

Paper 1

**Minutes of the meeting of the Board of Directors held on
Thursday 20 March 2025 on campus**

Present:

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| Gary Husband | Chair, Board of Directors |
| Andy McGoff | 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 (online part) |
| 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 |
| Salima Begunde | Student Member, Board of Directors |
| Lee Ryan | Student Member, Board of Directors |
| Roddy Henry | Principal |

In attendance:

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| Kirsty Adamson | Depute Principal |
| Mary Slater | Director of Operations |
| Ingrid Earp | Board Secretary |
| Jamie Graham | Observer |

Apologies:

Aislinn Wood and George Currie

| Agenda item | |
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| 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. There were no declaration of interests.</p> <p>Jamie Graham was welcomed to the Meeting as an Observer and Board were informed that David Hamer had resigned with immediate effect. Thanks were extended to David for his years of service to the Board.</p> |
| 2/3/4. | <p>Minutes of the previous meetings (papers 1, 2 and 3) and Action and Decision (A&D) Log (paper 1a)</p> <p>The minutes of the previous meetings on 21 November 2024, 16 December 2024 and 10 February 2025 were accepted as an accurate record.</p> <p>The updates to the Action Log were noted accordingly.</p> |
| 5. | <p>Matters Arising</p> <p>All matters arising were covered in the A&D log.</p> |

| Part B – Items for Approval | |
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| 6. | <p>Ratification of Board Appointments (Paper 4) The Board formally ratified the appointment of Iain Reid, Zoi Zompopolou and George Currie.</p> |
| 7. | <p>Revised Articles of Association (AoA) (Paper 5) The Principal extended thanks to M McLean for all the input and advice for this item.</p> <p>The College and the Trust, via respective lawyers, have reached agreement on the revised Articles and the Principal reminded Board of the items which were still to be agreed and which have now been largely resolved. The one item outstanding is the change of the right of the Trust to nominate four Members to the right to nominate two Members which will take the overall Board membership to a maximum of 20.</p> <p>Board were asked if they were content to approve the changes and amendments as presented to them at the meeting and if there are any further substantive changes these will be agreed by email.</p> <p>Decision BoD05:B7 Board approved the Articles of Association as presented to them and agreed any additional changes could be approved by email.</p> |
| 8. | <p>Occupation Agreement: Heads of Terms (HoT) (Paper 6) The Trust is wishing to implement separate leases for the business park units that the College uses and one concern is that there is potential for the lease to be terminated with little notice which would impact on the College's ability to run the College as it has been for some time. A comfort letter has been received from the Trust's lawyers indicating that they have no intention of doing this. It is not legally binding but Members felt that as it has come from the Trust's lawyers it should provide some comfort.</p> <p>Decision B0D05:B8 Board accepted the comfort letter around the HoT.</p> |
| 9. | <p>Financial Regulations (Paper 7) The Financial Regulations put before the Board have been scrutinised by the Audit and Risk Committee and this final version comes recommended for approval by the Committee.</p> <p>Decision BoD05:B9 Board approved the Financial Regulations.</p> |
| 10. | <p>Business Continuity Policy and Plan (Paper 8) Audit and Risk Committee are recommending the Policy and Plan to Board for approval and the Principal noted that the supporting contingency plans which sit beneath this overarching policy will also go to the A&R Committee for discussion.</p> <p>Decision BoD05:B10 Board approved the Business Continuity Policy and Plan.</p> |
| 11. | <p>Severance Policy (Paper 9) This Policy has previously been scrutinised at Remuneration and Chairs' Committee who both recommend it for approval to Board.</p> <p>Decision BoD05:B11 Board approved the Severance Policy.</p> |

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| 12. | <p>Student Residential Policy (Paper 10)</p> <p>The matter of increasing amounts of unacceptable and challenging behaviour from students in the residences was raised at the November Board Meeting and so this new policy has been introduced. The policy has already been discussed and recommended for approval at the Learning and Teaching Committee's most recent meeting. The policy makes clear what is acceptable in terms of behaviours and around this there will also be additional interviews for potential student residents where it will be made clear that 24 hour support is not available and that anyone staying in the residences should be capable of independent living.</p> <p>Decision BoD05:B12 Board approved the Student Residential Policy.</p> |
| 13. | <p>SFC Mid-Year Financial Return 2024-25 (Paper 11)</p> <p>Guidance from SFC on the mid year financial forecast return (FFR) has only recently been circulated making meeting the deadline of end of March challenging. The Board discussed how best to approach this and it was agreed that the proposed submission would be sent to the whole of Board, and not just the Finance and Resources Committee, for scrutiny and approval by email with ratification at the next Board Meeting.</p> <p>Action BoD05:B13 Director of Operations to send proposed FFR submission to Board Secretary for circulation to Board with deadline for feedback/agreement.</p> |
| 14. | <p>Board Meeting Schedule 2025-26 (Paper 12)</p> <p>The paper laid out the proposed schedule for the Board and Committee meetings for the next academic year.</p> <p>Action BoD05:B14 Board Secretary to change the date of the development day in April 2026.</p> <p>Decision BoD05:B14 Board agreed the schedule subject to the change of date of April development day.</p> |
| 15. | <p>Reduction in Learning and Teaching (L&T) Committee Meetings (Paper 13)</p> <p>After discussion at the recent meetings the Committee had agreed to recommend reducing the amount of L&T meetings to three per year. The reasoning for this being that there are two held very near together at the start of the academic year with the earlier one having little to report on as term has only started. Any papers tended to be similar but with more information available for the second meeting and there was duplication of effort for those people writing papers. Student Board Members are not in post for the early meeting either.</p> <p>A number of other colleges have three L&T meetings per year for these reasons.</p> <p>Decision BoD05:B15 Board agreed to reduce the number of L&T meetings to three per year.</p> |
| Part C – For Discussion | |
| 16. | <p>Budget Monitoring Update 2025/26 (Paper 14)</p> <p>The figures provided in the update are as at 31 December 2024. The cash advance from SFC (discussed at previous meetings) has now been added to the bottom line resulting in a £160k surplus forecast.</p> |

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| | <p>The Director of Operations talked through the main items in the report noting that international and event income is not as high as anticipated but lots of development work is being undertaken that will set the foundation stones to build on in this area in future years.</p> <p>Funds have been received to repair the roof of the residences and to pay for a consultant to do some work on the hospitality side of the College business.</p> <p>Board noted the update.</p> |
| <p>1.7.</p> | <p>Local Recognition Partnership Agreement (LRPA) – Unison (Paper 15) Before the discussion began S Moir noted a potential conflict of interest in that he has been a life-long, active Trade Union member.</p> <p>The Principal reported that this long standing matter remains unresolved with Unison requesting a route to Board to be part of the LRPA (Local Recognition Procedures Agreement). The recent changes in staffing and leadership at Unison have been generally positive and this item was discussed at the recent Chairs’ meeting where it was agreed that the current position should remain as is for Newbattle, that is, there is no route to the Board in the instance of a disciplinary. The question of whether or not to remain as is was opened up to the wider Board. Discussions were around the potential for this, should it be agreed, for the Board to become too operational and to be ‘interfering’ in matters which are delegated to the Principal. The role of the Board is strategic and is to focus on governance.</p> <p>The Principal would of course keep the Board informed of any decision reached with regard to the resolution of a collective dispute. A compromise position could be that this is explicitly stated in the LRPA.</p> <p>Decision BoD05:C17 Board agreed that if necessary, the LRPA could be amended to approve the compromise position but made it clear it is not the role of the Board to manage staff or trade union relations.</p> |
| <p>18.</p> | <p>SRC Update (Verbal) The Student Members provided a full and comprehensive report on activity to date. Concerns had been expressed by students around changes in teaching staff but the SRC felt that the concerns had been listened to and acted on and students are now assured that the appropriate staff are in post and disruption has been minimised.</p> <p>There are plans to meet with the visiting international students after the recent successful debate to grow the connections there and learn from each other.</p> <p>The student MS Teams pages are being well received with a list of ‘you say, we did’ being run by the SRC, an anonymous feedback page established and links to lots of different areas of support available to students.</p> <p>Overall the Student Members said there is a feeling of being listened to and included in College decisions and this was much appreciated.</p> |
| <p>19.</p> | <p>Chair’s Report (Verbal – was paper 16) The Chair noted that he will be occasionally sending round emails with some background reading and information for Board Members that will hopefully prove to be useful for Members.</p> |

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| | <p>A date will be sought for the postponed development day as soon as possible.</p> <p>Action BoD05:C19 Board Secretary to find date for May/June 2025 development day.</p> <p>The Chair also urged all Members to continue to ask questions and challenge constructively in order that they are fully assured around the information they are receiving and the decisions they are required to make.</p> |
| 20. | <p>Principal's Report (Paper 17) The Principal reported no update on the support staff pay claim or job evaluation.</p> <p>Discussions are ongoing regarding a new funding model for colleges, the implications of this for Newbattle could be varied depending on the outcome.</p> <p>Action BoD05:C20 Principal to send questions from recent staff survey to the Board Secretary for wider circulation.</p> |
| 21. | <p>Depute Principal's Report (Paper 18) The paper was taken as read with the Depute Principal drawing out some key items:</p> <ul style="list-style-type: none"> • Positive feedback has been received on the Student Evaluation and Action Plan (SEAP) from SFC. • Student recruitment and numbers are back on track. • Funding has been received for the Prescribed Nature programme for another year. <p>In answer to a question from a Board Member the Depute Principal said that the Teaching Quality Enhancement Framework (TQEF) theme for Newbattle will be Diverse Learner Journeys.</p> |
| 22. | <p>Director of Operations Report (Paper 19) The paper was taken as read with much of the paper covered elsewhere in the meeting.</p> <p>To note is that an IT support person has now been appointed and they join the College on 8 April. A new Facilities and Estates Assistant has also been appointed. Bookings for language school groups are picking up and the funding for consultancy in the hospitality area is welcome given the reduction in the number of event bookings.</p> |
| Part D – For Information | |
| 23. | <p>Risk Register (Paper 20) The Board noted the paper which had already been discussed in detail at each recent Committee meeting.</p> |
| 24. | <p>Approved Policies (Paper 21) The Board noted the paper.</p> |
| 25. | <p>Board Recruitment (Verbal)</p> |

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| | The Chair reported that a round of recruitment will begin again shortly with there currently being two vacancies for independent Members. All Members were encouraged to complete the skills matrix recently circulated by the Board Secretary. |
| 26. | Committee Minutes (Paper 22) The Board noted the latest minutes from the sub-committees. |
| 27. | Any other business A Board Member queried the cash balance in the current year accounts and the apparent reduction by £200k. Action BoD05:D27 Director of Operations to check the cash balance query and get back to Board. |
| 28. | Date of next meeting Thursday 12 June 2025 on campus. A light buffet available from 4.00pm |