

West Lothian College

28 June 2022

BOARD OF GOVERNORS

Minute of Meeting of the Board Governors held on **Tuesday 8 March 2022** at 4.30pm via Zoom.

Present: Alex Linkston (Chair)
Sue Cook
Frank Gribben
Jackie Galbraith (Principal & Chief Executive)
Richard Lockhart
Jeanette Dobson
Iain McIntosh
Colin Miller
Elaine Cook
Moirra Niven
Virginia Toyi
Sue Stahly
Seonaid Crosby

In Attendance : Simon Earp (Vice Principal, Performance and Improvement)
Sarah-Jane Linton (Vice Principal, Learning and Attainment)
Jennifer McLaren (Vice Principal, Finance & Corporate Services)
Lesley Aitkenhead (Board Governance Advisor)

1. Welcome and Apologies

The Chair welcomed everyone to the meeting and noted the change from face to face meeting to an online meeting due to changes in guidance. Apologies were noted from Neil Sinclair, Tom Bates, Abel Aboh and Kirsti Clark.

2. Declarations of Interest

There were no other declarations of interest.

3. Minute of Meeting of 7 December 2021

The Minute of the meeting of the Board of Governors of 7 December 2021 was approved as a correct record.

4. Matters Arising

All matters arising were noted as completed or recommended to close. Action B8 was closed, but a query was raised on B9, on the requirement to include an overview of data integrity, confidentiality and assurance as part of the Internal Audit Plan. The action has remained open and will be followed up.

Action 1 BGA: To follow up with Vice Principal, Performance & Improvement to confirm the inclusion of data integrity to Audit Committee.

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5. Student Association Report

The Student Association President presented Paper 3 and asked for comments or queries. The Chair noted that this was the last Board Meeting for the Student President, as a new president will be appointed in June 2022. The Chair and Board Members all commented on the outstanding work of the Student President, the commitment, passion and authenticity of their work with the students during a very challenging time.

The Principal gave a personal message of thanks to the Student President and the Board noted the high level of personal insight and growth that had been demonstrated over the last 2 years. The Board noted the report and commented on the quality of information, including SPARKLE.

The Board thanked the Student Association President and offered best wishes for the future.

6. Chief Executive's Report

The Principal presented Paper 4 for noting and highlighted a few key areas including the positive feedback in SPARKLE, the Staff Survey, and the outcome of the Education Scotland Progress Report. The findings of these reports help to demonstrate that the management team are well connected to the college and have action plans in place to address any issues.

The Principal highlighted Appendix A which was an overview of college funding. The Principal noted some positive areas in terms of funding, but also highlighted the challenges ahead for 2022-23. The Board welcomed the paper, and the effort by the management team to promote a case for growth. The Board discussed the challenges ahead and the impact of budget constraints and possible mitigation strategies. The Board noted the success of the recent Strategy Event and the role that the Board has in lobbying the Scottish Government and Scottish Funding Council to reinforce the key messages.

The Principal advised that the management team are aware of the potential impact of any deficit on plans for growth, and are undertaking scenario planning to agree core strategic goals.

The Board thanked the Principal and management team for their continued efforts during a difficult time and noted the key points of the paper.

Action 2 Principal: To provide an update on progress against strategic goals to the 28 June 2022 Board.

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7. Regional Chair's Feedback

The Chair updated the board on the work of Colleges Scotland and advised that the Employers Association is creating a separate entity from Colleges Scotland which will be called the College Employers Associations. It will remain part of the same legal entity, but will work separately.

Discussions are ongoing in terms of pay awards, but discussion remains at a National Level.

8. Strategic Risk Register

The Vice Chair introduced an open discussion on the Strategic Risk Register and advised that this was a follow up from the previous discussion on the Strategic Risk Register at the Board. The change of approach was agreed as a means of encouraging greater ownership and a more joined up discussion, with contributions from across all board members.

The board were reminded that the approach would be monitored and feedback would be welcomed on whether it is useful or distracting to the board.

The Vice Chair asked each of the board members to review the risks and highlight any areas of challenge and comment. The Vice Chair noted that overall there were no new risks, 1 risk had increased, 5 risks decreased and 5 remain stable. The Vice Principal, Finance & Corporate Services advised that the changes to the risk scores reflected the discussion at the previous Board, and not as a result in the control environment.

The Board noted the amendments made to the risk register to include medium and short-term mitigation/actions. This was aimed at addressing the points of feedback on the level of detail captured in the previous risk register.

The following specific points were captured and will be updated by the Executive Team ahead of the next presentation of the Strategic Risk Register:

Risk 1.2 – Board members agreed that the level of risk was very high, but the current mitigation is operating effectively. The Board discussed whether the risk should be reduced, and agreed that the risk remained high, with some cautionary notes on the potential impact of a funding gap.

Recommendation to include an additional mitigation, around the Board's role in the ongoing discussion with SFC.

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Risk 3.1 – Confirmed that this risk relates to the effectiveness of cost management controls and does not cover wider risk of managing inflation. The Chair of F&GP Committee advised that the committee has oversight of cost management controls and was satisfied that they were well managed. No material change to risk was noted, but some points of comment around the use of ‘poor management controls’ in the risk description and whether it could be articulated better.

Risk 3.2 – Confirmed that this risk relates to ongoing dispute on pay awards that is being managed at a National Level and remains high. The Board discussed whether the college can mitigate this risk further and agreed that the next L&T Committee would discuss the potential impact and mitigations in more detail.

The Board discussed the level of risk tolerance, which is currently at 20, reflecting a high level of risk appetite for this risk. The Board discussed whether this reflected the fact that the college is limited in terms of mitigating actions at a local level, as negotiations are being managed at a national level. Overall, it was agreed to retain the current level of risk tolerance but to include the current mitigations underway in communications, and highlight the wider benefits to college sector staff on top of pay, ie pension, holidays.

Risk 3.3 – Confirmed that F&GP Committee has oversight of this risk and is comfortable with mitigation strategies. Additional discussion on whether there was an appetite to secure more contracts, as a source of additional funding. The Executive Team provided additional information on the conversion rate for contracts and some of the restrictions. No changes recommended to risk.

Risk 3.4 – Board members agreed that the risk was understood and recommended including an additional control mitigation for partnership arrangements, to reflect the key messages of the SFC.

Risk 6.1 and 6.5 - The Vice Chair asked the Board to focus on the Cyber Security Risks noted in section 6. The Audit Committee requested that the risks in relation to Cyber Security should be reviewed at the Board to reflect the increase in global threat levels as a result of the situation in the Ukraine.

The Board discussed the level of threat and agreed that the risk was almost certain and would have a critical impact on the college. It was agreed that the mitigation should have a greater focus on recovery planning.

Action 3 VP, P&I: To review risk 6.1 and 6.5 ahead of the next Board and update to reflect an almost certain likelihood of occurrence, and include the mitigation strategies for recovery and resolution.

9. Code of Conduct

The Board Chair presented Paper 6 for approval. The adoption of the revised Code of Conduct was recommended by the Chairs Committee, with an amendment to change Board of Management to Board of Governors agreed.

The Board commented on the level of detail in the revised Code of Conduct and noted that these were changes across the public sector and aimed to provide more explicit guidance on behaviours.

The board approved the adoption of the Code of Conduct, for implementation in June 2022.

Committee Business

10. Learning and Teaching Committee: Update from Chair of the Learning and Teaching Committee from 23 February 2022

The Chair of the Learning & Teaching Committee advised that all the key matters have been covered in the board meeting and also noted the attendance of Sam Boslem, who provided a local employer's insight on recent changes at the college.

11. Finance and General Purposes Committee: Update from the Chair of the Finance & General Purpose Committee from 24 February 2022.

The Chair of the Finance & General Purposes Committee advised that all of the key matters were covered in the board meeting and welcomed the pre-meeting discussion with the HR Team. The Committee Chair noted the approval of an additional budget as part of the infrastructure report and the Committee discussion on the Staff Survey and staff sickness levels.

12. Audit Committee: Update from the Chair of the Audit Committee from 3 March 2022.

The Chair of the Audit Committee welcomed the presentation by the Eco House Team at the pre-meeting, and felt it was beneficial, with a follow up meeting planned for the Board. The Committee Chair also noted the discussion on matters relating to the Disaster Recovery Plan and the agreement to extend an audit action date, to align with the wider work with West Lothian Council on a new DR site.

Audit Committee members also noted the point raised at the Committee about ensuring that papers are clear when requesting Committee approval.

13. Chairs Committee: Update from Chair of Chairs Committee from 7 December 2021

The Chair gave an update on the discussion at the Chairs Committee, including the recommendation for approval of the proposals noted in Paper 9 and 10. All actions were noted, in terms of recruitment, Committee membership and schedule for future meetings.

Board members asked plans for future meetings in person and whether the college would be adopting a hybrid model. The Chair advised that all Committee and Board Meetings were expected to take place in person at the next round of meetings in June 2022. However, this approach would be tested using technology to enable Board members to join meetings in person or remotely. It was noted that this can present some challenges for members not in attendance, and that a hybrid model required a change of approach for chairs and members.

Board members queried the use of MOODLE for training material and were advised that Board Members have been given access with a guest log on, but this gave all Board Members access to all Board and Committee Papers, and training material.

14. AOB

The Board were advised on a Coffee at the College Event that was due to take place on Friday 13 May from 10 to 12pm.

The Chair advised that this was the last meeting for Board Governance Advisor Lesley Aitkenhead, who has accepted a full time role outside the college. The Board thanked her for her contribution.

15. Review of Meeting, Supporting Papers, Development Needs

The Board of Governors were content with the meeting and the supporting papers presented.

16. Date of Next Meeting

28 June 2022 at 4.30pm at the college.