

Paper 1

**Minute of the meeting of the Board of Directors held on
Thursday 30 March 2023 on campus and via Teams**

Present:

Jan Polley	Chair
Tom Angus	Member, Board of Directors
Gill Hogg	Member, Board of Directors
Andy McGoff	Member, Board of Directors
Gary Husband	Member, Board of Directors
David Hamer	Member, Board of Directors
Margaret McLean	Member, Board of Directors (appointed 30 March 2023)
Roddy Henry	Principal
Stuart Capperauld	Elected Staff Member (Support Staff)
Richard Butt	Representing QMU
Aislinn Wood	Observer

In attendance:

Kirsty Adamson	Depute Principal
Joyce Clark	Director of Business and Operations
Ingrid Earp	Board Secretary (Minutes)

Apologies:

Dorothy Welch	Member, Board of Directors
Marlene Gill	Member, Board of Directors
Stuart Moir	Member, Board of Directors
Majella Sweeney	Member, Board of Directors
Connor McManus	Member, Board of Directors (appointed 30 March 2023)
Colin Pritchard	Member, Board of Directors (appointed 30 March 2023)
Neil Hargraves	Elected Staff Member (Academic Staff)

Agenda item	
Part A – Opening Business	
1.	<p>Welcome, Apologies and Declaration of Interests (Chair)</p> <p>The Chair welcomed all members to the meeting.</p> <p>Apologies were received as noted above and the meeting was confirmed as quorate.</p> <p>Craig Ewing (Student President) and Holli Davidson (Student Vice President) were not present.</p> <p>Stuart Capperauld declared a conflict of interest for item 6, paper 3 and will withdraw from the meeting for that item.</p>
2.	<p>Minutes of the previous meeting (paper 1) and Action and Decision Log (paper 1a)</p> <p>The minutes of the previous meeting were accepted as an accurate record.</p>

	<p>Action log items outstanding:</p> <p>Action BoD03:A2 Board Secretary to check if Audit Committee Report was completed and circulated.</p> <p>Action BoD03:A2 Principal to circulate Student Support Funds and Credit Data Returns to Board.</p>
3.	<p>Matters Arising There were no matters arising not covered in the actions.</p>
4.	<p>Student Presentation Unfortunately, there were no students present to give a presentation.</p>
<p>Part B – Items for Approval</p>	
5.	<p>Appointment of New Members (Paper 2) The Chair reported that after a successful round of recruitment three new Members have been identified with the Board having the decision to appoint at this meeting. A Member queried the use of the term ‘co-opt’ and the Chair noted that it could be used in two different contexts, one when Members are appointed as full members between AGMs and one where temporary invitations are extended to people to join Committees, often because of the knowledge or expertise they bring.</p> <p>Action BoD03:B5 Chair and Board Secretary to develop a policy on temporary co-options to Board.</p> <p>The Board agreed the appointment of the three new Company Members and Directors. These are Margaret McLean, Colin Pritchard and Connor McManus and they take up these roles with immediate effect.</p> <p>Decision BoD03:B5 Three new company members and directors appointed.</p>
6.	<p>Financial Pressures and Proposed Mitigations (Paper 3) Stuart Capperauld left the room for this item.</p> <p>This item is recorded as a confidential minute.</p> <p>Action BoD03:B6 Board Secretary to find a date for an extraordinary meeting once the level of funding from SFC is notified.</p>
7.	<p>Appointment of Vice Chair and Senior Independent Member (SIM) (Paper 4) Stuart Capperauld re-joined the meeting.</p> <p>The Chair said that via her individual meetings with Board Members she had offered the opportunity of taking up the role of Vice Chair or SIM to Members.</p> <p>Gill Hogg has agreed that she would be happy to take up the role of SIM and Gary Husband the role of Vice Chair.</p> <p>The Board agreed the appointment of Vice Chair and SIM</p> <p>Decision BoD03:B7 Board agreed the appointment of Gill Hogg as SIM and Gary Husband as Vice Chair.</p>

<p>8.</p>	<p>Staff Board Member Appointments (Paper 5) Stuart Capperauld has now completed his time as support staff member and thanks were extended to him, although he will still be in post for one more Board meeting.</p> <p>Although Neil Hargraves was appointed for three years as academic staff member the option to extend this has been given to Neil in order to be in line with other Members.</p> <p>Board agreed that they were content with the process outlined and for recruitment of new staff member(s) to begin.</p> <p>Decision B0D03:B8 Board agreed to the process outlined in the paper and for the appointment process to begin.</p> <p>Action BoD03:B8 Board Secretary to begin process of recruiting new staff Board Member(s).</p>
<p>9.</p>	<p>Appointment of Internal and External Auditors (Verbal) A McGoff, Chair of Audit Committee gave a verbal report on this item.</p> <p>The appointment of the external auditors went out to tender with two responses received. The Audit Committee recommend that the Board agree to appoint Chiene and Tait as the College external auditors for two years in the first instance. Their bid was more compelling, more thorough and more professional.</p> <p>The Board accepted the recommendation to appoint Chiene and Tait.</p> <p>Decision BoD03:B9 Chiene and Tait to be appointed as external auditors.</p> <p>For internal audit BDO were appointed last year and the requirement to provide an internal audit report to SFC along with the annual accounts can only be met with BDO carrying out three internal audits per year. They have quoted a number of days to do the work this entails and this has significant cost to the College which is disproportionate to its size and annual budget. BDO have been asked if they can reduce the number of days work they have quoted for but this seems unlikely. A McGoff noted that the market conditions for auditors is not helping with demand high but Audit Committee would do what they can.</p> <p>The Board noted this matter.</p>
<p>10.</p>	<p>Ratification of Credit Rating Policy (Paper 6) This has previously been to the Learning and Teaching Committee via email for recommendation to Board and them to Board for approval via email.</p> <p>The Board ratified the email decision made to approve the Policy.</p> <p>Decision BoD03:B10 Decision to approve Credit Rating Policy ratified.</p>
<p>11.</p>	<p>Strategic Aims and Objectives Monitoring (Paper 7) The Principal presented the paper noting that the Strategy was published just before Christmas 2022 with agreement to monitor progress at Board level towards achieving the strategic objectives. It is early days in the implementation of the Strategy and the financial situation is currently unclear regarding SFC funding.</p> <p>The Chair asked that more defined KPIs be brought to Board in June and it was noted that the process of clarifying what the indicators are may help streamline some of the objectives.</p>

	<p>The Board noted the contents of the paper and progress made so far.</p> <p>Action BoD03:B11 The Principal to bring more refined KPIs to June Board meeting having consulted the relevant committees.</p>
12.	<p>Trustees Lease Proposal (Paper 8)</p> <p>As part of ongoing discussions with the Trustees the suggestion to move to a lease arrangement has been put forward. The Principal said the stated aim of the Trustees was that because of their responsibility with regard to Health and Safety they felt it should be codified and the responsibilities of the College clarified. A number of Board members with experience in property law and management commented:</p> <ul style="list-style-type: none"> • this type of lease is a commercial lease and not appropriate to this situation and the interdependent relationship between the Trustees and the College. • It is fixed term, short term, and has a number of restrictions included that could impact on future funding of the College. • The wording used could lead to considerable costs in order to provide the independent assurances that seem to be required. <p>Board agreed with the need to clarify the respective responsibilities for Health and safety but asked that a conversation is opened with the Trustees about this that will be in the interests of both parties and is consistent with the mutual relationship envisaged by the original Trust document.</p> <p>Action BoD03:B12 The Principal and Chair to open discussions with the Trustees regarding this item.</p>
13.	<p>CCTV Policy (Paper 9)</p> <p>The main changes to the new policy were changes made in line with new legislation and as a result of changes in personnel.</p> <p>The Board were content to sign off the new Policy.</p> <p>Decision BoD03:B13 Board content to sign off new CCTV Policy.</p>
14.	<p>Mid-Year Finance Review (Paper 10)</p> <p>The Director of Operations and Business Development reported that the finances are changing regularly with fluctuating costs and changes to the SFC assumptions. A £16k deficit was forecast at the start of the financial year but this has now moved to a £39k surplus. However, news that day of a shift in the SFC assumption for pay awards from 2% to 5% will wipe out this surplus for the current year. The Mid-Year FFR is due for submission to SFC on 31 March.</p> <p>The Board approved the Mid-Year FFR with the proviso that they are alerted to any significant changes.</p> <p>Decision BoD03:B14 Board approved the Mid-Year FFR for submission.</p>
15.	<p>Outcome Agreement Revision (Paper 11)</p> <p>The Principal reported that some additional commentary has been received from the SFC on the Agreement signed off in December. As a result there have been two small changes which have been recommended by the Learning and Teaching Committee for approval by Board. T Angus raised a matter about the climate emergency and carbon reduction noting that this is significant for the College, the Principal agreed that it is an issue for the College but funding for any work in this area is very difficult to acquire.</p>

	Decision BoD03:B15 Board agreed to revisions and OA will be re-signed and resubmitted.
16.	<p>Draft Meeting Schedule 2023-24 (Paper 12) The Draft Meeting Schedule for the next Academic Year was presented. If there are any immediate conflicts with proposed dates Board Members should let the Board Secretary know as soon as possible. The Chair also requested that Members let the Board Secretary know as far in advance as possible whether or not they will be attending meetings as there is a clear issue about being quorate.</p> <p>Board approved the Schedule pending some changes to dates from 2023 to 2024.</p> <p>Decision BoD03:B16 Board approved the Meeting Schedule for 2023-24.</p>
Part C – For Discussion	
17.	<p>Chair’s Report (Paper 13) The Chair informed the Board that the Trustees had recently indicated that if the Board formally confirms that it will fulfil its legal responsibilities to persons under the age of 18, the proposed changes to the Articles of Association should be able to be agreed.</p> <p>Decision BoD03:C17 Board confirmed they will fulfil their legal responsibilities to persons under the age of 18.</p>
18.	<p>Principal’s Report (Paper 14) The Principal updated the Board on the status of pay negotiations, at present there is something of a stalemate but the impact of any settlement could be significant and so a move towards resolution as soon as possible would be welcome.</p> <p>Job evaluation for support staff is still ongoing and has been for a number of years now. This also requires resolution and closure for staff.</p>
19.	<p>Curriculum and Student Activity (Paper 15) The Depute Principal reported on some additional funding received since the last meeting including funding from the Community Mental Health Fund in conjunction with Women’s Aid and the Prescribe Nature work from the Shared Prosperity Fund.</p> <p>Recruitment is going well with approximately the same number of applications as in May last year. Student survey results so far are also looking very positive with 98% happy with their student experience to date.</p> <p>The Principal said that the College’s student retention figures are excellent against the sector as a whole but is particularly good bearing in mind the background and routes some of the students have taken to get to Newbattle.</p> <p>The Chair added that the Board recognises the good results and the hard work and effort that goes into achieving them from everyone at the College.</p>
20.	<p>Risk Register Update (Paper 16) This is now a standing item on Committee agendas. Some risks will be amalgamated, and some expanded as the Committee’s see fit and effort will be made to tie up the scoring with the strategic report.</p>

21.	<p>Health and Safety Report (Paper 17) T Angus felt that there are a number of things missing from the report that you would expect to see under statutory compliance.</p> <p>Action BoD03:C21 The Principal to meet with T Angus and bring back to June Board.</p>
22.	<p>Development Day Follow Up (Paper 18 – now verbal) A summary of the day was previously circulated to Members and the Principal reported that the marketing and events staff at the College have been tasked with revisiting or exploring some of the areas identified. The first Business Development and Marketing Committee meeting has been held at the College and the Principal proposed that the team present to Board at the June meeting.</p> <p>Action BoD03:C22 The Principal to arrange for Marketing and Events to present at June Board Meeting.</p> <p>It was agreed that there is scope for further income from the residences and Board suggested telling the student story more with potential customers for the ‘feel good’ factor and a feeling that they are contributing to the overall student experience.</p>
Part D – For Information	
23.	<p>Governance Action Plan Update and Governance Report (Paper 19) As part of the report a list of free training available from the College Development Network (CDN) is included. All Members are encouraged to attend training with all new Members being asked to attend the CDN Board Member Induction training as it is a condition of funding from the SFC. Members should let the Board Secretary know when they attend training as we are also required to keep a log of any activity and report it as part of the External Evaluation Review (EER).</p>
24.	<p>Approved Committee Minutes (Paper 20) Taken as read.</p>
25.	<p>Any other business As it was the last Board Meeting for the Director of Operations and Business Development before they retired the Chair extended the thanks and good wishes of the Board for a long and healthy retirement.</p>
26.	<p>Date of next meeting Thursday 15 June 2023 at 4.30pm on campus. Light buffet available from 4.00pm</p>