

**West Lothian College  
Board of Governors  
Tuesday 15 March 2016 at 16.00**

<b>Agenda</b>	<b>Item</b>	<b>Paper</b>
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16.02	Declarations of interest	
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16.13	Learning and Teaching Committee:	
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16.14	Nominations Committee:	
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16.15	Remuneration Committee:	
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16.16	Any Other Business	
16.17	Review of Meeting	
16.18	<b>Date of Next Meeting: Tuesday 21 June at 4.30pm</b>	

## West Lothian College

15 March 2016

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### Board of Governors

Minute of Meeting of the Board of Governors held on 8 December 2015 at 4.30 pm in the Barbour Suite.

Present: Sue Cook (Acting Chair)  
Angela Bell  
Hayley Cadden  
Frank Gribben  
Cynthia Guthrie  
Mhairi Harrington  
Graham Hope  
Terry Lafferty  
Alex Linkston  
Morag McKelvie  
Frank McGraw  
Iain McIntosh  
Colin Miller  
Alan Morton  
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)

#### 15.54 Welcome / Apologies

The Chair welcomed everyone to the meeting. There were no apologies.

The hospitality students were thanked for the high quality of the festive buffet which had been provided.

#### 15.55 Declarations of Interest

There were no declarations of interest.

**15.56 Minute of Meeting of 22 September 2015**

The Minute of the meeting of 22 September 2015 was approved as a correct record.

**15.57 Matters Arising from Minute of Meeting of 22 September 2015**

Members noted the paper detailing actions duly completed following the meeting of 22 September. There were no other matters arising

**15.58 Acting Vice Chair**

Following the resignation of Alex Linkston as Acting Chair, Sue Cook was now serving as Acting Chair, leaving the Acting Vice Chair position vacant. The Nominations Committee had recommended that Morag McKelvie take on this position on a temporary basis, until such times as the permanent Chair appointment is made.

The Board unanimously approved the appointment of Morag McKelvie as Acting Vice Chair on this basis.

**15.59 Presentation – College Learning and Development**

Jenny Stalker (Head of Quality and Learner Services) and Alan Morton (Lecturer, and Teaching Staff Board Member) gave a presentation on the College's work to support learning and development including specific programmes to support its teaching staff.

It was noted that around £87K a year was invested in staff development, reflecting the priority that was attached to this within the College. Around 80% of the teaching staff had the Teaching Qualification in Further Education (TQFE).

The Board expressed their appreciation for the presentation, and the insight it provided into this priority area.

**15.60 Chief Executive's Report**

The Principal gave an update on activities from October to December 2015 in relation to learner progress and activity, international activity, stakeholder and partnership activity, and developments in the college sector.

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

It was noted that the results for 2014-15 were now nearly final, albeit with some detailed analysis still to be done. The results seemed to be encouraging, and in the areas where there had been both some concern, and a great deal of additional activity, the downward trend seemed to have been arrested.

It was noted that preparation was underway for the Education Scotland (HMIE) review which would take place in the week commencing 25 January 2016, and that the pre-site visit had taken place that day, providing the managing inspector with the opportunity to discuss aspects of the review and meet staff. This had included a meeting with the Chair and the Principal.

Assistant Principal, Curriculum & Innovation reported that the conversations with the reviewer at this stage had confirmed the College's expectations around the process. It was noted that the review team would offer initial feedback at the end of the review week. The official report would be presented to the Board following publication in the spring.

The Principal reported that the Scottish Funding Council (SFC) had very recently approached the College regarding the possibility of taking an additional 1,000 credits (equivalent to around 100 full time students), and requiring an urgent response.

Following discussion it had been confirmed that: these credits would be added to the core, and could therefore be consolidated into planned activity for 2016-17; the associated student support funding would be provided; and there would be no additional conditions attached to the credits. On this basis the management team had agreed to accept the offer.

The Board agreed that it was prudent to accept this growth now, as funding availability in future years might be more challenging. It was agreed that this offer represented a vote of confidence in the ability of the College to deliver.

### **15.61 Regional Chair's Feedback**

The Acting Chair reported back from meetings and discussions of the regional chairs. The two main items on the agenda at present were the national pay negotiations, and corporate governance.

A brief update was provided on the pay negotiations.

With regards to governance, it was noted that a ministerial task force on governance was meeting between now and the spring, and further recommendations were likely to flow from that. It was noted that progress on corporate governance was covered fully in later items on the agenda.

**15.62 Corporate Governance**

**(i) Update on Governance Framework**

The Board Secretary presented a paper detailing the contents of the new governance framework. This had been annotated to indicate those items that are determined nationally and those that are to be determined locally.

A timetable for completion of the various parts of the framework was also provided. It was noted that the Financial Regulations and Scheme of Delegation would be brought to the March Board meeting for approval.

The Board noted the timetable for updating the governance framework, and the contents to be included.

**(ii) Terms of Reference for Committees**

The Board Secretary presented the outcome of a review of Committee Terms of Reference that had been requested by the Board in March 2015. Proposed new terms of reference for the following Committees were now brought for approval: Audit Committee, Finance and General Purposes Committee, Learning and Teaching Committee.

It was noted that changes had been thoroughly discussed by the respective Committees, and the proposed revisions reflected their discussions, as well as various external requirements including the Code of Good Governance, Financial Memorandum, and Ministerial Guidance on Appointments.

It was agreed that it would be helpful to be consistent in wording and should refer to 'Board members' rather than 'Governor' across each Committee.

Subject to that one amendment, the new Terms of Reference were approved.

**(iii) Standing Orders**

The Board Secretary presented proposed new Standing Orders, which had been revised to align with the new legislative arrangements.

Changes had been made to the membership and appointment section to reflect the way that members are now nominated, elected or appointed.

It was noted that the detail in relation to conflict of interest and confidentiality had been taken out, to refer instead to the provisions in the Code of Conduct, which were binding on members through legislation.

It was noted that an additional section had been added to cover decision making by email. A section had also been included on how and when Standing Orders may be suspended, reviewed or altered.

It was agreed that it was helpful to clarify what the Board could determine locally for example through Standing Orders, and what was a requirement of legislation.

It was agreed that it would be useful to add one additional requirement, that the minutes of the ad-hoc committees (Nominations and Remuneration) should be agreed by the members by email, within one month of the meeting.

The words 'the Vice Chair' were to be added to 8.1.(a) to fix the drafting error.

Subject to those two amendments, the Board agreed to approve the new Standing Orders.

**Action 1: Board Secretary**

**15.63 Board Development**

**(i) Update on Development Work**

The Board Secretary presented an update on Board development work, and how this sat within the recently published guidance note to colleges on 'A Board Development Framework', which had been previously circulated to Board members.

The process of self-evaluation by Committees was now underway, and would report in March. Board members were also doing individual self-evaluations, which would form the basis for one to one conversations with the incoming Chair. The intention was for the Board to carry out a stock-take of governance as part of strategic discussions at the next Board away day.

The Board Secretary reported that there was a possibility that national guidance would be issued about bringing forward the externally facilitated Board self-evaluation. Board members expressed some concern about a growing compliance culture that would encourage a tick-box mentality rather than critical reflection.

**(ii) Induction Programme**

The Board Secretary presented the revised local induction programme for new members. This would be based on some common foundations, but tailored to the needs of individuals. The programme would run over a six month period, concluding with a meeting with the Chair.

The Board agreed the new Induction Programme.

The Board Secretary reported that a national programme of induction for Board members was now available. All new Board members would be expected to complete this within six months of appointment. The expectation was that all Board members would take part in this programme, on the basis that all had been appointed new in March 2015. It was expected that this should be completed by the end of June 2016.

Members expressed some concerns that the national programme did not appear to be tailored to individual needs. However, it was recognised that the approach was driven by the recent widely publicised problems in other parts of the college sector, and the need to ensure good governance across all colleges.

However, on a practical level, it was felt that it would be extremely challenging for Board members to make room for such recently published dates, and that a more flexible approach should be suggested including: delivery in half days rather than full days; some 'twilight' delivery; further dates spread out later in the year; and the possibility of completing some aspects remotely.

**Action 2: Board Secretary**

**15.64 Report from the Student Association**

The Student Association President provided the Board with an update on various activities. This included the delivery of training for the network of class representatives, and strengthening of the officer structure and roles. Each officer group now had a budget of £500 allowing them to plan events and activities, and increasing the level of direct engagement with students.

A great deal of activity was also being taken forward through the volunteering project, and the student sport project. Various other initiatives were highlighted including Black History Month, training in relation to Hate Crime, anti-bullying work, and support for students in relation to mental health.

It was noted that a working partnership agreement between the college and the Association was being developed. The constitution and sabbatical agreement were also in the final stages of completion.

Finally it was noted that the Student Association were heavily involved with preparations for the Education Scotland review, and had run a survey and focus groups to gather student views.

The Board thanked Hayley and Jarmila for the comprehensive report, and expressed their appreciation for the programme of engagement that they were leading.

#### **15.65 Learning and Teaching Committee**

**(i) Update from Chair of the Learning and Teaching Committee from the draft minute of 10 November 2015**

Iain McIntosh gave the report on behalf of the Learning and Teaching Committee. The Committee had considered a number of significant documents including the annual report of the institution-led review of quality, the self-evaluation report for 2014-15, and a draft of the Regional Outcome Agreement for 2016-17.

There had been some discussion at the Committee about gathering information on outcomes for articulating students. It was suggested that the Scottish Funding Council might be able to help with connecting up data sets and agreed that this should be pursued further.

**Action 3: Assistant Principal, Curriculum & Planning**

The Chair expressed her thanks for the report.

**(ii) Regional Outcome Agreements: outputs**

The Committee had considered an early draft of the Regional Outcome Agreement (ROA) and made various suggestions that would be incorporated into the final draft, which was due for submission in February.

The draft priority outputs for 2016-17 were for consideration and approval by the Board at this stage. The credits figure would be adjusted to take account of the recently agreed increase (item 15.60 above).

The Board approved the priority outputs.

**(iii) Annual Report on Institution-Led Review of Quality 2014-15**

The Committee had considered the annual report to the Scottish Funding Council on institution led review of quality for the academic year 2014-15, and put it forward for approval.

The Board agreed to approve the report and endorse the statement of assurance.

There was some discussion around performance indicators and the importance of setting figures within the context of what the College was trying to achieve in terms of extending opportunities for young people in West Lothian. This would be particularly important in the context of the forthcoming education review. Assistant Principal, Curriculum & Innovation confirmed that this narrative was very much a part of the briefing material that was being developed in preparation for the review.

**(iv) Minutes of meeting of 14 September 2015**

The minutes of the meeting of 14 September 2015 were noted.

**15.66 Finance and General Purposes Committee**

**(i) Update from Chair of the Finance and General Purposes Committee from the draft minute of 19 November 2015**

The Chair of the Finance and General Purposes Committee reported on the meeting of 19 November.

There had been some discussion of the level of disclosure in the remuneration report in the financial statements, and some concern that the College was disclosing more than others in the sector. Since the meeting, the guidance to the sector had been further clarified and it now seemed that the approach adopted by the College was in line with wider practice.

There had been discussion of the performance management figures, and the difficulty of meaningful interpretation of the ratio of current assets to current liabilities figure, given the particular issues for the College in relation to the treatment of the historic loan. This was an on-going issue and was being discussed further with auditors.

The Committee had received a very positive report on progress with income generation.

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

**(ii) Estates Strategy**

The draft Estates Strategy had been reviewed in the light of ONS reclassification and a refresh of the Regional Plan and Outcome Agreement. The revisions had been considered by the Committee and the proposed revised strategy was now put to the Board for approval.

The Board agreed to approve the revised Estates Strategy.

**(iii) Financial Strategy**

The Financial Strategy had been updated in the light of a refresh of the Regional Plan and Outcome Agreement, and to reflect decisions taken following ONS reclassification. The revisions had considered by the Committee and the proposed new version was now put to the Board for approval.

The Board agreed the revised Financial Strategy.

**15.67 Audit Committee**

**(i) Verbal update from Chair of the Audit Committee from the meeting of 3 December 2015**

The Chair of the Audit Committee gave a report on the meeting of 3 December.

In recommending the financial statements for approval, the Committee had noted that the difficulty of making meaningful comparisons against previous years given the recent variations in the length of the financial year. The same issue would occur again in the next set of financial statements.

In addition to the items brought for approval, the Committee had looked at internal audit reports on SUMs, IT shared services, and business continuity. There had also been discussion of the Health and Safety Quarterly Report, the risk management report and the internal audit work programme for 2015-16.

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

**(ii) Annual Report and Financial Statements**

The Committee had considered the financial statements for 2014-15 (16 month period). Adjustments as a result of revaluation had been noted. The Committee had agreed to put forward the annual financial statements for approval.

The Board agreed to approve the annual report and financial statements for the sixteen month period ended 31 July 2015.

**(iii) External Audit: Annual Report to the Board and Auditor General for Scotland 2014-15**

The Committee had discussed the report from the external auditors for the sixteen month period ended 31 July 2015. No major control weaknesses were identified and the conclusion of the report was that the accounting systems operated efficiently.

The Board noted the external auditor's report.

**(iv) Audit Committee's Report to the Board**

The Committee had agreed its report which was now put to the Board. The Board noted the Audit Committee's report.

**(v) Letter of Representation**

The Committee had considered the Letter of Representation and agreed to recommend that the letter be signed by the Chair of the Board of Governors on behalf of the Board.

The Board agreed the letter of representation.

**(vi) Health and Safety quarterly report**

The quarterly report for July to September 2015 was noted.

**15.68 Nominations Committee**

**(i) Verbal update from Chair of the Nominations Committee from the meeting of 8 December 2015**

The Chair provided an update on the recruitment process for new Board members. Three applications had been received; two candidates had been interviewed, and one candidate had been put forward as a recommendation to Scottish Ministers.

The Nominations Committee had agreed to meet ahead of the next Board meeting to discuss the membership of Committees, taking account of any changes in membership, looking at the skills mix, and ensuring the committees were large enough to avoid problems with being inquorate.

**(ii) Minute of meeting of 22 September 2015**

The minute of the meeting of 22 September 2015 was noted.

**15.69 Dates of Meeting in 2016**

The paper detailing the dates for Board and Committee meetings in 2016 was noted.

It was noted that the Board meeting in March would start at 4pm to allow additional time for a presentation by the external auditors on the consequences of new Statements of Recommended Practice (SORPs).

**15.70 Any Other Business**

There were no other items of business.

**15.71 Review of Meeting, Supporting Paper and Training Needs**

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

There was some discussion about the delivery of papers for Board and Committee meetings, and it was agreed that options should be further explored with relation to a) electronic issue of papers at the same time as hard copies were sent out b) reducing any time lags in the postal delivery of the hard copies and c) a digital site where members could access reference materials such as standing orders.

**Action 4: Board Secretary**

**West Lothian College**

15 March 2016

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**15.72 Date of Next Meeting:**

The next meeting would take place on Tuesday 15 March 2016.

**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 .....