

**West Lothian College
Board of Governors
Tuesday 13 December 2016 at 16.30**

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Board of Governors

Minute of Meeting of the Board of Governors held on 20 September 2016 at 4.30pm in the Barbour Suite.

Present: Alex Linkston
Michael Allan
Simon Ashpool
Angela Bell
Frank Gribben
Mhairi Harrington
Graham Hope
Morag McKelvie
Iain McIntosh
Colin Miller
Norman Ross
Jarmila Slodyczka

In attendance: Joanna Paterson (Secretary to the Board)
Jennifer McLaren (Assistant Principal, Curriculum Support & Finance)
George Hotchkiss (Assistant Principal, Curriculum & Innovation)
Lindsay Seywright (Assistant Principal, Curriculum & Planning)
Jenny Stalker (Head of Quality and Learner Services)
Colin Miller (Head of Essential Skills and Progression)
Tom Birrell (Children's Hearing Unit) (Item 16.43)
Daniel Evans (Centre Head) (Item 16.43)
Graham Clark (Centre Head)
Portia Radingwane (Northern Cape Urban TVET)

16.39 Welcome / Apologies

The Chair welcomed everyone to the meeting, with a particular welcome to new Board member Simon Ashpool and to Portia Radingwane from Northern Cape Urban TVET who was visiting the College on an exchange scheme. Tom Birrell, Daniel Evans and Graham Clark were also welcomed to the meeting.

The Board congratulated Dr Iain McIntosh on the recent achievement of his doctorate.

Apologies were received from Sue Cook, Cynthia Guthrie, Richard Lockhart, and Alan Morton.

16.40 Declarations of Interest

There were no declarations of interest.

16.41 Minute of Meeting of 21 June 2016

The Minute of the meeting of 21 June 2016 was approved as a correct record.

16.42 Matters Arising from Minute of Meeting of 21 June 2016

Members noted the paper detailing actions duly completed following the meeting of 21 June.

There were no other matters arising.

16.43 Presentation: Children's Hearing Scotland Training Unit

A presentation was made on the work of the Children's Hearing Scotland Training Unit. The presentation covered the background to the work of the Unit, including legislative requirements, and information on the levels and quality of training that had been delivered during the period of the contract.

It was noted that despite complex legacy issues at the time of taking over the contract the transition period had been successfully negotiated and a high standard of training delivered. Members congratulated those involved in the project on all that had been achieved to date.

The presentation also covered the timetable for the next stages of the contract. It was noted that the contract had been extended for an additional year with a light touch review possibly allowing a further extension into 2018. Bids for the new contract would be required in late 2017 and work was already underway to prepare the best possible bid.

The commercial team were also working on alternative plans to generate income if the bid were not to be successful. However, the project team were confident that the College would be bidding from a position of strength given all that had been delivered through the contract up to now.

The Chair expressed thanks on behalf of the Board for a very interesting presentation.

16.44 Chief Executive's Report

The Principal gave an update on activities from July to September 2016, highlighting many areas of activity and partnership working, including a very successful staff conference that had taken place in August and the new theme of 'opening doors' that had been introduced on the day.

Many areas of learner activity and success were highlighted including an early award with the Business and Creative Centre the winning the "FE Team Enterprise" Enterprise Educators Award at International Entrepreneurship Educators Conference (IEEC) in Liverpool. Members passed on their congratulations to the team.

Board members noted that the most recent numbers on recruitment indicated that the College had met its full time target of around 2000. It was noted that the SFC had recently asked the sector for an early heads up on recruitment numbers.

The report covered wider sector developments and members noted that this continued to be dominated by national pay negotiations. It was noted that there had been a day of industrial action called by UNISON on September 6th and a very recent announcement that another day of action had been called for September 27th. Members noted that about 30 members of staff had been on strike on the first day of action. The College had remained open and there had been minimum disruption for students.

It was noted that early work was getting underway on the next regional plan. This would be a key process for taking forward the College's strategic priorities.

Partnership working was also highlighted including a very successful STEM awareness raising event that had been organised for a cluster of primary schools with over 100 teachers taking part.

The Board noted the many positive areas of work across the College and thanked the Principal for the comprehensive report.

16.45 Regional Chair's Feedback

The Chair reported back from meetings and discussions of the regional chairs. As highlighted in the Principal's report, sector activity continued to be dominated by national pay negotiations and industrial action. He provided a brief update on the negotiations and the positions of the two negotiating teams.

He reported that some discussions were taking place around the 'workforce of the future' in the context of future learner needs and outcomes. It was agreed that it would be useful to have a presentation on the workforce of the future at a future Board meeting.

It was noted that Colleges Scotland were preparing a submission for the forthcoming Spending Review. Members noted that the sector had been asked to model the impact of different potential reductions to current funding levels. It was noted that care would need to be taken to avoid cutting the resource price for delivery.

It was noted that there was a risk of a disproportionate impact on the College given both the pattern of delivery at the lower end of price per credit and recent over-delivery against funded targets.

It was agreed that some preparatory work should be done by the College in relation to the potential impact of reductions in funding or changes to the funding model.

Action 1: Assistant Principal, Curriculum Support & Finance

16.46 Student President Report

The Student Association President provided the Board with an update on a wide range of initiatives and activities that had been taken forward in the last quarter.

She reported that there had been three vacancies within the Vice-President team (with two people going on to university and one into work) but these had now been filled following elections.

The Board noted that the Freshers' Fair had taken place the previous week and had been a very successful event. The Association had spoken to over 300 students on the day and there had also been a very healthy take up in other areas including volunteering and membership of the LGBT group.

Members noted that work was being taken forward, led by one of the Vice-Presidents, on the Healthy Body Healthy Mind Award, to capture all the positive work that was being done in this area.

It was noted that students had been expressing an interest in getting involved as Class Representatives and Representatives had already been identified in some areas.

Members noted that the Association had attended the awards ceremony for the UK wide NUS Further Education Students' Association Award. Although they had not won it had been a great event to attend and useful networking opportunity.

The Board thanked Jarmila and Michael for a very positive report.

16.47 Corporate Governance

(i) Update on Governance Framework

The Board Secretary presented an update on work to bring the governance framework up to date and further developments on governance within the sector.

It was noted that the revised Code of Good Governance had now been issued, and had been circulated to members. A report on any action required to ensure compliance would be brought to the next meeting.

Members noted that the language in the Code had not changed significantly since the version discussed at the June Board meeting. Concerns remained that the language and apparent shift to a compliance culture might make it less likely that people from the business community would seek positions on college Boards.

Although there was little that could immediately be done about this, the potential impact on recruitment should continue to be raised as an issue. The Chair would look for a suitable opportunity to raise this with the Chair of the Good Governance Group.

Members noted that there was a requirement to complete an externally facilitated evaluation of the Board's effectiveness by the end of March 2017. It was hoped that this could be taken forward in as straightforward a way as possible, perhaps by the Internal Auditors, and focus on adding value to the work of the Board.

The Board agreed to note the report.

(ii) Governance Protocols

The Board Secretary introduced a paper covering draft protocols that needed to be finalised in line with Code of Good Governance requirements.

These included arrangements for the appointment and removal of the Board Secretary; appraisal of the Chair and Committee Chairs; removal of Board members; and matters associated with the appointment, performance appraisal and remuneration of the Principal.

The Chair of the Finance and General Purposes Committee reported that as agreed at the last Board meeting, these had been developed in discussion with the Chair and Committee Chairs over the summer. It was noted that in large part these protocols were based on existing practice but had now been codified for the sake of future reference in case needed and for improved transparency.

Members commented the protocols provided a clear and pragmatic approach and agreed that, subject to some minor drafting amendments, they should be incorporated into the Board's governance framework.

Action 2: Board Secretary

The Board noted that some cross-references were also needed to give effect to the protocols. Relevant HR policies and procedures had been checked and as appropriate refreshed to take account of the reporting position of both Board Secretary and Principal.

It was noted that the terms of reference for the Nominations and Remunerations Committees would need to be revised; these would be brought back to the December Board meeting.

(iii) Publication of Board and Committee Papers

The Board Secretary introduced a paper on the publication of Board and Committee papers, including guidance as set out in the Code of Good Governance and recommendations included in the recent Audit Sector review of the sector.

The Board agreed that from November 2016 onwards: agendas and reports for the Board and its three main Committees (Finance and General Purposes, Learning and Teaching, Audit) will be published a week before the meeting; and approved minutes will be published within one week of the meeting at which they are approved.

It was agreed that the agenda and papers prepared for this Board meeting would be published on the website, but not the papers for the August and September Committees.

It was noted that there may be times when information cannot be published. For example papers and minutes may contain personal information or information about contracts where disclosure would damage commercial interests. The authors of papers would be asked to identify any exemptions when preparing material for the Board or its Committees, including the reasons for any proposed redaction or withholding of a paper. The presumption however should be that papers would be published.

Board members recognised that this approach might lead to some changes in practice including the mechanics for issuing and publishing papers. It was noted that it might be helpful to learn from existing models of practice within the HE sector in making the transition to the new approach. In the longer run it might be necessary to separate the agendas into parts that were open to and closed to the public.

(iv) Consideration of 50:50 Voluntary Commitment

The Board Secretary introduced a paper regarding the encouragement from Government for public bodies to consider setting a voluntary commitment for gender balance on their boards of 50/50 by 2020, and the recommendation from members of the Nominations Committee that the Board make this commitment.

The Board agreed that this was a potentially useful way to signal the Board's commitment to gender diversity and agreed both to sign up to the voluntary 50:50 agreement and join the associated Partnership for Change.

Members noted that there were other schemes available to create shadowing opportunities for potential future Board members and agreed that these should be explored further.

Action 3: Board Secretary

The Board noted that recommendations for appointment would continue to be based on merit and that this was embedded in the procedures and approach to Board member appointment.

16.48 Board Development

The Board Secretary presented an update on Board development work.

Members noted that the national programme of induction training would now be delivered through a one day format, though dates for the next round of training were yet to be announced.

The Board agreed to note the report.

16.49 Prevent Briefing

Assistant Principal, Curriculum & Innovation introduced a paper on the requirements of the Counter Terrorism and Security Act (2015) on the College and how these were being fulfilled.

The Board agreed to note the report.

16.50 Update from Chair of the Finance and General Purposes Committee from the draft minute of 18 June 2016.

The Chair of the Finance and General Purposes Committee gave a report from the meeting of 18 June 2016. She noted that there had been some changes to the membership of the Committee but that one vacancy was still being carried following the resignation of Terry Lafferty.

In giving the report she noted that the treatment of the loan had been raised again with the SFC, again unsuccessfully, but that this issue would continue to be kept on the agenda and would be raised again at suitable intervals with the SFC.

The Committee had also discussed the risks flowing from the SFC funding model if the College over-delivered on activity and was not recompensed for that.

The Chair expressed his thanks for the report.

16.51 Audit Committee

(i) Update from Chair of the Audit Committee from the draft minute of 1 September 2016

The Chair of the Audit Committee reported on the meeting of 1 September 2016, noting the revised and expanded membership of the Committee.

In giving the report he highlighted a positive report on the findings from the Internal Audit review of Financial Ledger and Treasury & Cash Management, which was an important area of assurance.

He noted that in agreeing the Internal Audit plan for 2016-17 there had been some discussion of other forms of assurance in the 'audit universe' that were taken into account when identifying audit priorities and the Committee had asked for a report summarising these other assurances.

There had been a thorough and useful discussion of the new 2016-17 strategic risk register and the five key strategic risks identified within it.

The Chair thanked the Chair of the Committee for the update.

(ii) Health and Safety Quarterly Report

The quarterly report for the period April to June 2016 was noted.

16.52 Learning and Teaching Committee

(i) Update from Chair of the Learning and Teaching Committee from the draft minute of 7 September 2016

Iain McIntosh reported on behalf of the Learning and Teaching Committee from the meeting of 7 September 2016.

In his report he highlighted the update on recruitment including some issues which had emerged in relation to school recruitment and that were being taken forward on a partnership basis.

The national figures from the National Student Survey were still to be issued; the Board noted that these were now expected to be published very shortly.

The Committee had provided some feedback to the draft Student Association Constitution which was being revised to reflect the changes to the structure of the Association.

The Committee had, along with other Committees, considered a report on key performance indicators including financial as well as learning indicators.

The Chair expressed his thanks for the update.

(ii) Quality Improvement Strategy

The Committee had considered the Quality Improvement Strategy and agreed to recommend it to the Board for approval.

The Board agreed to approve the Strategy.

16.53 Nominations Committee Minutes from the Meeting of 21 June 2016

The minutes of the meeting of 21 June 2016 were noted.

16.54 Verbal Update from Chair of the Remuneration Committee from the meeting of 21 June 2016

Morag McKelvie reported from the meeting held on 21 June 2016. The report had been held over from the previous Board meeting to allow time for the outcome to be communicated to the staff involved.

She reported that the Committee had agreed to apply the same percentage pay award for managers, including the Principal, as had been agreed through national bargaining (1.2%).

The Committee had also recognised the need to consider any longer term issues associated with the approach to managers' pay in the context of the move to national bargaining.

The Chair expressed his thanks for the update.

16.55 Any Other Business

Members noted that College students would be providing the catering at an evening event at the Scottish Parliament on 5th October which Board members would be able to attend. Further information would be issued by email shortly.

The Chair advised members that this was the last Board meeting Lindsay Seywright would be attending. The Board expressed their thanks and appreciation to Lindsay for her contribution to the work of the College and support to the Board.

There were no other items of business.

West Lothian College

13 December 2016

16.56 Review of Meeting, Supporting Paper and Training Needs

The Board was content with the meeting and supporting papers presented.

16.57 Date of Next Meeting:

The next meeting would take place on Tuesday 13 December at 4.30pm.

Note: There were no matters discussed during the meeting, during which Members declared any conflict of interest, or the Secretary to the Board was aware from the Register of Interests that discussion could give rise to such a conflict.

Signed
Chair, Board of Governors

Date