

Paper 1

**Minutes of the meeting of the Board of Directors held on
Thursday 21 March 2024 on campus**

Present:

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| Gary Husband | Member, Board of Directors |
| David Hamer | Member, Board of Directors |
| Margaret McLean | Member, Board of Directors |
| Colin Pritchard | Member, Board of Directors |
| Dorothy Welch | Member, Board of Directors |
| Simon Hoult | Member, Board of Directors |
| Stuart Moir | Member, Board of Directors |
| Gill Hogg | Member, Board of Directors |
| Marlene Gill | Member, Board of Directors |
| Denise McNulty | Teaching Staff Member, Board of Directors |
| Katie Baumann | Support Staff Member, Board of Directors |
| James Kernaghan | Student Member, Board of Directors |
| Lauren Smith | Student Member, Board of Directors |
| Alyson Tobin | Member, Board of Directors |
| Aislinn Wood | Member, Board of Directors |
| Roddy Henry | Principal |

In attendance:

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

Apologies:

There were no apologies for absence.

| Agenda item | |
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| Part A – Opening Business | |
| 1. | <p>Welcome, Apologies and Declaration of Interests</p> <p>Stuart Moir welcomed everyone to the meeting, in particular the two new Members – Alyson Tobin and Aislinn Wood, noting there were no apologies for absence and no declaration of conflicts of interest.</p> |
| 2. | <p>Appointment of Chair of the Board (Paper 1)</p> <p>Stuart Moir talked through the paper which proposed that Gary Husband be appointed Chair of the Board. (Gary Husband left the room for this item).</p> <p>Decision BoD03:A2 Board agreed unanimously to appoint Gary Husband as Chair of the Board for a period of four years in the first instance.</p> |
| 3. | <p>Minutes of the previous meeting (paper 2) and Action and Decision (A&D) Log (paper 2a)</p> <p>Gary Husband rejoined the meeting and was notified of the decision to appoint him as Chair. Gary then took over chairing of the meeting.</p> |

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| | <p>The minutes of the previous meeting were accepted as accurate with a note to check the names of those in attendance.</p> <p>Some items are outstanding on the Action Log.</p> <p>Action BoD03:A3 Board Secretary to clarify if there are any policies specific to Board that should be on the list of College policies.</p> <p>The action to invite Graeme Dey to the College is ongoing.</p> |
| 4. | <p>Matters Arising</p> <p>There were no matters arising not covered in the minutes or action log.</p> |
| <p>Part B – Items for Approval</p> | |
| 5. | <p>Appointment of New Members (Paper 3)</p> <p>The Chair talked through the paper which laid out the process undertaken to recruit new Members. As well as Alyson Tobin and Aislinn Wood, Jane Grant had also been interviewed and offered the role since the writing of the paper.</p> <p>Decision BoD03:B5 Board approved the appointment of the three new Members with effect from 21 March 2024 for a period of four years in the first instance.</p> <p>The Chair noted that this was Marlene Gill’s last meeting after a long period of engagement with the College and the Board in particular since 2006. Thanks were extended to Marlene for all her contributions over the years and the service and support she had given to the College.</p> |
| 6. | <p>Extension to Terms of Office (Paper 4)</p> <p>The term of office for both Stuart Moir and David Hamer is coming to an end. There is the option to extend this for a further four years and both Members have said they would be keen to do this.</p> <p>Decision BoD03:B6 Board agreed to extend the term of office for both Stuart Moir and David Hamer for a further four years.</p> |
| 7. | <p>Trade Union Board Members (Paper 5)</p> <p>The Chair talked through the paper noting that as a non-incorporated college Newbattle Abbey are not obliged to participate in this, however the College often does choose to engage with and support requirements placed on incorporated colleges in the spirit of good governance and compliance.</p> <p>This item had previously been discussed at Chairs’ Committee with the initial recommendation being that Board should consider adopting this policy. The Principal said that he is broadly in support of this. A comprehensive discussion took place with a number of Members noting comments and asking questions.</p> <p>Comments/Questions:</p> <ul style="list-style-type: none"> • Given the size of Newbattle adding two additional Members to the Board who are also members of staff would mean that potentially there is 10% (approx.) of staff on the Board which is disproportionate to other colleges. • If this were introduced Terms of Reference should be amended to say that there should always be a majority of independent Members present for all meetings. |

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| | <ul style="list-style-type: none"> • Why have them when we already have two staff Members? • Need to remember they are not representatives or there to lobby but can be representatives of the voice. • Queries with some of the wording of the guidelines and areas implied rather than being made explicit. The guidelines have gone through Parliament and have been signed off by all parties. • Should we hold off and see how it progresses with other colleges as there have been a number of instances where it hasn't been particularly straightforward for a number of reasons. <p>Decision BoD03:B7 Board agreed in principle to continue to explore have trade union Board Members with no strong views against it.</p> |
| 8. | <p>Meeting Schedule 2024/5 (Paper 6) The Board agreed the plan with a note to check the dates later in the year, Chairs' Committee timings to be discussed at the next Chairs' Committee meeting.</p> <p>Action BoD03:B8 Board Secretary to check the dates later in the year.</p> <p>Decision BoD03:B8 Board agreed the schedule subject to checking of dates later in the year.</p> |
| 9. | <p>Mid-Year FFR (Paper 7) In the absence of the Director of Operations, the Principal talked through the mid-year financial forecast return (MYR) and its comparison to the forecast (FFR) submitted in June. The FFR was based on different assumptions to the budget for the current year. Staff costs in the MYR are based on the pay award offer, as per the budget, and not the percentage increases used in the FFR.</p> <p>Both income and expenditure have increased, both of which include the £127k of unallocated capital grant from SFC. Staffing costs have increased due to the new Business Development Manager post, cover for long-term absence and overtime, as well as one-off exceptional costs (back-pay). Other income has also increased, despite FWDF being withdrawn. At present the forecast is for a £3k deficit. It was suggested it would be helpful to highlight the one-off, exceptional staff costs to differentiate from the recurrent costs.</p> <p>Action BoD03:B9 Next FFR/Budget report to split out one-off and recurrent costs.</p> <p>A Member asked about the cash situation as it would appear that the amount of cash available is decreasing. The Principal explained that this is due to the cash advance from SFC being paid back by the year-end - discussions are ongoing with SFC to carry forward the advance. The Board agreed that having this funding available would aid the resilience of the College enormously given the current challenging financial situation. Board approved the MYR for return to SFC and were assured that the College financial situation is satisfactory given the current uncertainties.</p> |
| Part C – For Discussion | |
| 10. | <p>National Bargaining Update (Paper 8) The Principal talked through the paper which summarised the situation so far regarding the ongoing dispute, industrial action and pay award on the table as the best and final offer. The Scottish Government have made it very clear that there are</p> |

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| | <p>no additional funds forthcoming for colleges with the budget award being flat cash for a number of years now, so essentially a cut. The pay offer will cost the College an additional £45k per year, if the pay award was what is being requested by Unions that cost would increase to £100k per year which is not financially viable for the College.</p> <p>The situation is very difficult for everyone involved with more industrial action planned including action short of a strike (ASOS) and a potential resulting boycott by lecturers.</p> <p>The College senior team have agreed, in line with a number of other colleges that pay will be withheld beyond 21 June for a maximum of five days as a breach of contract if results are not submitted. 100% of pay will be withheld.</p> <p>A Board Member pointed out that they feel this position is untenable and that we cannot have students put in the position of not having their results and potentially having their progression impacted upon.</p> <p>Another Board Member who declared themselves an active trade unionist said that they are not unaware of the impact of non-resulting and that it may be indicative of staff being pushed to their limit, they also declared that they could not support the withholding of 100% of pay.</p> <p>More discussion took place around the 100% pay withdrawal and the situation of the Unions not putting the offer to their members. Members did agree that the care of students should be first and foremost along with the financial sustainability of the College. The Board cannot endorse a pay award that renders the College financially unviable.</p> <p>A Member asked who the Board could express concern to about this with the answer being Scottish Government noting that both Chairs and Principals are lobbying Government significantly on this matter.</p> <p>All Members agreed that this is not a position the College, staff, students or Board wish to be in and that all efforts will be made to ensure the students are disadvantaged as little as possible.</p> |
| 11. | <p>Head of Terms – Occupation Agreement (Paper 9)</p> <p>The Principal extended his thanks to Board Member Margaret McLean for her assistance with this item.</p> <p>There are a number of issues at play here. One being the definition of ‘College area’ as it is currently somewhat ambiguous. The second is that the Trustee’s solicitors are requesting an open-ended indemnity without limit. The Trust Deed doesn’t currently contain this and it opens up the College to significant risk. This is not something the College want to agree to and the Board agreed with this, noting that the Trust Deed says the Trustees should act in the interests of the College and it is hard to see how this is in the interests of the College. The third issue is the business park with some of the units being in regular, every day use by the College and so the College would like these included in the Occupation Agreement, however the Trustees are not willing to agree to this. This, in turn, also links to the definition of College area.</p> <p>The Board agreed that the Principal, the Chair and Margaret McLean would take the matter to the whole Trustees Board.</p> <p>Action BoD03:C11 Principal and Chair to meet with the Trustees Board.</p> |

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| 12. | <p>Strategic Objectives, Priorities and KPIs 2023-24 (Paper 10) The Board noted the report and that all was on track.</p> |
| 13. | <p>SRC Update (Verbal) The Student Members reported lots of positive developments with the SRC and noted the success of one particular student who has made a lot of progress already as indicative of the importance of the College and the impact it can have on students.</p> |
| 14. | <p>Curriculum and Student Activity Report (Paper 11) This paper had been scrutinised in detail at the Learning and Teaching Committee and the Depute Principal drew the attention of the Board to some key items.</p> <p>More students have withdrawn at this point in the year than compared with the previous year, however there are more younger students aged 16-19 and more students declaring a disability. Industrial action and staff sickness absence at the start of the year has also had an impact.</p> <p>Curriculum Manager interviews have taken place and it is anticipated that an appointment will be made in the next day or so with some excellent candidates being interviewed. Thanks were extended to the outgoing Curriculum Manager for all they work they have done since joining the College.</p> <p>The Board noted the paper.</p> |
| 15. | <p>Operations and Business Development Activity Report (Paper 12) The Board noted the report and extended thanks to all the staff and students who are still committed and still achieving despite some considerable challenges.</p> |
| 16. | <p>Principal's Report (Paper 13) Many of the items in the report had been covered elsewhere in the meeting and the Board noted the report.</p> |
| 17. | <p>Chair's Report (Paper 14) The Chair highlighted some key items in the report. One being the relationship the College has with the Trustees and the need for more engagement with them, this is something the new Chair will be working on over the coming months.</p> <p>The Friends of Newbattle is also advancing with a launch date of 5 October 2024 likely. It will be a separate organisation and a charitable body with a Memorandum of Understanding with the College. A paper will come to the Board in the near future.</p> |
| Part D – For Information | |
| 18. | <p>Risk Register (Paper 15) Board noted the current risk register.</p> |
| 19. | <p>Board Development Plan Update (Paper 16) As time was limited at this point in the meeting the Board noted the paper.</p> |
| 20. | <p>Approved Committee Minutes (Paper 17) Board noted the minutes.</p> |
| 21. | <p>Any other business There were no other items of business.</p> |

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| 22. | Date of next meeting Thursday 13 June 2024 on campus. Light buffet available from 4.00pm |