

**Paper 1**

**Minutes of the meeting of the Board of Directors held on  
Thursday 15 June 2023 on campus**

**Present:**

Jan Polley	Chair
Gill Hogg	Member, Board of Directors
Andy McGoff	Member, Board of Directors
Gary Husband	Member, Board of Directors
David Hamer	Member, Board of Directors
Margaret McLean	Member, Board of Directors
Stuart Moir	Member, Board of Directors
Colin Pritchard	Member, Board of Directors
Dorothy Welch	Member, Board of Directors
Marlene Gill	Member, Board of Directors
Connor McManus	Member, Board of Directors
Simon Houlton	Member, Board of Directors (appointed 15 June 2023)
Roddy Henry	Principal
Aislinn Wood	Observer

**In attendance:**

Kirsty Adamson	Depute Principal
Mary Slater	Director of Business Development and Operations
Ingrid Earp	Board Secretary (Minutes)

**Apologies:**

Neil Hargraves	Elected Staff Member (Academic Staff)
Stuart Capperauld	Elected Staff Member (Support Staff)
Tom Angus	Member, Board of Directors

Agenda item	
<b>Part A – Opening Business</b>	
<b>1.</b>	<p><b>Welcome, Apologies and Declaration of Interests (Chair)</b></p> <p>The Chair welcomed all members to the meeting and in particular Simon Houlton and Mary Slater to their first meeting.</p> <p>Apologies were received as noted above and the meeting was confirmed as quorate.</p> <p>Craig Ewing (Student President) and Holli Davidson (Student Vice President) were not present.</p>
<b>2.</b>	<p><b>Presentation from the Events and Marketing Team</b></p> <p>An informative and well-structured presentation which focused on increasing commercial income was given to the Board by the events and marketing team. A particular focus of the presentation was the use (occupancy) of the residences and the opportunities for the College to increase the amount of corporate events.</p> <p>The presentation was welcomed by discussion and the Board made the following comments:</p>

	<ul style="list-style-type: none"> <li>• Follow up – do the team keep in touch with previous clients?</li> <li>• Important to tell the Newbattle story to clients and potential clients.</li> <li>• Make more of the ‘giving back/feel good’ factor for clients using the College.</li> <li>• It’s fine to know the price but we need to know the profit on the price.</li> <li>• Consider varying levels of hospitality which can be reflected in varying day rates.</li> <li>• Make sure the corporate doesn’t detract from the student experience.</li> <li>• Could some of the events add to the student experience?</li> <li>• What’s next after corporate events?</li> <li>• Consider professional development providers as customers.</li> <li>• Don’t try to be all things to everyone immediately.</li> <li>• Be aware of financial implications – i.e may need to create a trading company</li> <li>• Main barrier to growth may be supply of staff.</li> </ul> <p><b>Action BoD04:A2 Dir of Ops and Bus Devt to circulate promotional video to Board when it is completed.</b></p>
3.	<p><b>Minutes of the previous meeting (paper 1) and Action and Decision Log (paper 1a)</b> The minutes of the previous meeting were accepted as an accurate record.</p> <p>Action log items outstanding:</p> <p><b>BoD03 B5 Appointment of New Members: Chair and Board Secretary to take draft policy re co-option of members to the next Chairs’ Committee Meeting.</b></p> <p><b>BoD03 B8 Staff Board Member Appointments: Due to severance process recruitment of staff board members will take place at the start of the new AY.</b></p> <p><b>BoD03 B12 Trustees Lease Proposal: The Chair reported that the Board of Trustees had taken on board some of the points raised and that work will continue towards reaching an agreed legal position re Health and Safety responsibilities.</b></p> <p><b>BoD02 C2 Item complete and closed.</b></p> <p><b>BoD02 D2 Item complete and closed.</b></p>
4.	<p><b>Matters Arising</b> There were no matters arising not covered in the actions.</p>
<b>Part B – Items for Approval</b>	
5.	<p><b>Appointment of New Member (Paper 2)</b> With the long-term absence of Majella Sweeney Queen Margaret University (QMU) agreed that a replacement for Majella would be appropriate. Dr Simon Hoult has been nominated as the representative of QMU on the Board.</p> <p><b>Decision BoD04:B5 The Board agreed the appointment of Simon Hoult as a new Board Member and representative of QMU.</b></p>
6.	<p><b>End of Year Financial Outturn and Budget for 2023-24 (Paper 3)</b> The approximate cost of the redundancies has been included in the current year out turn (£16k). It was noted that the current year out turn presented to Board in March did</p>

not include the 5% assumption for salary uplift, this has now been rectified. The current offer on the table equates to slightly more than 5% for the staff at the College.

For the 23/24 budget the Principal said that this is a realistic budget rather than an overly ambitious one. The 'other income' has reduced for a number of reasons including the withdrawal of Young Persons Guarantee (YPG) funding and the ending of funding previously agreed from the Trustees. The deadline for submission of the FFR is 30 June so a final budget will be circulated to Board prior to this. The budget as presented to the Board was discussed with the following comments made:

- It is important to be aware of cash resilience.
- Is the target occupancy rate for the residences realistic or too comfortable?
- It is not clear what has been added and removed from the budget.

Staff costs are based on the pay award offer currently on the table and include the adjustments as a result of the severance process. The outcome of job evaluation still remains to be seen but there is resolve in the sector to reach a resolution with this sooner rather than later.

There is no additional staffing resource planned for business development within the current budget and that is a challenge given the increasing importance of, and reliance on, non-SFC income. The Board was asked how much risk they wanted to take in terms of bringing in additional business development resource. Comments made by Board were:

- Additional resource is the right thing to do but the timing needs to be right.
- Consideration to be given to the skill set required but it is a sensible route to take even if the contract were fixed term.
- Would there be scope to pay current staff extra to do this marketing and business development?
- We may need to adopt attitude of 'speculate to accumulate'.
- Doing nothing is not an option and the College should grow its way out of the current challenges.
- To move this forward a business plan would be welcome with targets in place.
- Additional resource should be found, if at all possible, even on a short term basis and this can be extended over time.

The Principal felt that current staff do not have the time nor, in some areas, the relevant skill set to carry out this work although the SMT now in post are better placed to be able to achieve more in this area than previously. SMT are very aware of the current situation in the College and the challenges it is facing but are also mindful of how any additional resource might be perceived in the light of the recent redundancies. However, it was also noted that not investing in the growth of the College would also be perceived in a negative manner.

**Action BoD04:B6 Principal to put together a business case for a new business development post noting costs and what the College would expect to get out of the investment.**

Regarding the occupancy rate of the residences, it was noted by the Chair of Audit that there is a group working together in Edinburgh to look at lack of student accommodation and collaboration between the Universities and Colleges, and perhaps they could make use of availability at the College.

**Action BoD04:B6 Chair of Audit to pass on contact details to the Principal.**

	<p>It was noted that usually about half of the students in the residences are care experienced and this should be borne in mind when considering alternative uses of the residences.</p> <p><b>Decision BoD04:B6 Imperative to grow the accommodation occupancy rate while avoiding adverse impact on existing College students.</b></p> <p><b>Action B0D04:B6 Margaret McLean to pass on details to Depute Principal re demand for decant space when others refurb their student accommodation.</b></p>
<p>7.</p>	<p><b>Curriculum and Student Activity (Paper 4)</b> The Depute Principal drew the Board’s attention to some key points in their report.</p> <ul style="list-style-type: none"> <li>• As a result of the recent redundancies the team has reduced in numbers and that is understandably having an unsettling impact.</li> <li>• The student admin team has been redefined.</li> <li>• The implementation of the new MIS system is generally going well, although is slightly behind schedule at present. It will be in place for the start of the new academic year.</li> <li>• Additional funds via YPG have been secured but there is a need to spend them by the end of July 2023.</li> <li>• Quality – there were visits from external verifiers which went well and noted that good progress is being made. It was noted that the Curriculum Manager has done a lot of work in this area to contribute to the excellent progress.</li> <li>• An HMI visit took place which was also extremely positive. There were no main points of action coming out of the visit which is rare.</li> <li>• Curriculum planning requires a fresh focus especially now with the Withers and Haywood reports. It is intended that progress from the curriculum review will come to the November Board meeting with the review complete by end of December 2023 to inform the curriculum offer for 2023/24.</li> <li>• College staff will join QMU staff this year for the first time in the Clearing room.</li> <li>• Recruitment looks to be on target.</li> <li>• The credit target will be met.</li> <li>• Retention rates are slightly better than the sector average and if Prep for FE numbers were removed the College retention rate would be about 86% which is high for the sector. A significant proportion of the College’s students are care experienced and they are a group which tends to have a higher dropout rate than the average so the high % is particularly impressive.</li> </ul> <p>The Chair noted the achievements set out in the report and, on behalf of the Board, thanked the Depute Principal and her whole team for their immense efforts and asked that this be passed on to the staff.</p> <p><b>Action BoD04:B7 Depute Principal to complete curriculum review by end December 2023 and bring progress to date to November Board Meeting. This will require final approval by the Board.</b></p>
<p>8.</p>	<p><b>Final Ratification of Decision Taken on Response to Funding Reductions (Paper 5)</b> The Chair informed Board that this is a formality to ratify the decision agreed at the recent Chairs’ Committee meeting.</p> <p>Accepting that the missing date in the report is the 18 May 2023 the Board ratified the decision.</p>

	<b>Decision BoD04:B8 Board ratified decision made at the most recent Chairs' Committee meeting.</b>
9.	<p><b>Strategic Objectives – priorities and KPIs for 2023/24</b> (Paper 6)</p> <p>The Principal talked through the paper which was a summary of priority objectives and KPIs for the year 2023/24. Committees have been discussing their priorities which have fed into this summary. The Board agreed the priority areas highlighted in the paper and asked that measures of success be identified so that Committees can monitor them and use them to inform their agendas going forward. These progress reports will be updated after every round of Committees and reported to the Board.</p>
10.	<p><b>Risk Register</b> (Paper 7)</p> <p>The Principal talked through the changes in the Risk Register.</p> <p>The Board welcomed the way the information had been presented and this refreshed version will be used going forward with Committees to monitor their risks.</p>
11.	<p><b>Policies and Procedures</b> (Paper 8)</p> <p>A list of all the College policies and procedures is being compiled along with dates when they were due to be reviewed. A large number of the policies are now due for review, there may be some that should be removed or some that should be added. The Depute Principal is leading on those that are concerned with learning and teaching. Work will take place over the summer to triage the other risks and recommendations for the review schedule which will be taken to individual Committees.</p> <p>The Board was content that this work be put in place and Committees oversee the revisions and timescales.</p> <p><b>Action BoD04:B11 Board Secretary to add tab to spreadsheet for Board Policies. Board is asked to approve this.</b></p>
12.	<p><b>Revised Terms of Reference</b> (Paper 9)</p> <p>The Board was invited to agree to the revised ToRs. One point to note with the revisions is that the Audit Committee is now called the Audit and Risk Committee and the Planning and Resources Committee is now called the Finance and Resources Committee.</p> <p><b>Action BoD04:B12 All to send any comments to the Board Secretary as soon as possible.</b></p> <p><b>Decision BoD04:B12 Subject to any comments sent to the Board Secretary the Board agreed the revised Terms of Reference with a view to review again in a years' time.</b></p>
<b>Part C – For Discussion</b>	
13.	<p><b>Business Development</b> (Paper 10)</p> <p>This item was covered in the discussion following the presentation at the start of the meeting.</p>
14.	<p><b>Staff:Board Engagement</b> (Paper 11)</p> <p>The Board noted the content of the paper from the Chair and welcomed the suggestions.</p> <p><b>Action BoD04:C14 Chair and Vice Chair to work on developing a framework around the suggestions.</b></p>

	<p><b>Decision BoD04:C14 It was agreed that a joint HMI and Board session with staff will be held prior to the September Board Meeting.</b></p> <p>Regarding the Awards Ceremony in September numbers are being worked on to see if there can be some spaces made available for some Board Members. It was noted that everyone doesn't have to go to everything, but everyone should attend something.</p>
15.	<p><b>Chair's Report</b> (Paper 12) With regard to the idea of a group or organisation such as the Friends of Newbattle discussions have been ongoing with Peter Wright. It was agreed that Board must ensure that there is joined up thinking around any such venture but if anyone would like to be involved, please let the Chair know in the first instance.</p> <p><b>Action BoD04: C15 Those interested in participating in a Friends of Newbattle Group to contact the Chair.</b></p> <p><b>Action BoD04:C15 The Principal to invite Graeme Dey invited to visit the College.</b></p>
16.	<p><b>Principal's Report</b> (Verbal) The Principal noted that any substantive items that they had to report had already been covered elsewhere in the meeting.</p> <p>Thanks were extended to the Depute Principal who had led much of the discussions around the redundancies and consultation process. The Board recognised how difficult this was for all concerned.</p>
17.	<p><b>Health and Safety Report</b> (Paper 13) The content of the report was noted.</p>
18.	<p><b>College Insurance Arrangements</b> (Paper 14) The Chair of Audit requested that the full suite of insurance policies be made available to the Board along with a summary of the cover provided.</p> <p><b>Action BoD04:C18 Board Secretary to add to agenda for next Audit and Risk Committee meeting.</b></p>
<b>Part D – For Information</b>	
19.	<p><b>Governance Action Plan Update and Governance Report</b> (Paper 15) The content of the report was noted.</p>
20.	<p><b>Approved Committee Minutes</b> (Paper 16) Taken as read.</p>
21.	<p><b>Any other business</b> There were no items of any other business.</p>
22.	<p><b>Date of next meeting</b> Thursday 28 September 2023 on campus. Light buffet available from 4.00pm</p>