hunt*.
- Developing citizenship through drama: working with St Andrew's Hospice.
- Developing literacy skills in the work place.

The Board, having considered the Review endorsed its terms. K Ramsay and R McGrory were authorised to sign the Review.

**BOM10/74****Calendar of Meetings 2011**

An amended calendar was tabled. It was noted that the Performance Monitoring Committee and Learning and Teaching Committee were not Board committees; however, since various Board members attended these College committees they were listed for information.

**Item****Action  
ML**

M Lofthouse discussed the Board Finance and General Purpose meeting planned for 31 May 2011 and possible concerns in relation to the timing, i.e., approving the College Budget. M Lofthouse to alert the Board accordingly nearer the date.

The Board approved the calendar of dates for all Board committees.

***Additional Item added with the approval of the Board*****Development of Political Support**

It was agreed by the Board that R McGrory would continue meetings in the same manner as he has been doing.

**RMcG**

K Ramsay advised that politicians have made contact with him; meetings will be held accordingly.

**KR**

The Board discussed the desirability of support from Glasgow City Council, e.g., a new Board member from there who has appropriate assistance from peers.

K Ramsay suggested that the Board Sub Group look at the plan produced by the Board in relation to support that could be gained.

**KR, RMcG,  
GH, IB,  
PL/JR**

G Hunt suggested that a Key Message List could be generated that would be helpful in the event that Board members were speaking to any stakeholders. K Ramsay agreed that he would draft this for review.

**KR****Matters for Information:****BOM10/75****Risk Register**

M Lofthouse introduced and commented on the November 2010 version of the Risk Register. He reminded members that the Register is routinely reviewed by the Governance and Audit Committee. Two risks have moved to amber for evaluation. They are 54 [change in methodology of the Scottish Funding Council] and 56 [strategic planning]. The College will look at the SFC's guidelines. Item 53 [physical resource management] is relevant also in light of the anticipated reduction in the capital grant. The Governance and Audit Committee will review the Register in the usual way. The Board Audit and Governance Committee will also conduct an assessment on this in terms of Corporate Social Responsibility.

**Item****Action**

The Board noted the updated Register.

**BOM10/76****The Date of Next Meeting: 16 March 2011**

The Chair thanked members for their attendance.