



# Dumfries and Galloway College

One step ahead

## Board of Management

Status: Approved

MINUTE OF MEETING HELD ON 8 JUNE 2021 AT 13:00  
REMOTELY VIA MS TEAMS (BOM06.21)

Present		
Hugh Carr (Chair)	John Henderson	Professor Malcolm MacLeod
Gillian Brydson	Ann Hill	Richard Nash
Bronwyn Brown	Delia Holland	Rob Orr
Joanna Campbell	Sue Irving	Robbie Thomas
Will Dowson	Naomi Johnson	Ian White
Amy Farley	Susan Livermore	
In Attendance		
Douglas Dickson	Dorothy McMinn (Note Taker)	
Lorraine Grierson	Scott Proctor	
Apologies		
Andy Glen	Eddie Black	

Item 1	Welcome and Apologies for Absence		
Paper No: Verbal	Lead: H. Carr	Action Requested	Note
Discussion/Noted	The Chair welcomed everyone to the meeting, particularly G Brydson attending her first Board Meeting.		
	Apologies were received on behalf of E Black and A Glen.		

Item 2	Declaration of Interest		
Paper No: Verbal	Lead: H. Carr	Action Requested	Note
Discussion/Noted	Members agreed to indicate declarations of interest as appropriate throughout the meeting.		

Item 3	SIM and Vice Chair Nominations		
Paper No: Verbal	Lead: L. Grierson	Action Requested	Note
Discussion/Noted	It was noted that as a result of D H and J H retiring from the Board of Management, self-nominations for the post of Senior Independent Member (SIM) and Vice Chair had been called for. One self-nomination was received for the post of SIM and the appointment of W D to the post was approved. No self-nominations for the position of Vice Chair had been received and it was noted that this was not a statutory requirement. S I agreed to act as Chair to the Remuneration Committee and A H would join as an additional member of the Remuneration Committee.		
Decision	Board members approved the SIM appointment.		
Action	The Secretary to the Board would update membership details to reflect the appointment of W D as SIM, S I as Chair to the Remuneration Committee and A H as an additional member of the Remuneration Committee.		

# Board of Management

<b>Item 4</b>	<b>Action Log</b>		
Paper No: BOM03-21-A	Lead: H. Carr	Action Requested	<b>Note</b>
Discussion/Noted	<p>The Secretary to the Board provided members with an update to items contained within the Action Log:</p> <p>Item 1 Admincontrol: Members' access would be reviewed by the Secretary to the Board.</p> <p>Item 2 Board Action Plan: This item was ongoing.</p> <p>...</p> <p>Item 10 Strategic Risk Register: A full review of this document was being carried out and this would be discussed later in the meeting.</p>		
Decision	The Board noted the outstanding items contained within the Action Log		
Action	The Secretary to the Board to review Admincontrol access.		
<b>Item 5</b>	<b>Minute of the last meeting held on 23 March 2021</b>		
Paper No: BOM03-21-B	Lead: H. Carr	Action Requested	<b>Discussion</b>
Discussion/Noted	<p>The Minute of the meeting held on 23 March 2021 was approved, with the following amendments:</p> <ul style="list-style-type: none"> <li>➤ S L left at 14.30 not Sue I.</li> <li>➤ The incorrect spelling of Professor M's first name on Page 11 to be corrected.</li> </ul>		
Decision	Minute approved		
Action	D M would amend the draft Minute of 23 March 2021 to reflect the required amendments.		
<b>Item 5.1</b>	<b>Confidential Minute of the meeting 23.03.2021</b>		
Paper No: BOM0621-C	Lead: H. Carr	Action Requested	<b>Discussion</b>
Discussion/Noted	The confidential Minute of the meeting held on 23 March 2021 was approved.		
Decision	Minute Approved		
Action	N/A		
<b>Item 6</b>	<b>Matters Arising</b>		
Paper No: Verbal	Lead: H. Carr	Action Requested	<b>Discussion</b>
Discussion/Noted	No matters arising.		
Decision			
Action	N/A		
<b>Item 7</b>	<b>Chair's Report</b>		
Paper No: BOM03-21-D	Lead: H. Carr	Action Requested	<b>Discussion</b>
Discussion/Noted	<p>The Board noted the content of the Chair's Report. In addition, the Chair highlighted:</p> <p><u>Ministerial Appointments</u> Colleges Scotland would seek a meeting with newly appointed MSPs at the earliest opportunity.</p>		

# Board of Management

## Board Membership

The recruitment process for a new permanent Chair would commence in early July 2021 and HC and JC would join the recruitment panel.

It was noted that R T, D H, and J H would retire from the Board. The Chair offered thanks for the support during their time with the Board.

Due to the retirement of several members, consideration would be given to a further recruitment campaign for non-executive members in September. N J asked for consideration to be given to the skill set required to join Audit Committee in order to replenish numbers.

It had previously been suggested that N J join the Learning & Teaching Committee, however, it was agreed that she would focus on the Audit Committee matters.

New Board members were invited to provide feedback on the College induction process, and this should be forwarded to the Secretary to the Board. A H asked that induction for new members to Committee be a key focus with consideration for mentorship, and recommended CDN online training which was available.

## Colleges Scotland

A College Sector Statement of Ambition had been drafted (copy available on Admincontrol) and Colleges Scotland were keen for College Boards to have an opportunity to comment prior to launch in August/September 2021. It was agreed that any comments would be forwarded to the Secretary to the Board.

## Board Development

It was noted that the proposed Board Development Day had been postponed until later in the year and a doodle poll would be circulated in due course, to establish potential dates at the end of August, early September. The theme would be Team Working and focus on the EER review/action plan. It was expected that the day would be face to face rather than online and ..., would support the event, as well as input being provided from SFC.

## EER Action Plan

Work was continuing on the EER Plan.

Decision

The content of the Chair's Report was noted

Action

- Comments relating to the content of the College Sector Statement of Ambition would be provided to the Secretary to the Board.
- The Secretary to the Board would circulate a doodle poll to establish the preferred date for a Board Development Day.

<b>Item 8</b>	<b>Principal's Report</b>		
Paper No: BOM03-21-E	Lead: J. Campbell	Action Requested	<b>Discussion</b>
Discussion/Noted	Redacted – confidential to the board ...		
Decision	The content of the Principal's Report was noted		
Action	➤ ...		

<b>Item 9</b>	<b>Strategic Risk Register/COVID-19 Risk Register</b>		
Paper No: BOM03-21-F	Lead: L. Grierson	Action Requested	<b>Discussion</b>
Discussion/Noted	It was reported that a full review of the Strategic and COVID Risk Registers was taking place. The Secretary to the Board was conducting a review as to how others in the		

# Board of Management

sector report risks to their Board. S I asked that amendments to risks be accompanied by explanatory narrative in the paper so that members have a clear understanding of the reasons and mitigations.

Page 7, Risk 3.4: the narrative attached to this risk was incorrect and should be corrected.

Discussion centred around ownership of the registers and the need to avoid duplication and repeat discussions. N J suggested there needed to be a template that works for staff and Board and ensure the content was relevant and up to date and a clear process for discussion. W D suggested that the Board formally delegates the management of the risk registers to the Audit Committee, and key focus will be provided at the Board meeting for discussion. Focus should be on “red” risks and ensuring appropriate action was being taken. The use of a structured template moving forward was agreed. N J advised that a new format document would be available for the next Audit Committee ensuring the content was correct and discussed in the right way. It was suggested that guidelines on how risks were dealt with be made available to members, i.e. if a risk becomes “green” would this be removed from the register? H C, W D, L G, A H, N J, and S P would work together to carry out a fundamental review of the College Risk Registers.

Professor M M noted that a number of people were assigned to each risk which could cause confusion around who owns the risks. Professor M suggested that consideration be given to reportage during the review, to ensure a clear line of responsibility.

W D considered that the Board dealt with items that were too operational and asked for a review of Terms of Reference to bring discussion to a strategic level. The Terms of Reference would be circulated as part of the review.

S I and J C agreed with N J’s proposal.

R N asked that the timings of Board/Committee meetings be considered in the Terms of Reference, to ensure that the timings worked for the Executive Team.

...

Decision	<p>The Risk Register to be managed by Audit Committee and key areas brought to Board for discussion.</p> <p>The Terms of Reference to be included as part of the review and delegation of tasks and Committee authority be outlined clearly in the Terms of Reference to ensure no cross-over to the Board.</p>
Action	<p>The content of the Risk Register report was noted and it was agreed that a working group be established to carry out a fundamental review of the Strategic Risk Register.</p> <p>The Secretary to the Board to provide templates for consideration.</p>

<b>Item 10</b>	<b>Secretary to the Board Update</b>		
Paper No: BOM03-21-G	Lead: L. Grierson	Action Requested	<b>Discussion</b>
Discussion/Noted	<p>The Secretary to the Board updated the Board as follows:</p> <p><u>Review of Code of Good Governance</u></p> <p>A review of the Code of Good Governance had been undertaken and was presented to the Good Governance Steering Group (GGSG) at its recent meeting. The changes were yet to be approved by GGSC and it was expected that approval would be sought at the September 2021 meeting. It was noted that the implementation of two Trade Union Reps as members of the Board would take up to 12 months to implement. Code of Practice for Ministerial Appointments to Public Bodies in Scotland and, the Ethical Standards Commission for Scotland Code of Conduct were still pending review. It had been recommended that External Evaluation Reviews (EER) take place every 5 years rather than every 3 years, and it was noted that the Board of Management disagreed with a 5-year timescale for EERs and that more frequent peer review or</p>		

# Board of Management

external review should be carried out.

## College Development Network (CDN) Governance Hub

The Governance Hub was currently under review. There is an events page within the Hub and members were asked to advise the Secretary to the Board of any events in which they would be interested. It was confirmed that induction programme dates would be confirmed to Board members in due course. CDN are conducting research into governance roles as these vary across the sector. In the first instance, a governance professional questionnaire would be provided to Board Secretaries.

## 2021/22 Board Calendar Schedule

A draft Board Calendar Schedule had been circulated for consideration and approval. N J asked that a timeline be set to produce Board/Committee Minutes.

R N confirmed that the next Finance Committee was scheduled for 1 July 2021.

Decision
Action

**The content of the Secretary to the Board's Report was noted.**

<b>Item 11</b>	<b>Workforce 2025</b>		
Paper No: BOM03-21-H	Lead: J. Campbell	Action Requested	<b>Noting</b>
Discussion/Noted	Redacted - confidential to the board ...		
	R Orr left the meeting at 3.00pm. G Brydson left the meeting at 3.15pm.		
Decision	The Board of Management provided endorsement of the direction of travel for Workforce 2025.		
Action	<b>The content of the Workforce 2025 report was noted.</b>		

<b>Item 12</b>	<b>Performance Report</b>		
Paper No: BOM03-21-I	Lead: J. Campbell	Action Requested	<b>Noting</b>
Discussion/Noted	Redacted - confidential to the board ...		
Decision			
Action	<b>The content of the Performance Report was noted.</b>		

<b>Item 12</b>	<b>Audit Committee Minute</b>		
Paper No: BOM03-21-I	Lead: N. Johnson	Action Requested	<b>Noting</b>
Discussion/Noted	The Chair of the Audit Committee provided a verbal update to Board members. The draft Minute of the last Audit Committee was not available and would be included in the agenda for the next Board of Management meeting.		
	It was reported that discussion had centred around key areas:		
	<ul style="list-style-type: none"> <li>➤ Draft internal audit plan</li> <li>➤ Asset Management</li> <li>➤ Strategic Risk Registers</li> </ul>		
	It was noted that much of the available information regarding assets was recorded on spreadsheets rather than other systems.		
	It was clear to see that policies and procedures were in place, and N J reiterated the		

# Board of Management

	importance of ensuring the policies and procedures were compliant.
	N J left the meeting at 3.45pm.
Decision	
Action	<b>ACTION: To be included on the next agenda.</b>

<b>Item 13</b>	<b>Any Other Business</b>		
Paper No: Verbal	Lead: H. Carr	Action Requested	<b>Noting</b>
Discussion/Noted	<p>W D asked whether the Student Association Representatives wished to provide an activity update to the Board. A F reported that it had been a very tough year for students, and everyone was trying to reach the end of the year. Elections for Student Association President and Vice President had taken place, with A F being elected President and there would also be two new Vice Presidents.</p> <p>A H appreciated the new format of reportage and commended the Executive Team.</p> <p>D H, R T and J H thanked colleagues for their support during their term of office and for the opportunity to serve on the Board.</p>		
Action	N/A		

**Date of Next Meeting**                      *The next Board of Management Meeting is scheduled for tbc*