

## Board of Management

Status: Approved

MINUTE OF MEETING HELD ON 23 March 2021 AT 13:00  
REMOTELY VIA MS TEAMS (BOM23.03)

Present		
Hugh Carr (Chair)	Amy Farley	Rob Orr
Eddie Black	John Henderson	Ian White
Bronwyn Brown	Delia Holland	
Janet Brennan	Sue Irving	
Joanna Campbell	Naomi Johnson	
William Dowson	Susan Livermore	
Richard Nash	Malcolm MacLeod	
In Attendance		
Alastair Brown (Item 11 only)	Scott Proctor	
Douglas Dickson	Dorothy McMinn (Note Taker)	
Lorraine Grierson	Professor Ron Hill	
Apologies		
Robbie Thomas	Ann Hill	

Item BOM23.03.1	Welcome and Apologies for Absence		
Paper No: Verbal	Lead: H. Carr	Action Requested	Note
Discussion/Noted	<p>The Chair welcomed everyone to the meeting, particularly, on behalf of the Board, EB, WD, SI, RN and MM, newly appointed members, following confirmation of appointment by Scottish Ministers, to the Board of Management.</p> <p>Apologies were offered on behalf of AH and RT.</p> <p>Professor RH, External Verifier joined the meeting.</p> <p>The Board noted that today was a COVID-19 National Day of Reflection, and that the College had marked this through social media.</p> <p>The Board noted that further information was awaited relating to EIS FELA industrial action. The first day of industrial action would take place on Thursday, 25 March 2021, with further days planned.</p>		

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Item BOM23.03.2	Declaration of Interest		
Paper No: Verbal Discussion/Noted	Lead: H. Carr	Action Requested	Note
	Members agreed to indicate declarations of interest as appropriate throughout the meeting. The Chair declared an interest in Item 9 – Chair's Appraisal and JH declared an interest in Item 8 ....		

Item BOM23.03.3	Action Log		
Paper No: BOM03.21.A Decision/ Noted	Lead: H. Carr	Action Requested	Note
	The Board noted:		
	<u>Item 3 AdminControl Access</u> – The Secretary to the Board agreed to review Board access when newly appointed members had been added.		
	<u>Item 8 Board Recruitment</u> – The recruitment process for Board membership was now complete.		
	<u>Item 9 Audit Committee Minute</u> – The action relating to the wording of the Minute was now complete.		
Action	The Secretary to the Board would carry out a further review of Board access to Admincontrol once new members had been added.		

Item BOM23.03.4	Minute of the last meeting held on 26 January 2021		
Paper No: BOM03.21.B Decision/ Noted	Lead: H. Carr	Action Requested	Discussion
	The Minute of the meeting held on 26 January 2021 was approved, with the caveat that Item 5 Chair's Business be amended to read that RT's appointment to the Board runs until August 2021 and NJ and RO had been reappointed to the Board for a period of four years.		
Action	N/A		

Item BOM23.03.5	Matters Arising		
Paper No: Verbal Decision/ Noted	Lead: H. Carr	Action Requested	Discussion
	No matters arising.		
Action	N/A		

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Item BOM23.03.6	External Effectiveness Review		
Paper No: Verbal	Lead: Professor R. Hill	Action Requested	Discussion
Decision/ Noted	<p>The Board noted that an action plan to address comments within the External Effectiveness Review had been developed. Professor H had observed meetings, carried out individual interviews and reviewed documentation to aid completion of the report. The action plan would assist the Board in understanding what was required to align with strategic objectives. It was noted that Joanna Campbell had refined a newly formatted performance report, which provided an update on the operational and financial status of the College. It was agreed that RSM, Internal Auditors, would be asked to review compliance with the Code of Good Governance. .... It was noted that the next effectiveness review would take place in 2024, however, a self-evaluation exercise should take place annually. ...</p> <p>The Board approved the report provided by Professor H and the revised action plan would be presented to the next Board meeting.</p> <p>Professor H left the meeting at 13.47.</p>		
Action	<p><b>Professor H would update the Board Action Plan and this would be re-presented at the next Board meeting.</b></p>		

Item BOM23.03.7	Chair's update		
Paper No: BOM03-21.D	Lead: H Carr	Action Requested	Discussion
Decision/ Noted	<p>The Board noted that Scottish Government had confirmed Regional Chair recruitment would not commence until after the forthcoming elections, May 2021, at the earliest. It was confirmed that the new Board members had been ratified by Scottish Government and the tenure of NJ and RO would continue for a further four year term. JB, RF and KM had resigned from the Board and thanks were offered for their contribution to the Board and Committees during time with the College.</p> <p>RF had acted as Senior Independent Member (SIM) and DH provided detail of what the role entailed. The Secretary to the Board would circulate information relating to the role of the SIM to members. The Board agreed to the appointment of JH as Interim SIM and members would be asked to note their interest in the role of SIM moving forward. If more than one member noted interest, the process would move to a poll to successfully recruit. It was noted that JB acted as Equality and Diversity Champion and members were asked to note their interest in this role.</p> <p>The Board discussed the appointment of GB, Director of Skills, Education and Learning, Dumfries and Galloway Council and agreed that Ms B would be asked to join the Board from 1 April 2021 for a period of three years. The</p>		

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Chair confirmed that the Scottish Government had approved her appointment.

The Board discussed the remit of the various College Board Committees. It was agreed to review Committee Terms of Reference and how individual committees interacted with each other and committee focus would be at strategic level rather than operational. The Board agreed to pause the Learning and Teaching Committee for one meeting only and this would allow time for a review of the Committee with JC and DD. Further, the Board agreed that full Board meetings would remain quarterly, rather than move to six weekly meetings. The remainder of committees would remain as is.

It was agreed that the Learning and Teaching Committee would be added to the Committee Membership table contained at Item 26 of the Chair's Report.

DH stated that it was proving difficult to appoint Committee Chairs' and encouraged members to step forward. It was considered useful having the Chair of the Finance Committee as a member of the Remuneration Committee and DH requested that this be added. The Board noted that M M agreed to Chair the Learning and Teaching Committee moving forward. EB left the meeting at 13:55. SL left the meeting at 14.30.

### Action

- The Secretary to the Board would circulate appropriate SIM information to all members and the appointment of a new SIM would progress.
- The Chair would approach GB to invite to join the Board as of 1 April 2021.
- The Learning and Teaching Committee would be paused for one meeting and the Secretary to the Board would inform members of said committee. Further, the Learning and Teaching Committee detail would be added to the Committee Membership table. MM to be formally invited to act as Chair to the Learning and Teaching Committee.

Item BOM23.03.8	Principal's Update		
Paper No: BOM03.21.E	Lead: J Campbell	Action Requested	Discussion
Decision/ Noted	<p>The Board noted the content of the newly refined Performance Report, which had been developed by JC, being a combination of Principal and Vice Principal updates. Redacted – confidential to the board ...</p> <p>Eddie Black rejoined the meeting at 15:00</p>		

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Action	The Executive Team would present an Ambition 2025 Outturn report during July 2021. ...
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Item BOM23.03.9	Chair's Appraisal		
Paper No: BOM03.21.F	Lead:	Action Requested	Noting
Decision/ Noted	The note taker was not present for this item. Confidential minute taken by Secretary to the Board.		
Action			

Item BOM23.03.10	Strategic Risk Registers		
Paper No: BOM03.21.G	Lead: L. Grierson	Action Requested	Noting
Decision/ Noted	<p>It was confirmed that College Strategic and COVID Risk Registers were regularly presented to the Senior Leadership Team for review. The Registers were also presented to the appropriate Committees for review. The following comments were noted:</p> <p>Item 3.1 – had been adjusted and lowered to an amber Rating.</p> <p>WDput forward the following comments:</p> <p>Item 3.2 –cyber was considered a significant risk and should be included within Business Continuity.</p> <p>Item 2.6 –Blended Learning should be detailed within this item.</p> <p>Diversity Inclusion was not mentioned specifically should be included as an item.</p> <p>Lack of SQA guidance was considered a fundamental risk.</p> <p>Item 3.8 – Dumfries and Galloway region had announced Carbon Zero by 2025, with the College quoting by 2030. This date did not align with the regional ambition.</p> <p>Item 2.1 – Climate related funding, financial sustainability may link.</p> <p>Item 1.2 – BREXIT, do not understand the link.</p> <p>The Board agreed that an offline horizon scanning exercise would take place. LG is refreshing the risk register format with internal auditors.</p>		
Action	The Board would review all risks contained within the Strategic Risk Register to ensure clarity.		

Item BOM23.03.11	Marketing Update		
Paper No: BOM03.21.H	Lead: A. Brown	Action Requested	Noting

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Decision/ Noted	<p>AB Director of Marketing and Commercial Services joined at 15.50.</p> <p>The Board noted the marketing update provided by AB with key items being:</p> <ul style="list-style-type: none"> <li>➤ Lead the Marketing Team to engage with external partners around the implementation of the College re-brand, scheduled for launch on 12 April 2021.</li> <li>➤ Conduct a GAP analysis, to ascertain what resource was required to best sell the College services.</li> <li>➤ Review the department strategy.</li> <li>➤ Commercial Services delivery within current COVID guidance.</li> <li>➤ Full review of website content. It was noted that the information contained within the Governance page was outdated and this was being reviewed.</li> <li>➤ Improve brand marketing.</li> <li>➤ Improved internal and external communications. ...</li> </ul> <p>AB left the meeting. JB and JH left the meeting at 16:00.</p>
Action	N/A

Item BOM23.03.12	Finance and General Purpose Committee Minute		
Paper No: BOM03.21.1	Lead: H. Carr	Action Requested	Noting
Decision/ Noted	The Board noted the content of the F&GP Committee Minute.		
Action	N/A		

Item BOM23.03.13	Learning and Teaching Committee Minute		
Paper No: BOM03.21.1	Lead: D. Holland	Action Requested	Noting
Decision/ Noted	The Board noted the content of the L&T Committee Minute. MM had agreed to act as Chair to the Committee and DH and MM would meet to discuss chairmanship of the meeting.		
Action	The Executive support would schedule a meeting for DH and MM.		

Item BOM23.03.14	Human Resources Committee Minute		
Paper No: BOM03.21.1	Lead: J. Brennan	Action Requested	Noting
Decision/ Noted	The Board noted the content of the HR Committee Minute.		

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	Formal thanks were noted to SL on the preparation of the Equalities and Diversity Report. It was agreed that going forward, there would be less use of acronyms within Board documentation.
Action	N/A

Item BOM23.03.15	Remuneration Committee Minute (Confidential)		
Paper No: BOM03.21.I	Lead: D. Holland	Action Requested	Noting
Decision/ Noted	The Board noted the content of the Remuneration Committee Minute. NJ left the meeting at 16:30 EB left the meeting at 16:35		
Action	N/A		

Item BOM23.03.16	Audit Committee Minute		
Paper No: BOM03.21.I	Lead: N. Johnson	Action Requested	Noting
Decision/ Noted	The Board noted the content of the Audit Committee Minute. The challenges within the Audit Committee were noted and an action plan had been developed. The Secretary to the Board would include SP in conversations with auditors.		
Action	The Secretary of the Board to include SP in auditor discussions.		

Item BOM23.03.17	Any Other Business		
Paper No: Verbal	Lead: H. Carr	Action Requested	Noting
Decision/ Noted	<p><u>Staff Contact</u>: It was agreed that Board members wishing to contact members of staff should contact the Secretary to the Board in the first instance.</p> <p><u>Think piece</u>: The Chair advised that a schedule of formal “think piece” sessions with external stakeholders was being developed and further information would be circulated to Board members.</p>		
Action	N/A		

**Date of Next Meeting**                      *The next Board of Management Meeting is scheduled for 8 June 13:00 hrs.*