

**Minutes of the meeting of the Board of Directors held on
Thursday 10 October 2024 on campus**

Present:

Gary Husband	Chair, Board of Directors
Andy McGoff	Member, Board of Directors
Aislinn Wood	Member, Board of Directors
Jane Grant	Member, Board of Directors
Howell Davies	Member, Board of Directors
Susanne Schulz	Member, Board of Directors
Margaret McLean	Member, Board of Directors
Alyson Tobin	Member, Board of Directors
Salima Begunde	Student Member, Board of Directors
Lee Ryan	Student Member, Board of Directors (online)
Roddy Henry	Principal

In attendance:

Kirsty Adamson	Depute Principal
Mary Slater	Director of Operations
Ingrid Earp	Board Secretary

Apologies:

Dorothy Welch, Stuart Moir and Colin Pritchard

Agenda item	
Part A – Opening Business	
1.	Welcome, Apologies and Declaration of Interests The Chair welcomed everyone to the meeting and noted apologies as above. David Hamer was absent from the meeting. There were no declaration of interests.
2.	Minutes of the previous meeting (paper 1) and Action and Decision (A&D) Log (paper 1a) The minutes of the previous meeting on 13 June 2024 were accepted as an accurate record. The updates to the Action Log were noted accordingly.
3.	Matters Arising All matters arising were covered in the A&D log.
Part B – Items for Approval	
4.	Appointment of New Members (Paper 2) Howell Davies, Susanne Schulz, Lee Ryan and Salima Begunde were all approved as new Board Members and welcomed to their first meeting.

<p>5.</p>	<p>Revised Articles of Association (Paper 3) The Principal talked to the paper and began by thanking Margaret McLean for writing the paper and for providing her extensive expert knowledge in this area.</p> <p>This item has been running for some time now with the Board having approved a suggested list of revisions to the current Articles of Association in 2022. On revisiting this it has become clear that some of the amendments may not have been required.</p> <p>The Principal talked through the previously agreed amendments which included moving Directors of the College and Members of the Company to be one and the same with a single tier structure (this proposal will remain) and removing the long list of organisations (largely Universities) who are able to nominate Directors/Members (this proposal will remain to allow for greater Board diversity and a broader skills/experience mix), however clarification should be sought on whether the nominee is to be from the body of the Trustees or someone external nominated by them. It is now proposed to remove the proposed amended clause about winding up the College, and reverting back to the original clause and also to reinstate the right of the Trustees to nominate a Director/Member but amend from four to one so it is in proportion to the size of the Board. Another amendment is to reinstate the Trustees right to approve any changes to the College Articles with the caveat that approval will not be reasonably withheld. All items marked in red in the paper are those which the paper is proposing changes before we seek final approval from the Trustees for these amendments.</p> <p>Discussion took place around the relationship between the Trustees and the College Board and the efforts being made to improve connections and communication and look to the future.</p> <p>Decision BoD02:B5 Board agreed to move forward with the amendments to the Objects and Articles as discussed and as noted in the paper and contact Shepherd and Wedderburn (the Trustees lawyers).</p> <p>Suggestions raised also included inviting a Trustee to be an observer of the College Board and sharing our Board minutes with them. It was noted that there is a Trustee's meeting the week after this Board meeting which the Principal will be attending so that could be opportunity to unpack some of this.</p>
<p>6.</p>	<p>Heads of Terms – Occupation Agreement between the College and the Trustees (Paper 4) Again, thanks and appreciation was extended to Margaret McLean for her time and efforts put into this item.</p> <p>This is also being revisited and is really about the mitigation of risk and ensuring clarity and transparency with the wording.</p> <p>Currently the College uses some of the units in the business park for teaching space and this is vital to the ongoing growth of the College. The College Board needs to be assured that the Trustees won't sell the business park without due notice and provision of suitable, alternative accommodation.</p> <p>Decision BoD02:B6 The Board agreed that the Principal should raise the wording of the proposed Heads of Terms at the Trustee's meeting the following week in order to seek clarity.</p>

7.	<p>Strategic Risk Register and Board Risk Appetite (Paper 5) The Principal talked through the paper noting that it has also been to all Committees.</p> <p>The Board Risk Appetite will be moved to the November agenda given that the Planning Day was only a couple of days before this Board meeting.</p> <p>Action BoD02:B7 Board Secretary to add to November Board Agenda.</p>
8.	<p>Ratification of 2024/25 Budget (Paper 6) It was noted that there had been some amendments to the 2024/25 budget since the last Board meeting however these have been examined by the Finance and Resources Committee and touched on at the Audit and Risk Committee. The Director of Operations talked through the main points which had changed such as an increase in ICT costs due to the Digital Technologist leaving the College and this work being currently outsourced to consultants.</p> <p>At present the forecast surplus for 2024/25 is just over £2k which is very borderline although work is continually taking place to improve this and now that the new Business Development Manager is in post it is anticipated that income should increase.</p> <p>Board noted that not all income will invariably be profit but will have associated costs. The Director of Operations agreed and said that work on defining the profit margin is a priority this financial year.</p> <p>Decision BoD02:B8 Board approved the revised 2024/25 budget as presented.</p>
9.	<p>Strategic Objectives – Priorities and KPIs for 2024/25 (Paper 7) It was noted that the priorities have also been reported in a number of other papers for Board and the sub-Committees.</p> <p>Decision BoD02:B9 To avoid duplication in the future reporting against priorities to be highlighted in other relevant papers and indicate which priority they are linked/referred to.</p>
10.	<p>Health and Safety Report (Paper 8) Board noted this, generally, positive report. A Member asked about whether the College had mental health first aiders in place as this is now a requirement of the Health and Safety legislation. Board was informed that the College does have two mental health first aiders and so this will be included in the Health and Safety report going forward.</p> <p>Board members also questioned safety of both staff and students and how this was being addressed. A number of Members have used various apps in their professional work which they have found very useful, and it was agreed that the senior team would look into these.</p> <p>Action BoD02:B10 Senior Team to look into using/implementing apps for safety of staff and students.</p> <p>Decision BoD02:B10 the Board approved the Health and Safety Report.</p>

11.	<p>Reserves Policy (Paper 9) This was recommended for approval by the Audit and Risk Committee who have spent time discussing and scrutinising the policy.</p> <p>Decision BoD02:B11 Board approved the Reserves Policy.</p>
12.	<p>Committee Annual Reports (Paper 10)</p> <p>Decision BoD02:B12 Board approved the Committee Reports noting that the Audit and Risk one will be presented at the next Board meeting.</p>
<p>Part C – For Discussion</p>	
13.	<p>2023/24 Outturn (Paper 11) The Director of Operations reported that the External Auditors are currently carrying out their field work for the preparation of the final accounts for 2023/24. There will be some adjustments from the forecast taken to Board in June 2024, namely Q4 VAT return and the capitalisation of some items. Capitalisation will be reported on a quarterly basis going forward to prevent a swing in the forecast at year end. Currently the forecast is for a £117k surplus on 2023/24. This was noted by the Board as a good result given the current financial climate for colleges.</p> <p>Board noted that a comparison with the 2024/25 budget would be useful and would present a useful comparison.</p> <p>Board noted the forecast and will await the full audit from external audit at the November Board meeting.</p>
14.	<p>Depute Principal’s Report (Paper 12) The Depute Principal took the report as read and drew the attention of Board to a number of key points.</p> <p>20% of the student population at the College is now on the Student Representative Council which is great and the Student Partnership Agreement which details the working relationship between the College and Students is currently being worked on with final sign off at the November Board meeting.</p> <p>So far retention rates are good with the credit threshold met for the current year and positive comments received from students in early feedback. Student outcomes are positive with 100% of care experienced students successful and 75% of students with a declared disability successful which is well above the national average.</p> <p>Thanks to all staff concerned was extended from the Board – a great achievement especially given everything else that has been going on in the sector.</p>
15.	<p>Director of Operations Report (Paper 13) The Director of Operations reported that the new Business Development Manager, Tazem Shoker is now in place and is settling in well.</p>

	<p>Regarding the University of Wisconsin we are waiting to hear what the numbers will be like for the January intake although indications at this point are suggesting that they will be positive.</p> <p>Otherwise, the report was taken as read.</p>
16.	<p>Principal's Report (Paper 14)</p> <p>The Principal informed the Board that the pay award for teaching and support staff has been settled with the one for 2025/6 settled for teaching staff. The staff engagement survey is open and a report on the outcomes of that will be taken to an all staff meeting and the Finance and Resources Committee in November.</p> <p>Regarding the estate a quinquennial review has to be undertaken as the College building is listed, the next one for Newbattle is due next year. It was noted that SFC have invested in the building with very little from the Trustees and significant maintenance costs ongoing.</p>
17.	<p>Chair's Report (Paper 15)</p> <p>Recruitment of new Members is ongoing and Dorothy Welch leaving the Board after her full eight years will be a significant loss. Membership of Committees may be reviewed at this point to ensure a good mix of knowledge and skills.</p> <p>The Chair will carry out reviews with all Board Members, the Board Secretary will get dates in diaries.</p> <p>The first public meeting of the Friends of Newbattle was held recently. This is being led by Peter Wright and the focus of the meeting was to recruit more volunteers to be part of this group. Board will keep a 'weather eye' on this and be available to provide advice and guidance as appropriate.</p> <p>Thanks were extended to the Principal, Depute Principal and Director of Operations for their contributions to the Board Development session and the fruitful discussion and outcomes were welcomed.</p>
18.	<p>Chair's Review (Paper 16)</p> <p>The Chair of the Board left the room for this item. The SIM, Margaret McLean, thanked everyone for the received feedback on the Chair and informed Board that a positive review had been held with a number of objectives agreed which the Chair is already well on the way to achieving.</p> <p>Board noted the review.</p>
Part D – For Information	
19.	<p>Principal's Review (Paper 17)</p> <p>The Principal, Depute Principal and Director of Operations left the meeting for this item. The Chair noted the process related to the Principal's review and that this had been duly followed. This year the Principal was reviewed by the Chair but next year the SIM will also be part of the process. The Chair noted the successful review and that (following on from a Chairs' Committee meeting) the Remuneration Committee agreed that the pay award agreed for support staff could be implemented for the Principal.</p>

	<p>The Principal's review will be carried out on an annual basis going forward.</p> <p>Board noted the review and the pay award recommendation.</p>
20.	<p>Board Member Responsibilities (Paper 18) The paper outlines Board Member responsibilities in terms of the Newbattle Board Code of Conduct, the Code of Good Governance for Scotland's College and the role of a Trustee of a Charity.</p> <p>Board noted the paper.</p>
21.	<p>Committee Minutes (Paper 19) The Board noted the latest minutes from the sub-committees.</p>
22.	<p>Any other business There were no other items of business.</p>
23.	<p>Date of next meeting Thursday 21 November 2024 on campus followed by the Annual General Meeting (AGM). A light buffet available from 4.00pm</p>