

Paper 2

**Minutes of the meeting of the Board of Directors held on
Thursday 23 November 2023 on campus**

Present:

Jan Polley	Chair, Board of Directors
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
Katie Baumann	Support Staff Member, Board of Directors
James Kernaghan	Student Member, Board of Directors
Lauren Smith	Student Member, Board of Directors
Roddy Henry	Principal

In attendance:

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

Apologies:

Marlene Gill	Member, Board of Directors
Denise McNulty	Teaching Staff Member, Board of Directors

Agenda item	
Part A – Opening Business	
1.	<p>Welcome, Apologies and Declaration of Interests (Chair) The Chair welcomed all members to the meeting and in particular Denise McNulty, Katie Baumann, James Kernaghan and Lauren Smith to their first meeting.</p> <p>Apologies were received as noted above and the meeting was confirmed as quorate.</p> <p>There were no declarations of interest.</p> <p>Before the meeting continued the Chair informed the Board that they will be resigning at the end of the meeting, the Board Meeting will be interrupted and then the AGM will be held before Board resumes with Any Other Business (AOB).</p>
2.	<p>Minutes of the previous meeting (paper 1) and Action and Decision (A&D) Log (paper 1a) The minutes of the meeting on 28 September 2023 were accepted as accurate.</p>
3.	<p>Matters Arising There were no matters arising not covered in the actions.</p>

Part B – Items for Approval

4&5.	<p>External Audit Report and Letter of Representation/Final Annual Accounts and Report (Papers 2 and 3) The external audit report is a requirement which gives stakeholders assurance that the financial management of the College is as it should be.</p> <p>Chair of Audit and Risk Committee noted that there has been a change in both staff at the College and the auditors the College used and that is has been a good learning experience for all parties. The management accounts presented to Board going forward will be much more in line with the statutory accounts in terms of presentation. The audit was a clean audit with some minor adjustments made after the Audit and Risk Committee had scrutinised the accounts in detail. The operating surplus for year end 2022/23 is £132k.</p> <p>Comments from Board included how the cash advance from SFC was being accounted for (will be treated as a creditor) and why there were no pensions contributions to SPSS (is it likely a disclosure point rather than a fundamental error as we know pension contributions have been paid).</p> <p>Action BoD02:B4&5 Director of Operations and Business Development to double check the level of SPSS contributions.</p> <p>Decision BoD02:B4&5 Board accepted the External Audit and agreed to sign off the Annual Accounts and Director’s Report. These can now be submitted to Companies House.</p>
6.	<p>Credit and Student Support Funds Audit Report (Paper 4) It was noted that this audit isn’t presented in the format usually used but it does give assurance that the use of credits and student support funds has been fully audited and there are no issues outstanding. The Principal will submit this to SFC.</p> <p>Decision BoD02:B6 Board agreed to approve the report for submission.</p>
7.	<p>Audit and Risk Committee Annual Report (Paper 5) The Report was noted and a more comprehensive report than had previously been received was welcomed.</p> <p>Noting that the Audit and Risk Committee has the delegated authority of the Board to act and had completed its duties the Report was signed off.</p> <p>Decision BoD02:B7 Board approved the Audit and Risk Committee Annual Report.</p>
8.	<p>Student Representative Council (SRC) Report (Verbal) The Student Members reported on a very positive experience so far with being students at Newbattle and getting a new group of people together for the SRC who are ambitious for the Council and the future plans. Sparqs training has been provided for the SRC members which everyone found useful and provided helpful pointers. The Depute Principal noted that it is important for the SRC to recognise what has already been achieved this term and the progress already made. 15 out of the 65 students at the College are involved in the SRC which is a large percentage and allows the students voice to be heard.</p>

	Regarding student representation and attendance at Board it is important to be clear what the student Members are there for.
9.	<p>Curriculum and Student Activity Report (Paper 6)</p> <p>The paper was taken as read with the additional note that the Forest College has just received a highly commended award for the work it's doing. The Board sent their congratulations to the Forest College lecturer who had achieved the award.</p> <p>Decision BoD02:B9 Board approved the content of the report.</p>
10.	<p>Strategic Objectives, Priorities and KPIs (Paper 7)</p> <p>Both the Learning and Teaching and Finance and Resources Committee have agreed their KPIs and some stretch targets for finance. Progress against these will be reported at future meetings.</p> <p>Re Priority Five – building the staff community, a strategic approach is being taken to this with the aim of having a staff appraisal and development review process in place as soon as possible. A draft form for staff to complete is being worked on and will be ready by Christmas with all staff having had their review by the end of the academic year. A positive staff meeting was held recently with lots of progressive discussion taking place with a staff community steering group being established. For the staff survey thinking around this is ongoing, and the survey should be proportionate to the size of the College.</p> <p>The paper was welcomed and noted future updates would also come to Board.</p>
11.	<p>Risk Management Policy and Procedure (Paper 8)</p> <p>The risk management policy and procedure has been revised in the light of the risk management internal audit and is now being recommended for approval to Board by the Audit and Risk Committee. A new section is included on risk appetite/tolerance which came from the Board Development Day.</p> <p>This was seen as a very positive step forward.</p> <p>Decision BoD02:B11 Board approved the revised risk management policy and procedure.</p>
12.	<p>Revised Risk Register (Paper 9)</p> <p>The Risk Register has been revised in line with recommendations in the Risk Management Internal Audit report. Subject to Board approval the senior team will now start to work with this as their main Risk Register. Members agreed that this is an improvement on the previous versions and is a useful document which can be referred to and revised accordingly.</p> <p>Both internal and external audit had been present at the Audit and Risk Committee where this was scrutinised and were content with the amendments.</p> <p>Decision BoD02:B12 Board approved the revised Risk Register which will be reported against at the next round of Committee meetings.</p>
13.	<p>Board Development Plan (Paper 10)</p> <p>This item was withdrawn from the meeting.</p>

14.	<p>Board Member Recruitment (Paper 11) A number of Member's terms of office are coming to an end over the next calendar year and there have been two resignations from Board so a round of recruitment for new Members is required.</p> <p>It is likely that the recruitment programme will go live in early January with members of the Remuneration Committee on the panel.</p> <p>The Board Secretary will circulate a skills matrix for completion to help identify any skills gaps that there are on the Board, or will be in the near future.</p> <p>Decision BoD02:B14 Board agreed to recruit new Members.</p>
15.	<p>Principal's Objectives and Priorities (Paper 12) This item was withdrawn from the meeting.</p>
Part C – For Discussion	
16.	<p>Chair's Development Plan (Paper 13) This item was withdrawn from the meeting.</p>
17.	<p>Committee Self-Evaluations (Paper 14) Each Committee has discussed their individual self-evaluations and the Board are happy to endorse this process and the resulting evaluations.</p>
18.	<p>Chair's Report (Paper 15) The Chair reported that the revised Articles are almost complete and will be submitted to OSCR for approval as soon as possible.</p> <p>Work is ongoing building the relationship with the Trustees.</p> <p>Colleges Scotland continue to hold meetings for all the College Chairs – it's important that the Newbattle Chair is present for these discussions to be part of the decision making process and to be aware of sector developments.</p> <p>The Friends of Newbattle or Alumni Association discussions are going well with a draft constitution being drawn up. Alumni have been approached to see if there is any interest in joining a steering group and so far there has been a positive response.</p>
19.	<p>Principal's Report (Paper 16) The Principal reported that the College has been awarded £127k from the SFC non allocated capital fund which is very welcome and will enable a disabled toilet to be installed on the second floor amongst other things.</p> <p>National bargaining is ongoing and there may be some movement taking place although Unions have gone out to ballot again re strike action and action short of a strike.</p> <p>Job evaluation has not progressed but it is clear that the status quo cannot continue and a new collective agreement needs to be sought.</p>
Part D – For Information	

20.	<p>Approved Committee Minutes (Paper 17) These were noted.</p>
	<p>The meeting was adjourned for the AGM to take place (see separate minute)</p>
21.	<p>Any other business Resignation of the Chair (confidential minute)</p> <p>Appointment of Interim Chair With the resignation of the Chair the Board is now required to appoint an Interim Chair. The Remuneration Committee will meet as soon as possible to discuss the appointment of a longer term Chair.</p> <p>G Husband left the room at this point.</p> <p>G Husband who is currently the Vice Chair has offered to be the Interim Chair but other Members were also asked if they would like to put themselves forward for this. There being no other Members volunteer to be Interim Chair A McGoff proposed that G Husband take over the role of Interim Chair and D Hamer seconded this.</p> <p>G Husband returned to the room and he was notified that his offer to be Interim Chair had been accepted and duly agreed.</p> <p>Decision BoD02:D21 Approved G Husband to take on the role of Interim Chair until the appointment of a permanent Chair.</p> <p>The Chair of Rem Co and the Board Secretary will liaise re the Chair recruitment and timescales after Rem Co meets. It was noted that it was important to maintain the confidence of the staff and students in the Board, the governance process and the relationship between Board and the Senior Team.</p> <p>Action BoD02:B21 Principal to send out message to all staff and students asap.</p>
22.	<p>Date of next meeting Thursday 21 March 2024 on campus followed by AGM. Light buffet available from 4.00pm</p>