

BOARD OF GOVERNORS MEETING

Meeting of 5 December 2023

Present:

Alex Linkston (Chair of the Board of Governors)
Tony Sharkey (Vice Chair of the Board of Governors)
Sue Stahly (Non-executive Member and Senior Independent Member)
Moirá Niven (Chair, Finance and General Purposes Committee)
Richard Lockhart (Chair, Audit Committee)
Abel Aboh (Non-executive Member)
Aruna Lopez (Non-executive Member)
Elaine Cook (Non-executive Member)
Seonaid Crosby (Non-executive Member)
Michael Greenhalgh (Non-executive Member)
Gavin Hamilton (Non-executive Member)
Rehela Hussain (Non-executive Member)
Jackie Galbraith (Principal and Chief Executive)
Blair Stewart (Student Association President)
Shelagh Fraser (Support Staff Member)
Laura Murray (Teaching Staff Member)

In Attendance:

Simon Earp (Vice Principal, Performance and Improvement)
Sarah-Jane Linton (Vice Principal, Learning and Attainment)
Jennifer McLaren (Vice Principal, Finance and Corporate Services)
Jenny Stalker (Board Secretary and Governance Advisor)
Mark Comyns (HND Business Graduate and Edinburgh Napier University Business Degree Student)

1 Committee Administration

1.1 Welcome and Apologies

The Chair welcomed everyone to the meeting.

The Chair commenced the meeting by recognising the college's marvellous results at the College Development Network Awards, noting that the college achieved more winning results on the night than any other college has achieved in the past.

The Board of Governors extended their congratulations and appreciation to all staff for their hard work and commitment to achieving excellent results.

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Apologies were noted from Tom Bates (Non-executive Member and Chair of Learning and Teaching Committee) and Karine Bourdarias (Student Association President)

1.2 **Declarations of Conflicts of Interest**

There were no declarations of conflicts of interest that were in conflict with any items under discussion during the meeting.

1.3 **Minutes of the Previous Meeting of 26 September 2023**

The minutes of the meeting of 26 September 2023 were approved as a correct record.

1.4 **Matters Arising**

All actions were noted as completed.

1.5 **Talk from Mark Comyns, Alex Linkston Outstanding Student Winner**

The Principal introduced Mark Comyns who was the recipient of the inaugural Alex Linkston Outstanding Student Award at the October 2023 graduation ceremony.

Mark gave the Board of Governors a brief history of his life regarding education and how he came to college to study after dealing with addiction issues. He was not a high achiever in school but is very entrepreneurial. Mark spoke about his business ideas and how he has secured funding to progress his ideas and make them a reality. The Board heard how Mark became involved with a philanthropic, local businessman who supported him to complete his HND in Business with an A pass in his Graded Unit.

Mark was introduced, via his tutors, to the Personal Asset Foundation, a charity working to support people who wish to break into banking and finance. Mark was awarded a scholarship from the Personal Asset Foundation which has allowed him to progress to study the Edinburgh Napier Business Degree, delivered on the college campus.

Mark commended the college on the excellent support systems that are available to students and highlighted how the college has helped him to turn his life around.

The Board of Governors thanked Mark for coming along to tell his story and wished him every success in his future career.

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2 Matters for Approval

2.1 Annual Report and Financial Statements

The Vice-Principal, Finance and Corporate Services informed the Board that the annual report and financial statements had been discussed extensively at both Finance and General Purposes and Audit Committees. The Board's attention was drawn to the Adjusted Operating Deficit of £1.7m and asked to note the college's explanation for the deficit. The Board was also reassured that the college's cash situation could support the deficit.

The Chair of the Finance and General Purposes Committee stated the deficit situation has been clearly explained and noted that the document cannot be published until the accounts have been laid before parliament.

The Board agreed this report would be a useful document to use as part of the finance training for Board members scheduled for January 2024.

The Board approved the Annual Report and Financial Statements and confirmed there are no post-balance sheet events outstanding.

2.2 Letter of Representation

The Board approved the Letter of Representation.

2.3 Board Meeting Schedule 2024-25

The committee noted the proposed meeting schedule for 2024-25 and was content to approve the schedule.

2.4 Board Development Plan: Quarterly Update

The Board of Governors noted progress on actions. Board members were asked to send future updates to the Board Secretary and Governance Advisor.

Action 1: Board Members

To send updates as appropriate to the Board Secretary and Governance Advisor

2.5 Recruitment Plan

The Board noted that R Lockhart's second term ends July 2024 and was asked to note there is a plan to recruit a non-executive member commencing January 2024.

3 Matters for Attention

3.1 Student Association Report

The Student Association Report was discussed and good progress on key aims was noted.

The Board was informed that Sparkle survey responses were down on the previous year and that the survey has been extended to increase the response rate. The reason for the lower response rate is due to another Induction Survey running at the same time. The Student Association is liaising with faculty staff to work on increasing the response rate.

The Board was informed that eleven referrals to the Larder have been made to support students in hardship.

The Board noted the Student Association Report.

3.2 Chief Executive Report

The Principal and Chief Executive confirmed that staff consultation on the review of faculty structures closes on 8 December 2023.

The Principal discussed the excellent college result from the College Development Network Awards, noting that these awards add to the very positive Education Scotland review and provides the college with further external validation of our progress.

The Principal informed Board Members that the Vice-Principal, Learning and Attainment will commence a secondment with the Quality Assurance Agency for Higher Education from now until September 2024, working to develop a new tertiary quality system. This also presents a development opportunity for faculty directors to lead on higher level work. The Board heard the salary saving from this secondment will be used to support staff to deal with difficult learner behaviours.

The Board thanked the Principal for a very positive and upbeat report.

3.3 Regional Board Chair's Feedback

The Board heard that final offers have been made to the Unions but these have not yet been accepted. The Board noted that a mandate for industrial action is being sought by the EIS and we await the result of this.

The Chair updated Board members on the forthcoming Ministerial announcements regarding Post School Education and Skills Reform. It was agreed to circulate information to Board members when received.

Action 2: Board Secretary and Governance Advisor

To circulate update to Board members.

3.4 Strategic Risk Register Review

The Chair of Audit Committee presented the updated risk register and noted potential escalation of financial risks.

The Board agreed the risk register is a good summary of risks at this point in time.

The Board was content to note the risk register.

3.5 External Audit Annual Report

The Board was content to note the External Audit Annual Report.

3.6 Board Strategy Event: Tuesday 23 January 2024

The Chair encouraged Board members to attend this event in January 2024. The event will focus on economic development and regeneration. The day will include presentations from local partners and will focus on the Edinburgh and South East City Deal.

3.7 Net Zero Plan Update

The Vice-Principal, Finance and Corporate Services drew the Board's attention to the update in this paper, setting out progress on delivery of our net zero plan.

The Board was content to note the update.

4 Committee Matters for Information

4.1 Learning and Teaching Committee Update

The Board heard that updates were given by faculty directors which highlighted changes made to faculty curriculum plans as a result of feedback from employers and partners.

The Board discussed the paper on unmet demand which reflected continuing under-funding of the college and the impact of this on the West Lothian community.

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The Board heard the student withdrawal rate has improved and that we will be sharing a Research Paper on Student Withdrawals with Dumfries and Galloway and Borders colleges.

The Board noted the positive update from the Learning and Teaching Committee.

4.1.1 Outcome Agreement 2023-24

The Board was content to approve the Outcome Agreement for 2023-24.

4.2 Finance and General Purposes Committee Update

The Board was given a summary of discussion on the Annual Report and Financial Statements and were assured that the college has provided a clear explanation on the Adjusted Operating Deficit recorded for 2022-23.

The Chair reported on engagement with the Business, Creative and Enterprise faculty and noted the creative input from students to room decoration.

The Board heard the committee has queried Amaresco's response on the delay in window installation.

The Board noted there are no concerns in the management accounts at this stage.

The Board noted the cap on student funding for FE and HE students and the potential impact on students.

The committee noted the Reconciliation paper is a useful document and would like to see this paper continued.

The Board noted the credit outturn for 2022-23 and the positive situation.

The committee updated the Board on the HR paper and the Board was pleased to note the staff sickness absence rate had reduced.

4.3 Audit Committee Update

4.3.1 Audit Committee Annual Report to the Board of Governors

The Board noted the amount of work involved in producing the Annual Report and Financial Statements and commented that the summary on the deficit situation is useful.

The Board noted the Audit Committee Annual Report.

The Digital Infrastructure update was noted as positive and also noted the positive impact on college security. The Board noted the distance travelled and expressed confidence that the college is as secure as possible.

The Board heard that Internal and External Audit reports brought to the committee were positive with no material issues identified. The reports enabled the committee to have confidence in college processes.

The Board noted positive feedback received from the Sheriff regarding the quality of evidence given on the long-standing court case, now resolved in favour of the college.

The Audit Committee reported on the presentation from Audit Scotland which focused on issues of financial sustainability for the college sector.

4.3.2 Health and Safety Report

The Board noted the update on the health and safety report

The Board also noted the update given on progress on business continuity actions.

4.4 Chairs Committee Update

The Chairs Committee informed the Board that Ministerial approval has been received for the re-appointment of Sue Stahly for another 4 years and recommended the re-appointment to the Board for approval.

The Board was content to approve this re-appointment.

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The Chairs Committee discussed the recruitment plan to replace Richard Lockhart from July 2024 and asked the Board to approve the plan.

The Board approved the recruitment plan.

The Board was updated on new Government Legislation which requires appointment of two Trade Union Board Members from January 2024 and will increase member numbers to 20. The Board noted this legislation will apply sector wide. Trade Union Board Members are planned to be in place by March 2024.

The Board was content to approve the recruitment plan for Trade Union Board Members.

5 Any Other Business

The Board noted there will be a Christmas Market in college square on Wednesday 12 December 2023 and that students will receive a free sandwich and Christmas cake lunch.

The Board was pleased to note there will be a free staff lunch on Wednesday 20 December 2023 and that staff will receive Friday 22 December 2023 as an additional holiday in recognition for their contributions.

6 Review of Committee and Supporting Papers

The Board was content with the quality and quantity of papers presented.

7 Date of Next Meeting

The date of the next meeting is Tuesday 19 March 2024 commencing at 16.30 pm in rooms G4 and G5, No 3 on the Square.

The Chair wished members a very happy festive break and the meeting closed with a Board Dinner in the Terrace Restaurant.