

Minute of Meeting of the Board of Management of Dumfries & Galloway College held on Tuesday, 10 December 2019 at 14:00 in Room 1074b, Dumfries Campus**Present:**

Brian Johnstone (Chair)
Joanna Campbell (Principal)
Janet Brennan
Hugh Carr
Susan Livermore
Karen McGahan
Barry Graham

Delia Holland (Vice Chair)
John Henderson
Nikki Vjatschlav
Ian White
Naomi Johnson
Pat Kirby
Rob Orr

In attendance:

Ann Walsh, Board Secretary
Douglas Dickson, VP Learning, Teaching & Student Experience Designate
Dorothy McMinn, Executive Assistant (Minute taker)
David Eardley, Scott Moncrieff (External Auditors)

Alan Fraser, Algiz (Item 2 only)
Debra Murphy, Algiz (Item 2 only)

1.1 Welcome and Apologies for Absence

The Chair welcomed all to the meeting and introduced Douglas Dickson, who would join the College as Vice Principal, Learning, Teaching & Student Experience on 3 February 2020.

Attendees from Algiz, an external marketing agency, were also introduced by the Chair, who advised that the Principal had commissioned a full audit of the current College marketing activity. Algiz Ltd would present their findings to the Board today.

Apologies were intimated on behalf of Robbie Thomas, Ros Francis and Ann Hill.

1.2 Declaration of Interest

The Board Secretary confirmed that the meeting was quorate.

2 Presentation:**Marketing Audit**

Algiz had been commissioned to carry out a comprehensive audit of marketing activity for Dumfries & Galloway College. The audit had been completed and Algiz would present their findings to members.

The Audit Report, which had been previously distributed, detailed the current marketing activity and gave advice on how College marketing could be moved forward.

The main findings of the audit were discussed:

Algiz considered the current marketing activity inadequate and recommended that a robust marketing strategy should be developed. Brand guidelines should be developed to help build and identify the College brand. These guides would help the College to ensure that all messaging and brand asset use is on-point and consistent.

The Principal advised that a complete re-branding was being explored to coincide with the 60th anniversary of the College.

The College Marketing Department are currently being assisted with public relations by an external agency, Halogen Communications.

It was agreed that, as a matter of priority, a College wide marketing strategy would be developed and brought before the Board. The chair commented that he believed a current marketing strategy existed and asked that an update be given on this.

ACTION: The Principal would progress the development of a marketing strategy/vision and update at the next Board Meeting.

3 **Presentation:**

2018-19 Financial Statements incorporating Operating and Financial Review by Board of Management and Signing of Accounts

The Principal provided an overview to the Board, in the absence of the Head of Finance.

Financial statements had been presented to the F&GP Committee on 19 November 2019, and also to the Audit Committee on 12 November 2019, with feedback being received and actioned. The Chairs of both committees confirmed that the accounts had been approved by both committees subject to the amendments discussed at each being made, which they have been. In addition, Hugh Carr, Chair of the Audit Committee, stated that there was nothing adverse to report.

David Eardley, External Auditor, advised that the College audit had been completed and reiterated that he would be reporting an unqualified opinion. The deadline for document submission was confirmed as 31 December 2019 and this deadline would be met.

There were some questions regarding Members declarations of interest and David Eardley will follow up with the Head of Finance to ensure accuracy regarding:

- Including the Crichton Foundation part year for John Henderson
- Janet Brennan's question, is The Crichton Trust considered a partner
- Karen McGahan's advising that William Waugh Limited is not publicly funded

It was noted that the College had a clean audit report, with the governance statement being compliant. A letter of representation would be required from the Chair and Principal and the Board gave approval for this to be signed.

The Board noted its thanks to the Finance Team and also to the F&GP and Audit Committee for work carried out.

Decision: Approval was given by the Board of management of the Financial Statements to 31 July 2019, subject to any change regarding the Declaration of Interests section. Authority was given for the letter of representation to be signed.

ACTION: D Eardley to liaise with the Head of Finance to ensure accuracy with regard to the Declaration of Interests discussion.

4

4.1 Minute of Board Meeting of 8 October 2019

The Chair of the F&GP Committee and Principal agreed to liaise regarding the content of Item 6.1 regarding budget discussions brought before the Board. Suggested wording to be provided to the Board Secretary for approval by the Chair of the Board.

The Minute was approved subject to the above.

4.2 Minute of the Board Meeting of 29 October 2019

The Minute of the meeting held on 29 October 2019 was approved.

4.3 Notes of Board Strategy Day (morning session) – 29 Oct 2019

The notes from the morning session of the Board Strategy day held on 29 October 2019 were noted.

5 **Matters Arising/Actions Log (actions not included on the agenda)**

5.1 Board Links Review – It was agreed that the review would be deferred until Spring 2020.

5.2 Who Cares Scotland – A future session would be considered.

5.3 Crichton Foundation vacancy – Pat Kirby volunteered to be put forward for the vacancy. This was approved and the Secretary to the Board agreed to progress.

ACTION:

5.4 Board links proposals – Naomi Johnson to become the link for Business Development; Ann Hill to become the link for the Stranraer Manager

ACTION: These links to be taken forward.

5.5 Meeting schedule – reviewed each Spring. Out of sync with FFR

5.6 Revised budget and FFR were approved by the Board on 29 October 2019.

5.7 Email - Approval for members to join committees was considered.

5.8 SIM paper – finalised and on the Agenda.

Matters for decision

6 **Governance Manual (Revised November 2019)**

The Secretary to the Board summarised the additions and amendments highlighted in the documentation circulated and approval was recommended. A further review will be required when the Code of Good Governance for Scotlands Colleges (2016) is updated.

DECISION: Revised Manual including terms of reference for the Board and each committee were approved.

7 **Senior Independent Member (SIM) of the Board**

A job role description for the position of SIM had been developed and distributed, and the election process had been reviewed. An email would be circulated inviting self-nominations for the role of SIM, from non-executive members. A closing date of 20 December 2019 was agreed for the return of nominations. The election process would commence early in the New Year and Dorothy McMinn was appointed Returning Officer for the election. The appointment would be ratified by the Board of Management at the 21 January 2020 meeting.

Approval was given by the Board for the process to recruit the next SIM.

ACTION: The Board Secretary would commence the SIM recruitment process. Ratification of the SIM appointment would be added as an agenda item to the Board meeting scheduled for 21 January 2020.

8 Matters for decision from the Remuneration Committee:

Executive Team and Note taker left the meeting.

8.1 TOR

Delia Holland, Chair of the Remuneration Committee proposed that the Chair of the HR Committee, specifically becomes a member of the Remuneration Committee.

Confidential to Board Members Only:

8.2 Principal's Objectives

The Chair presented the proposed objectives, which included measurement criteria. The scoring to be revised to reflect the discussion and to include the rationale for each score given.

DECISION: Approved subject to updated scoring.

8.3 Board Secretary Job Description

Discussion took place regarding the draft job description. This consists of the current job description (which matches the model job description provided by the GGSG), plus the proposed addition of three duties:

- To co-ordinate arrangements for the development of strategic plans.
- To co-ordinate arrangements to respond to Freedom of Information requests.
- To oversee the performance of third-party contracts within the College.

If the additional duties were approved, the position would be for 3 days per week, full year.

DECISION: The draft job description was approved, excluding the third proposed additional duties. The position was approved for three days a week, full year, being responsible to the Board, line managed by the Chair of the Board.

9 Matters for decision from the Board Development Committee

9.1 Succession Planning Update

The Chair spoke to the report issued.

DECISION: Board approval was given for Ann Hill to become a member of the F&GP Committee.

The content of the succession planning update was noted.

10 Strategic Risk Register

The Principal advised that the Risk Register had been amended and now contained an additional column, which detailed whether there had been a status change.

Amendments to the Risk Register:

- 2.3 had increased
- 3.2 had increased following discussions around marketing
- 3.13 new risk had been added and the title would be changed to "Colleges response to Climate Emergency"

DECISION: The Risk Register was approved.

Matters for discussion

11 Board Secretary Recruitment

An advertisement for the Board Secretary vacancy had been developed and the recruitment process was due to commence. The Interim Head of HR had been asked to reach out across the network to

ascertain if a secondment would be possible and Hayes Recruitment would be contacted, with the aim of providing short term assistance.

The Principal advised that Dorothy McMinn would take responsibility for overseeing confidential papers, to ensure GDPR compliance. Going forward, Dorothy McMinn would act as Executive Assistant to the Principal and Chairman of the Board. Alex Elkins, a current member of the secretarial staff at the College, had joined the Executive Team and would support Committee Chairs going forward.

ACTION: A recruitment update for the position of Board Secretary is to be given at the next Board Meeting.

12 SoSEP Project – Build and Curriculum Progress Report

The Vice Principal, Corporate Services and External Development reported that the scheduled completion date for the Dumfries build had not been achieved. The contractors had now advised that the new date for completion is 10 January 2020. The College has sought advice from MacRoberts LLP, contract lawyers, as to what action the College could take with regards penalty payments for delays and recouping monies for loss of reputation and income. The Board would be kept fully updated.

Stranraer Campus build had been completed and an application for a Certificate of Occupancy had been processed. Curriculum staff are ready to start.

The Care Hub, Dumfries, had been completed and a Certificate of Partial Completion was imminent, to allow full use of that part of the building.

The Executive Teams of both Borders and Dumfries & Galloway College will meet with the Scottish Funding Council to discuss how this would be reported. Phase 2 is currently being developed and regular dialogue with Borders College, SFC and Scottish Government was taking place. It is proposed that the proposal for Phase 2 will be submitted in March 2020.

The Board felt that the building contractors should be made aware of their disappointment at the continued delay. Full legal advice would be taken prior to any action.

ACTION: Further update to be provided at the next Board meeting.

13 Tertiary Model - Update

The Principal provided a verbal update on activity relating to the work that has taken place in relation to progressing a skills alignment tertiary model for the South of Scotland. It was reported that a joint meeting between the two Chairs and Principals of Borders and Dumfries & Galloway College, together with SoSEP Executives, would be scheduled. The Chair had held a meeting with Professor Russel Griggs recently to ensure that each chair was aware of progress.

SDS development skills alignment had been agreed, and this is considered a precursor for a tertiary model.

The Crichton Campus Leadership Group met the Deputy First Minister in October 2019. A Statement of Ambition had been put forward, which asked for 100 places on the Crichton Campus.

14 Student Engagement –Update on SA Activity

The Quality Manager had prepared a report, which provided a summary of student engagement activity. It was reported that there had been a substantial amount of work relating to Class Representatives, which include training, meetings and self-evaluations. It was confirmed that 87% of classes had completed a self-evaluation.

The Student Association President was currently working with the Quality Department on Outcome Agreements.

The Executive Team and Note Taker left the meeting.

15 **Confidential to Board Members Only:**

Transformation Plan – The Principal provided an update on the Transformation Plan.

ACTION: An update on progress will be provided at the January Board Meeting (21/01/2020)

16 Ambition 2025 – Update paper

16.1 Notes of Board Strategy Day (pm sessions) 29 Oct 2019.

16.2 Ambition 2025 – The key outcomes of the plan are to achieve:

- The needs of students
- Key outcomes of SFC
- To diversify income
- Improve performance, both financially and academically
- Financial sustainability
- Invest in Staff and in digital capabilities

There will be two phases:

Phase 1 – to review operational costs; to reduce spend

Phase 2 – over a longer period of time; Invest to grow over 5 years

Communication: The Principal has met with unions, managers and held an “all staff” briefing session on 3 December 2019.

ACTION: An update on progress will be given at the January 2020 Board meeting, with a final report/plan being presented at the March 2020 Board meeting.

17 **Regional Chair’s Report**

In addition to the report issues, the Chair reported on his meeting in early December 2019, with Russel Griggs, Chair Designate of SoSEA.

18 **Principal’s Report**

In addition to the report which had been issued, the Principal advised:

- the College will host an event for DYW Board members and industry sector group members at the Dumfries Campus on 27 January 2020
- the College had been asked to join the Scottish Government’s Climate Emergency Group, which would link into the regional ambitions.
- TES had recently published an article entitled “How colleges can fight climate change” written by the Principal

Pat Kirby thanked the Principal for sight of the Principal's Briefings, which is appreciated.

19 **President of Student Association Report**

The Student Association President reported that NUS would support a bi-election for the role Vice President of the Student association, following Caitlin McCutcheon's resignation from the post. It was confirmed that this process should be complete by January 2020.

ACTION: An update on the recruitment of Vice President to be reported at the next meeting.

20 **Agenda items for Next Board Meeting**

The undernoted items would be added to the agenda for the next Board Meeting:

- Board input to ROA
- Transformation Plan Update
- Ambition 2025
- Climate Emergency
- SIM – Ratification of new SIM

ACTION: The Board Secretary would add the named items to the next Board Agenda.

Matters for attention from Board Committees

21

21.1 **Draft Minute, Human Resources Committee - 5 Nov 2019**

A meeting is to be scheduled with the Chair of the HR Committee, Janet Brennan, Helen Cronie, Interim Head of HR and Keith Ross, HR Consultant, to discuss items to be brought before next committee.

21.2 **Draft Minute, Remuneration Committee - 5 Nov 2019**

Items of note were covered with Section 8 of the meeting.

21.3a **Draft Minute, Audit Committee - 12 Nov 2019**

It was reported that an Internal Audit on Governance was underway, and interviews with five Board members had been scheduled with RSM.

21.3b **Audit Committee Annual Report to the Board**

The Annual Report from the Audit Committee was received, and thanks were noted for the work carried out by all staff involved.

21.4a **Draft Minute, Learning & Teaching Committee -19 Nov 2019**

21.4b **Key Points from the L&T meeting of 19 Nov 2019**

The Chair of the L&T Committee had identified the key points of the role within the draft Minute.

21.5a **Draft Minute, Finance & General Purposes Committee -19 Nov 2019**

The formatting of the document to be checked.

21.5b **Finance & General Purposes Committee Annual Report to the Board**

The Annual Report from the Finance & General Purposes Committee was received, and thanks were noted for the work carried out by all staff involved.

Matters for information

22 Board Links, Learning for Leading Scheme – Update

Update covered within Items 5.1 and 5.4.

23 Any Other Business

23.1 The Chair asked that formal thanks be noted to Ann Walsh for her work in the role of Board Secretary and wished her well for the future.

23.2 It was agreed that a facilitated, tailored Board development event, to discuss lessons learned and future developments, would be organised.

24 Date and Time of Next Meeting:

- It was agreed that an additional Board Meeting would be held on 21 January 2020, 2.00pm – 4.00pm
- Next full Board Meeting will be held on 17 March 2020

Note 1: Draft Minutes of Board and Committee meetings are not available on the College website until approved by the appropriate meeting.

Note 2: The following minutes have been approved since the last Board Meeting. These were circulated with this agenda.

- 25.1
- Approved Minute, Human Resources Committee - 12/02/19
Members noted the approved minute of the Human Resources Committee meeting of 12 February 2019
- 25.2
- Approved Minute, Board Development Committee - 04/07/19
Members noted the approved minute of the Board Development Committee meeting of 4 July 2019
- 25.3 **Confidential to Board Members Only:**
- CONFIDENTIAL Approved Minute, Remuneration Committee - 07/08/19
Members noted the approved minute of the Remuneration Committee meeting of 7 August 2019
- 25.4
- Approved Minute, Learning & Teaching Committee - 17/09/19
Members noted the approved minute of the Learning & Teaching Committee meeting of 17 September 2019
- 25.5
- Approved Minute, Finance & General Purposes Committee - 17/09/19
Members noted the approved minute of the Finance & General Purposes Committee of 17 September 2019
- 25.6
- Approved Minute, Audit Committee - 01/10/19
Members noted the approved minute of the Audit Committee of meeting 1 October 2019