

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

**Present:**

Gary Husband  
Andy McGoff  
Jane Grant  
Howell Davies  
Susanne Schulz  
Margaret McLean  
Alyson Tobin  
Dorothy Welch  
Stuart Moir  
Colin Pritchard  
David Hamer  
George Currie  
Salima Begunde  
Lee Ryan  
Roddy Henry

Chair, Board of Directors  
Member, Board of Directors  
Support Staff Member, Board of Directors  
Student Member, Board of Directors  
Student Member, Board of Directors  
Principal

**In attendance:**

Kirsty Adamson  
Mary Slater  
Ingrid Earp

Depute Principal  
Director of Operations  
Board Secretary

**Apologies:**

Aislinn Wood and Zoi Zompopolou

Agenda item	
<b>Part A – Opening Business</b>	
<b>1.</b>	<p><b>Welcome, Apologies and Declaration of Interests</b> The Chair welcomed everyone to the meeting and noted apologies as above. There were no declaration of interests.</p>
<b>2.</b>	<p><b>Minutes of the previous meeting (paper 1) and Action and Decision (A&amp;D) Log (paper 1a)</b> The minutes of the previous meeting on 10 October 2024 were accepted as an accurate record.  The updates to the Action Log were noted accordingly.</p>
<b>3.</b>	<p><b>Matters Arising</b> All matters arising were covered in the A&amp;D log.  The Chair informed Board that due to an unexpected requirement to revise the Annual Accounts Papers 2 and 3 (items 4 and 5) can't be moved forward at this Board Meeting</p>

	<p>so an exceptional meeting will be organised to discuss and approve these. The unexpected requirement is changes to the way the funds for job evaluation are treated in the accounts – this is across the sector and applies to all colleges. SFC and Audit Scotland have both issued advice and clarity is being sought. Previously the funds associated with this were netted off at year end however this year it would appear that colleges have to include the figure (for the last six years) as expenditure but without the associated income – Audit Scotland feel that there is no sufficient evidence of the income but clear evidence of the financial liability. The figure for NAC is approximately £600k which pushes us from a healthy surplus to a negative year end position.</p> <p>The Principal noted that notwithstanding this item the College had a very clean external audit and thanks were extended to the Director of Operations and her team for achieving this.</p> <p>Board will be updated as soon as possible and a date/time for an exceptional Board Meeting (online) will be arranged.</p>
<b>Part B – Items for Approval</b>	
<b>4.</b>	<p><b>External Audit Report and Letter of Representation</b> (Paper 2) See item 3.</p>
<b>5.</b>	<p><b>Final Annual Accounts and Report</b> (Paper 3) See item 3.</p>
<b>6.</b>	<p><b>Credit and Student Support Funds Audit Reports</b> (Paper 4) These reports have been scrutinised at the Audit and Risk Committee and recommended to Board for approval. Both audits delivered a clean report and any suggestions for improvement have already been implemented.</p> <p><b>Decision BoD02/B6 Board approved the Credit and Student Support Funds Audit Reports.</b></p> <p>Thanks were extended to the team for the positive reports.</p>
<b>7.</b>	<p><b>Audit and Risk Committee Annual Report</b> (Paper 5) The Chair of Audit and Risk Committee talked through the paper and gave assurance to the Board that the Audit and Risk Committee had discharged its duties during the year appropriately and within the remit of the Committee. The report is submitted to SFC as part of the annual accounts and report submission.</p> <p><b>Decision BoD02/B7 Board approved the Audit and Risk Committee Annual Report.</b></p>
<b>8/9.</b>	<p><b>Articles of Association (AoA) and Heads of Terms (HoT)</b> (Papers 6 and 7 now verbal) It was anticipated that there may have been more progress on these items than there has been since the last Board meeting. Comments and feedback provided at the October Board Meeting have been collated and sent to the solicitors of the Trustees but to date we have not heard back from them. We have received a notification from the Trustees that, in future, comms around these matters will be dealt with by the legal representatives of both parties.</p>

	<p>Board agreed that the College should maintain its current stance, particularly around the HoT which are detrimental to the College (as they are currently proposed).</p>
<p>10/11.</p>	<p><b>Self-evaluation against 2023-24 Outcome Agreement and Self-evaluation Action Plan (SEAP) 2024-25</b> (Papers 8 and 9)  It was agreed to take these two papers together given their close interaction.</p> <p>As previously noted and discussed at the Learning and Teaching Committee the Outcome Agreement has been replaced by an outcomes and assurance model and the current year is one of transition between the two processes. A report against the Outcome Agreement is required for 2023-24 and a SEAP for the current 2024-25 year. The current year is very much a learning curve for all colleges and support, help and advice around the transition is available as it's very much an emerging process.</p> <p>The first year that NAC will be externally reviewed will be 2027-28 with inward looking and peer reviews until then.</p> <p>A Members asked if there was any dispensation for NAC given the size of the College and the potential reporting burden. The Depute Principal said that this had been raised however a number of colleges are also seeking dispensation under various guises. It has, for example, though been agreed that NAC does not have to provide an economic transformation case study as this is not applicable to NAC.</p> <p>The Chair congratulated the team on two excellent pieces of work which clearly represent what the College excels at. The Principal also noted that there were concerns that this may be more of a university style process than a college one where colleges such as NAC did not fit the mould.</p> <p><b>Decision BoD02:B10/11 Board approved both papers.</b></p>
<p>12.</p>	<p><b>Board Development Plan</b> (Paper 10)  The Chair took the paper as read noting that there are three main areas for development laid out in the plan.</p> <p>The 58% response rate to the self-evaluation was disappointing but may be partially attributed to some flux in membership. Hopefully there will be more stability for a period.</p> <p>The Chair will begin individual reviews with all Board Members in early 2025. The Board Secretary will be in touch to find a date.</p> <p>The Chair has also proposed a new mentoring scheme for new Members and a paper around this will come to the March Board.</p> <p><b>Action BoD02/B12 Board Secretary to add mentoring scheme to March agenda.</b></p> <p><b>Action BoD02/B12 Chair of the Board to send out request for information about the board self-evaluation process and the questions we ask as part of that.</b></p> <p><b>Decision BoD02/B12 Board approved the Development Plan.</b></p>

<p><b>13.</b></p>	<p><b>Risk Register and Risk Appetite</b> (Paper 11)  The paper proposes the risk appetite statement remains as it is for the foreseeable future and is not amended at the present time.</p> <p>Members noted that the risk around financial sustainability may need to be changed materially given the conversation about the change required in the audited accounts and the effect of this pushing the College into a deficit.</p> <p><b>Decision BoD02/B13 The decision not to amend the risk appetite statement was approved notwithstanding the outcome of the revised final accounts.</b></p>
<p><b>14.</b></p>	<p><b>Student Partnership Agreement</b> (Paper 12)  This is discussed in more detail at the Learning and Teaching Committee and is here for final approval and signature. The agreement is written in partnership between staff and students (in particular the Student Representative Council). Members welcomed the agreement noting the positivity of it and the ethos of the agreement.</p> <p><b>Decision BoD02/B14 Board gave the final sign off for the agreement and the Principal and Chair signed it.</b></p>
<p><b>Part C – For Discussion</b></p>	
<p><b>15.</b></p>	<p><b>Student Representative Council (SRC) Update</b> (Verbal)  The student Board Members reported lots of activity and positive progress across a number of areas noting that there is a real sense of the student voice being heard and that the student voice really matters. A number of events have taken place or are planned and some new clubs being established.</p> <p>Assessment schedules have now been introduced to help students plan well ahead and be aware of assessment dates/times/deadlines over the course of the year. This has been well received to date.</p> <p>Members said that it was great that the SRC felt the student voice is being heard and asked about handover between the SRC members from year to year. A ‘you say, we did’ list is being compiled along with hints and tips for the new cohort of SRC members next academic year.</p> <p>The Depute Principal noted the excellent leadership of the SRC this year from the President and Vice President (the two student Board Members).</p>
<p><b>16.</b></p>	<p><b>Staff Survey</b> (Paper 13)  The Principal informed Board that the full results from the staff survey had only been received by himself the day prior to the Board Meeting. All staff and Board Members will receive a full copy of the report in due time. There are some items that can be addressed quickly while others will require longer term planning.</p> <p>A Member asked if it would be possible to find out why those who hadn’t responded did so, although accepted this is the first staff survey. Another Member noted that usually participation is directly linked to action so if people see actions being taken they will think it’s worthwhile completing it in future.</p> <p>Overall the Principal was pleased with the results and the response rate as well as the positive reaction at the staff meeting where initial results were reported.</p>

<p><b>17.</b></p>	<p><b>Chair's Report</b> (Verbal)</p> <p>The Chair reported on the latest Board Member recruitment welcoming George Currie as Support Staff Board Member and Zoi Zompopolou as Teaching Staff Board Member. Interviews have also been held recently for independent Members and Iain Reid will be joining the Board in that capacity. There will still be one vacancy for an independent Member which we will leave open for the time being.</p> <p>A Tobin will Chair the Finance and Resources Committee in the first instance as this was D Welch's last meeting having served her full term of office. The Chair thanked Dorothy for all her input and advice over the years with the Principal adding that Dorothy had been a driving force on the Board and had provided welcome support for the senior team.</p> <p>The Chair reported on his Review with the SIM, M McLean with one outcome being that the Chair would talk to Board more about his governance research, possibly as a pre-Board Meeting session for Members.</p>
<p><b>18.</b></p>	<p><b>Principal's Report</b> (Verbal)</p> <p>The Principal reported that verbal agreement to allow the College to keep the funds had been received from SFC re the £150k cash advance from them some time ago. Written confirmation is now awaited.</p> <p>Discussions around national bargaining and how this is carried out have been taking place and a business case is being put forward regarding a new way forward with the Support Staff Job Evaluation. As yet, there are no timescales attached to the proposal and agreement would have to come from SFC and Scottish Government.</p> <p>The Colleges Scotland Interim CEO had visited the College this week and we have asked if the College could become a full Member of Colleges Scotland.</p> <p>An item to consider in the near future will be how we approach having residential students going forward given their increasing and diverse requirements and the significant challenges this can present.</p>
<p><b>19.</b></p>	<p><b>Depute Principal's Report</b> (Paper 14)</p> <p>The paper was taken as read with the Depute Principal drawing attention to the proposed KPIs in the paper which were discussed at the latest Learning and Teaching Committee meeting.</p> <p>There have been three student dismissals so far this academic year and there would have been another but the student withdrew. Increasingly the College is finding it challenging to deal with the support requirements of some students and so this will be a priority area to dig deeper into going forward. A Member suggested that perhaps Edinburgh College could provide some feedback as to how they deal with some of the issues Newbattle is seeing. The Principal noted that Newbattle has the additional challenge of the commercial side of the organisation and that students and paying guests share the same building. A Member said they felt that having the residences was important in the success of some students and that although the student profile may change it was still required. Another Member understood the challenges but also urged the College to think about reputational risk and also to bear in the mind the Articles of Association which state that Newbattle is a residential college.</p>

	The Chair said he was assured that the senior team are dealing with this as well as possible at the given time. However, it was noted that this had now been raised with Board and it could be a potential risk so Board will be expected to follow up on this.
<b>20.</b>	<p><b>Director of Operations Report</b> (Paper 15)</p> <p>The paper was taken as read with the Director of Operations noting that numbers are currently lower than forecast for international students in the Spring but are looking positive for August 2025. The Business Development Manager is working hard to try to maximise the use of space in the residences especially off season.</p> <p>Work has also begun to look at the profit margin of the various commercial activities and this will initially be discussed at the Finance and Resources Committee.</p> <p>Work on the College estate is a continuous activity with the electrical work in the main house increasingly becoming a priority as a Health and Safety issue.</p>
<b>Part D – For Information</b>	
<b>21.</b>	<p><b>Friends of Newbattle Update</b> (Paper 16)</p> <p>The paper from S Moir was taken as read with no further questions.</p>
<b>22.</b>	<p><b>Committee Minutes</b> (Paper 17)</p> <p>The Board noted the latest minutes from the sub-committees.</p>
<b>23.</b>	<p><b>Any other business</b></p> <p>There were no other items of business.</p>
<b>24.</b>	<p><b>Date of next meeting</b></p> <p>Thursday 20 March 2025 on campus. A light buffet available from 4.00pm</p>