

Paper 1

**Minutes of the meeting of the Board of Directors held on
Thursday 28 September June 2023 on campus**

Present:

Jan Polley	Chair
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
Marlene Gill	Member, Board of Directors
Simon Hoult	Member, Board of Directors
Denise McNulty	Academic 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
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:

Andy McGoff	Member, Board of Directors
Gill Hogg	Member, Board of Directors
Tom Angus	Member, Board of Directors
Connor McManus	Member, Board of Directors
Stuart Moir	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>
2.	<p>Q&A Session with HMI Prior to the Board meeting HM Inspectors Ian Beach and Sarah Halliwell presented their latest report to the Board with all College staff also invited.</p> <p>The HMI then joined the start of the Board meeting for any additional questions Members may have had.</p>

	<p>Questions from Members:</p> <p>Q: One of the recommendations was to improve digital skills across the College – where is this primarily focused? A: Both staff and students are the focus of this recommendation both in terms of practice and knowledge. It is an essential skill requested by employers as key.</p> <p>Q: Did staff identify this as an area for improvement? A: It has been highlighted in previous reports and progress has been made but there is still some way to go.</p> <p>Q: Could we have an example of the systematic monitoring of student feedback that was also a recommendation for improvement? A: The College is great at collecting this information on an informal basis but there is a requirement to capture the information in a more formal manner. The Principal noted that with the installation of the new Management Information System (MIS) there will be a dashboard which is up to date and contains this type of information.</p> <p>Q: Is there a sense of intention to operate differently as HMI's in the future? A: Not particularly, Education Scotland is currently under review and is being divided into two agencies. The HMI's are here to help and provide input year round.</p> <p>The Chair thanked the HMI's for the feedback and noted that Board will also be monitoring progress against the recommendations.</p> <p>Action BoD01:A2 Board to monitor progress against recommendations.</p>
<p>3.</p>	<p>Minutes of the previous meeting (paper 1) and Action and Decision (A&D) Log (paper 1a)</p> <p>Some changes to the Minutes were noted.</p> <p>Item 7 – Curriculum and Student Activity. Action to read that the interim review will be complete by December 2023 with the final report for the review complete by June 2023.</p> <p>Item 9 – Strategic Objectives: Priorities and KPIs for 23/24. Action to be added for SLT and Board to agree the measures of success for future monitoring.</p> <p>Pending these amendments the Minutes were accepted as an accurate record of the meeting.</p> <p>A&D Log. This was updated accordingly.</p> <p>Action: BoD01:A3 items to be added to previous meeting's action log.</p>
<p>4.</p>	<p>Matters Arising</p> <p>There were no matters arising not covered in the actions.</p>
<p>Part B – Items for Approval</p>	
<p>5.</p>	<p>Self-Evaluation Report (Paper 2)</p> <p>As this is still a draft report it is for discussion and information rather than approval.</p> <p>The Depute Principal talked through the report.</p> <p>Comments and questions from Members.</p> <p>Q: Lots of students doing Rural Skills but there is a lack of progression route for them? A: The College does not have any available credits to build a Rural Skills pathway so this will be addressed in the Curriculum Review.</p> <p>Q: Are there any issues for wheelchair users in the residences? A: A residence assistant will be moving in this coming week which will be a great help and support for the students there. Any student that needs it will have a Personal Evacuation Plan in</p>

	<p>place and they will be fully talked through it. There is also a list of emergency numbers in each room.</p> <p>Q: Great report and HMI feedback but there seems to be two outliers in terms of courses, Prep for FE and National Certificate in Social Sciences. Should the Board be concerned? A: Yes and no. With Prep for FE 12 students started with six completing. This group had a number of challenges and for the six that completed they are now on positive progression routes. This will also be covered in the Curriculum Review with close regard paid to the future plans for this course.</p> <p>The Chair thanked the staff for the positive report with lots of areas of improvement identified and the individual case studies were most welcome.</p>
6.	<p>Outcome Agreement (OA) (Paper 3)</p> <p>The OA requires sign off by the Board by the end of October 2023 and covers the 2023/24 academic year. Feedback from the College's OA manager was received the previous week and will be incorporated into the next version of the OA.</p> <p>Questions and comments from Members.</p> <p>Q: Will the feedback from the OA manager require significant changes to the document the Board is seeing now? A: no, there were some small changes suggested such as some additional PI data be included and a net zero figure added.</p> <p>Q: The College used to have a partnership with the University of Edinburgh around rural skills which has fallen by the wayside somewhat, could this be resurrected? A: This could definitely be resurrected.</p> <p>Comment: The University of Edinburgh would like to see more Modern Apprenticeships in landscaping and are flexible about the timings.</p> <p>Given timings it was agreed that the OA could be signed off via the Chairs' Committee.</p> <p>Action BoD01:B6 Principal to circulate final OA to Chairs' Committee for sign off before submission to SFC.</p> <p>Decision BoD01:B6 Chairs' Committee will sign off the final version of the OA on behalf of the Board.</p>
7.	<p>Curriculum and Student Activity (Paper 4)</p> <p>The Depute Principal reported that the newly constituted Student Representative Council (SRC) has held its first meeting and there's lots of enthusiasm among members to make an impact over the year.</p> <p>The MIS is going well and will provide useful data over the coming year and streamline some of the processes too.</p> <p>The Depute Principal reported on the progress of the various projects which are ongoing with all on track for completion and going well.</p> <p>Collaboration and partnering opportunities with Mid Lothian Council are being explored with lots of potential for joint working.</p> <p>Questions from Members:</p> <p>Q: Does the rural skills course also include first aid qualifications that are specific to outdoor working? A: It does include first aid but isn't specific to outdoor working so that's a great suggestion will be taken forward.</p>

	<p>After discussion, the Board approved and commended the Report and the activities and progress being made.</p>
<p>8.</p>	<p>Strategic Objectives: Priorities and KPS for 2023/24 (Paper 5) It was noted that progress is being made but some areas were still very much a work in progress. The curriculum review is clearly an important aspect of that work.</p> <p>Questions and Comments from the Board. Q: re the occupancy table why is there only figures for the period Aug-Dec 2023 and not the whole year? A: It isn't yet clear what the figures will look like beyond this. Q: It would be useful for Board to see the projected figures beyond December 2023 even if they are just a projection. A: It might be more informative to wait until more firmer numbers are known. Q: The measures of success and targets should be set for the year. To an extent whether or not they are met is less important than the narrative behind them and what that tells us for future years. Q: We also need to be able to look at the wider strategic context and beyond the current year, where do we want to be in five years' time and then, how do we get there? A: The Depute Principal noted that for learning and teaching much of this will emerge during the curriculum review, however the various limitations such as staffing, credits and funding should be borne in mind.</p> <p>The Chair noted that this is the first time Board has had anything this substantive on this subject so that's very welcome and a great basis to build on. The Chair asked that Committees ensure we maintain momentum in this work including identifying any gaps in our KPIs and data. Committees were asked to consider if more, or less, stretch is needed, and to be ambitious where appropriate.</p> <p>Action BoD01:B8 L&T and F&R Committees agree measures of success at next Committee meetings.</p> <p>Action BoD01:B8 SLT to provide a narrative explaining progress against the measures going forward.</p> <p>Decision BoD01:B8 The Board approved the paper subject to the work by the Committees.</p>
<p>9.</p>	<p>2023/24 Budget (Paper 6) The Director of Operations and Business Development talked through the budget, noting that Q1 actuals against budget will be available for the November Board meeting. Income is positive with potential for growth in the language schools and Wisconsin. There are still some unknowns such as the funding from the Trustees and the Flexible Workforce Development Fund (FWDF).</p> <p>The largest area of expenditure is salaries and the pay awards for 2022/23 and 2023/24 are still to be agreed with a national offer of £2k for 2022/23 and £1.5k for 2023/24 on the table (per member of staff, pro rata for part time). The suggestion of tabling an offer for 2024/25 is now being discussed by the Employers Association. The forecast salaries in the budget include the proposed offer of £3.5k per FTE person.</p> <p>The sector wide job evaluation exercise is also yet to be concluded with any changes to salaries as a result of the outcomes being backdated to 2018. Colleges are notionally carrying a sum of money to cover these costs but it is not clear whether it will cover the actual costs and indeed, whether the money is still actually available from the SFC.</p>

	<p>The Board liked the new layout and potential presentation of the management accounts and noted the proposed budget. The Board will sign off the proposed 2023/4 budget once it has a final estimate of the 2022/3 outturn figures.</p> <p>Add an action that final management accounts for 2022/23 to be circulated to Board members as soon as they are ready with members also invited to agree the consequential 2023/24 Budget.</p>
10.	<p>Business Development Proposal (Paper 7)</p> <p>The Principal talked through the paper which laid out the requirement for more investment in business development and the creation of a new post to lead on this.</p> <p>There is potential across a number of areas of the College activity for growth and increasing income, the proposed post would have responsibility for this and would have the time to drive this forward.</p> <p>The cost of the post is not in the current budget for 2023/24 but the timing of an appointment would mean that only part of the salary would need covered in this financial year. The successful individual would also be told that the post would be dependent on them raising sufficient income.</p> <p>Questions and comments from Board.</p> <p>Comment: This proposal is very much welcomed and has been the subject of discussion and debate at Board for a number of years.</p> <p>Comment: If the appointment is successful there will be several knock-on effects so this needs to be managed carefully to allow the College to deliver what it promises.</p> <p>Comment: We need to be clear what is expected of this person and set clear targets for them.</p> <p>Comment: Getting the right person is key and length of contract will play a part in that.</p> <p>Discussion took place around the length of contract that should be offered in the first instance with views varying from one year to an open-ended contract with pros and cons for each option. No decision was reached on the length of contract with this matter to be revisited by the Principal in the light of Board comments and once the outturn for 2022/23 is known.</p> <p>The Chair noted that Board members were very supportive of this proposal and that it is absolutely the right thing to do. While there are varied opinions about the length of contract the Board is content to agree to the proposal in principle (assuming the 2022/23 outturn is not significantly different from current indications). Timing of the advert and length of contract to be decided by the Principal when outturn is known).</p> <p>Decision BoD01:B10 The Board approved the proposal subject to the final 2022/23 outturn being similar to that already indicated.</p>
11.	<p>Reappointment of Board Member (Paper 8)</p> <p>Andy McGoff's current term of office ends in September 2023. Andy is a knowledgeable and experienced Board Member whose finance and accounting background is very valuable. Andy is also Chair of the Audit and Risk Committee. Chairs' Committee had previously agreed to recommend the reappointment of Andy.</p> <p>Decision BoD01:B11 Board agreed the reappointment of Andy McGoff to 24 September 2027.</p>
12.	<p>Internal Audit Reports (Paper 9)</p> <p>Two internal audit reports have been received. One on Risk Management and one on Financial Planning. Both have been recommended for acceptance by the relevant Committee.</p>

	Decision BoD01:B12 Board approved the internal audit reports.
13.	<p>Mainstreaming Equalities Report (Paper 10) This had previously been discussed at the Finance and Resources Committee which agreed to recommend the Report subject to some additions.</p> <p>The additions have been included.</p> <p>Decision BoD01:B13 Board agreed the report.</p>
Part C – For Discussion	
14.	<p>2022/23 Outturn The Principal apologised for not having a paper for this item, informing Board that the outturn is currently very much a work in progress. Figures should be available to discuss with the relevant committee chairs by 13 October. There has been a material swing between the FFR and the outturn.</p> <p>Going forward Board noted that it would be good to see the figures presented as actual against budget at start of year and have a clear narrative alongside the figures explaining any variances. The Principal said that he is confident that Board will see much clearer management accounts going forward.</p> <p>Action BoD01:C14 Director of Operations and Business Development to circulate outturn figures by 13 October, to Chairs of Audit and Risk and Finance and Resources, and Chair of the Board, in the first instance. Once agreed the final outturn figures to be circulated to the Board for information</p>
15.	<p>Trustee Lease Proposal (Paper 10) This is still a work in progress and the Chair thanked Margaret McLean for all the work she has done to this date on behalf of the Board.</p> <p>Margaret MacLean explained that there are some core terms such as indemnity and exposure that need to be fleshed out in a clearer legal agreement.</p> <p>The Board noted the update and the contribution Margaret had made to it.</p>
16.	<p>October Planning Day (Paper 11) The proposed agenda for the day was discussed and the basis for the inclusion of the items explained by the Chair.</p> <p>The Board were content with the proposed agenda.</p>
17.	<p>Chair's Report (Paper 12) The Chair invited questions on her report. There being no questions the Board noted the content of the report.</p>
18.	<p>Principal's Report (Verbal) The Principal noted that much that he would have reported in a written paper has been covered elsewhere in the meeting. One item of note is that Christmas at Newbattle is back on 9 and 10 December.</p> <p>The Principal also noted his concern about the impact on staff of the delays in settling the ongoing dispute around pay awards and the job evaluation project.</p>

	The recent Awards Ceremony had been successful and was well received by students and their friends and family.
Part D – For Information	
19.	Governance Action Plan Update and Governance Report (Paper 13) The Chair informed the Board that this had come about as a result of the External Effectiveness Review that all Boards must do every three to five years. Progress is being made against all the actions by the Chair and Board Secretary with an aim to have completion by November. The content of the report was noted.
20.	Calendar of Business (Paper 14) The Board noted the introduction of the calendar as a way to forward plan across the year the items of business that go to Committees and Board. This is a live document and will be adjusted and updated as we work through the year.
21	Board Member Responsibilities (Paper 15) This contains important information for Members and reminds Members of the Board Code of Conduct and their responsibilities as Board Members and Trustees of a Charity. It is expected that Members will have read this document.
22.	Approved Committee Minutes (Paper 16) The Board noted the minutes.
23.	Any other business There were no items of any other business.
24.	Date of next meeting Thursday 23 November 2023 on campus followed by AGM. Light buffet available from 4.00pm