

Paper 1

**Minutes of the meeting of the Board of Directors held on
Thursday 12 June 2025 on campus**

Present:

Gary Husband	Chair, Board of Directors
Andy McGoff	Member, Board of Directors
Jane Grant	Member, Board of Directors
Howell Davies	Member, Board of Directors
Margaret McLean	Member, Board of Directors
Alyson Tobin	Member, Board of Directors
Stuart Moir	Member, Board of Directors
Iain Reid	Member, Board of Directors
Colin Pritchard	Member, Board of Directors
Zoi Zompopolou	Teaching Staff Member, Board of Directors
George Currie	Support Staff Member, Board of Directors
Salima Begunde	Student Member, Board of Directors
Lee Ryan	Student Member, Board of Directors
Roddy Henry	Principal

In attendance:

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

Apologies:

Aislinn Wood and Susanne Schulz

Agenda item	
Part A – Opening Business	
1.	<p>Welcome, Apologies and Declaration of Interests</p> <p>The Chair welcomed everyone to the meeting and noted apologies as above. S Moir declared a potential conflict of interest in paper 3 as a lifelong trade unionist. The Chair noted the potential conflict but said that S Moir's views on the paper would be welcome.</p>
2.	<p>Minutes of the previous meetings (paper 1) and Action and Decision (A&D) Log (paper 1a)</p> <p>The minutes of the previous meeting on 20 March 2025 were accepted as an accurate record.</p> <p>The updates to the Action Log were noted accordingly.</p>
3.	<p>Matters Arising</p> <p>All matters arising were covered in the A&D log.</p>
	<p>Prior to the meeting proper being held the two outgoing Student Board Members, Lee Ryan and Salima Gumedde, gave a presentation to the Board. They covered the work they have done with the Student Representative Council (SRC), plans for handover to future students, their experience of Newbattle and where they hope to go to next. The Board</p>

	<p>thanked the Student Members for their contributions and the polished and informative presentation and wished them well on the next part of their journey.</p>
<p>Part B – Items for Approval</p>	
4.	<p>Public Sector Equality Duty 2025-2029 (Paper 2)</p> <p>The Principal apologised for the delay in this paper. Feedback was sought from Members before final submission. A Member asked about reference to physical disability as opposed to mental disabilities. The Depute Principal said that the decision had been made to focus on mental health however reference to physical disabilities could be added to the mainstreaming equalities section. Another Member asked about gender and mental health and it was agreed that this would also be referenced.</p> <p>Action BoD06:B4 Depute Principal to include reference to physical disability and links between gender and mental health.</p> <p>Decision BoD06:B4 Subject to the additions in the Action above the Board approved the report.</p>
5.	<p>National Recognition and Procedures Agreement (NRPA) Reform (Paper 3)</p> <p>This paper is confidential due to the nature of the ongoing discussions nationally. The direction of travel would appear to be an NRPA for support staff and a separate one for EIS. Board is asked to endorse this approach at this point in time. The likely timescales are over the next 12 months or so.</p> <p>It was clarified that as a non-incorporated college Newbattle does not have to have Trade Union Members on the Board and that whatever agreement is reached nationally all colleges will be expected to be in agreement.</p> <p>Decision BoD06:B5 Board agreed the principles of the paper around NRPA reform.</p>
6.	<p>Budget Monitoring and Financial Forecast Return</p> <p>a) Forecast 2024-25 Outturn (Paper 4)</p> <p>The Director of Operations talked through the paper noting that the figures were likely to change as the final figures for the year become available. Income for international, commercial and events is lower than originally forecast as the Forest College income. For the Forest College a number of institutions have paused their delivery, likely through their own shortfall in funding.</p> <p>A Member asked for a report on the work of the Business Development Manager and their future plans. It was confirmed that this would be the subject of a presentation and discussion at the October Board Meeting. Output and actions taken from the recent consultancy report received will also be reported at Board in October.</p> <p>It was noted that the College is carrying approx. £500k in a current account each month and it was suggested that some of this could be moved into an interest paying account.</p> <p>Action B0D06:B6a Director of Operations to review movement of funds to an interest paying account.</p>

A Member asked if the College knew any more about the paused delivery for the Forest College and it was explained that the new role of Education Project Officer has been created to drill down into this.

Wisconsin is a large client of the College but they do not have exclusivity although a certain amount of space is guaranteed for them. Their numbers have been falling slightly but they have confirmed that they will be working with new universities in the USA to build numbers back up. Attendance at some of the expos that focus on student exchanges was suggested as an option to help promote this.

Action BoD06:B6a Director of Operations to look into events which the College could attend to promote the student exchange options.

A Member asked how the relationship with the wedding planner was progressing and if it was beginning to bear fruit. An SLA is being drawn up with the company and other options with other planners being explored.

b) Financial Forecast Return (FFR) 2025-26 on (Paper 5)

The Director of Operations informed Board that guidance and planning assumptions to make had only recently been received from SFC and so the FFR will need to be amended in the light of this.

It was noted that a balanced budget could only be achieved for 2025-26, and future years, by significantly increasing external income targets. The senior team's view was that a more realistic forecast would be for a deficit position in 2025-26 and in 2026-27, returning to a surplus position in 2027-28. Members felt that unrealistic or unachievable targets would not be appropriate in order to return a balanced budget and would merely be hiding the reality. The realistic position, still with stretch targets, and appropriate commentary should be submitted. The Principal said that even with an increase in commercial income it would be very difficult to outpace the loss in funding over recent years. It was agreed that an extraordinary Board Meeting should be held to discuss the revised budget and FFR (with the assumptions made as recently received from SFC).

It was noted that the proposed new role of Education Project Officer is included in the forecast budget.

Significant changes to the College curriculum are now clearly required sooner rather than later. The College Transformation Framework has been launched by SFC whereby colleges can under utilise their credit allocation for a period of time in order to undertake some transformative work to help with reductions in funding and other external pressures. This may be something that the College chooses to do. A Member asked if there were any risks associated with doing this, the Principal said that the intention would be to use the funds to plan and reshape to put the College in a better position overall going forward. Another Member voiced concern about the impact of this approach on the students and the alignment to the core purpose of the College, however another Member noted that with a fall in income the student experience will likely be impacted so increasing income and reshaping the curriculum will have to be achieved in order to maintain, or improve, the student experience. The Depute Principal noted that reshaping the curriculum is required regardless of income in order to improve the student experience.

	<p>The Chair of Audit and Risk Committee asked about the reduction in non-staff costs and an increase in VAT recovery.</p> <p>Action B0D06:B6b Director of Operations to pick up fall in non-staff costs and increase in VAT recovery offline with the Chair of A&R.</p> <p>The Board Development Day in October will be used to discuss and revise the financial strategy and agree the way forward from the options available to the College.</p> <p>Decision BoD06:B6b It was agreed that an additional, extraordinary Board Meeting will be required to discuss and approve both the current year outturn and the FFR for future years once more work has been done on them.</p> <p>Action BoD06:B6b Board Secretary to arrange an additional Board Meeting for these items – online in July.</p>
7.	<p>Strategic Objectives – review of 2024-25 and priorities for 2025-26 (Paper 6) The Principal talked through progress against the main objective areas for 2024-25: curriculum, commercial and community and culture and highlighted the significant achievements made in those areas. For 2025-26 the priorities essentially remain the same with this being the last year of the current strategic plan, and with ongoing challenges in the environment in which the College operates being key.</p> <p>Board noted the update.</p>
8.	<p>Board of Directors Terms of Reference (ToR) (Paper 7) This item was discussed at the latest Chairs' Committee meeting with only two minor amendments noted. There were no more amendments suggested and so the ToR as put forward in the paper were agreed for the year 2025-26.</p> <p>Decision BoD06:B8 Board agreed the Board of Directors Terms of Reference.</p> <p>Once the Articles of Association are finalised and signed off the Scheme of Delegation will need to be amended.</p> <p>Action BoD06:B8 Board Secretary and M McLean to liaise over this when appropriate.</p>
Part C – For Discussion	
9.	<p>Heads of Terms (HoT) Update (Paper 8) Thanks were extended to Board Member, M McLean, for the paper which laid out the background to the Heads of Terms discussions and how the current point was reached. This is useful for not only new Board Members but also future Members. The 1937 Trust Deed is now very out of date so changes have been required particularly around clarifying areas of responsibility between the College and the Trustees. Legal fees will be incurred in undertaking this, however the College lawyers have agreed a reduction in fees due to the College's charitable status and it is anticipated that much of the groundwork can be undertaken by College staff and Board Members.</p>

	<p>Action BoD06:C9 Principal to circulate the fees associated with this work when received from the lawyers.</p> <p>A Member asked about liability around the grounds and in particular the large and ancient trees. Board were assured that the College has liability insurance in place and ensures reasonable steps are taken to assess any risk.</p>
10.	<p>Chair's Report (Verbal)</p> <p>The Chair reported that the Board currently has vacancies for two independent Members. The Board Secretary is about to begin a round of recruitment and will send out the relevant links to current Members to share with networks and anyone who think might be interested in the role.</p> <p>Action BoD06:C10 Board Secretary to circulate recruitment details.</p> <p>The next Board Development Session will be heavily focused on future strategic plans. Any suggestions for items for future sessions to the Board Secretary.</p> <p>The Chair also informed the Board of an upcoming governance conference to be held at the University of Sunderland in September. Members to contact the Chair if interested.</p> <p>The relationship with the Board of Trustees has been, at times, difficult in the past but we hope to be able to develop and improve relations in the near future.</p> <p>One suggestion for income generation would be a series of 'Evenings with ...' held at the College. The guests could include local authors, historians, politicians and so on.</p>
11.	<p>Principal's Report (Paper 9)</p> <p>The Principal noted that a number of new windows are required in the College, a conversation to be had with the Trustees re funding the replacement windows.</p> <p>A Member asked about the effectiveness of governance at the College and where it was that Members gain their assurance from. The Board Secretary noted that the Governance Professional's network had recently discussed Assurance Frameworks which would tie in with this. An External Effectiveness Review will also be due in the relatively near future and Board should consider what they would wish to achieve from this.</p> <p>An end of year get together for all staff is due to take place shortly where the Principal will thank everyone for all their efforts over academic year just finishing.</p>
12.	<p>Depute Principal's Report (Paper 10)</p> <p>The Depute Principal took the paper as read and informed Board that some of the figures in the report are forecasts as some results are not quite yet available.</p> <p>The Chair of the Learning and Teaching (L&T) Committee noted the excellent set of results/statistics to date which had been discussed in depth at the latest L&T meeting.</p>
13.	<p>Director of Operations Report (Paper 11)</p> <p>This report included the first iteration of some HR KPIs which have been taken from the toolkit the College uses. The Director of Operations noted that reporting of these figures is a work in progress and a more detailed discussion had been held at the Finance and Resources Committee.</p>

	With regards to the proposed LRPA with Unison the suggested wording has been accepted.
Part D – For Information	
14.	Risk Register Update (Paper 12) The Risk Register has been discussed at each of the latest Committee meetings and the Principal noted the increased score around financial sustainability which will also be covered at the extraordinary Board Meeting in July.
15.	Approved Policies (Paper 13) A number of policies have recently been approved by Committees, these were provided for information.
16.	Approved Committee Minutes (Paper 14) Noted.
17.	Any Other Business The Principal noted that this was the last Board Meeting of the academic year. A year which has seen some challenges for the College but also a number of successes. The Principal extended his thanks to all staff for their hard work during the year and the two Student Board Members for their input into the SRC and the Board. Best wishes for the future were extended to the Student Board Members who will now leave the College and move on to higher education.
18.	Date of next meeting The date of the next meeting is Wednesday 8 October 2025. A light buffet will be available and a presentation/discussion item will start at 4.00pm.