



BOARD OF MANAGEMENT 16.12.21

Status: Approved

MINUTE OF MEETING HELD ON 16 DECEMBER 2021 AT 15:00hrs - REMOTELY VIA MS TEAMS (BOM12.21)

Present:		
Hugh Carr (Chair)	Ann Hill	Professor Malcolm McLeod
Eddie Black	Danielle Hughes	Richard Nash
Joanna Campbell	Sue Irving	Ian White
Will Dowson	Naomi Johnson	
Amy Farley	Susan Livermore	
In attendance:		
Billy Currie (prior to meeting proper)	David Eardley (Azets)	Dorothy McMinn (Note Taker)
Douglas Dickson	Scott Proctor	Lorraine Grierson
Apologies:		
Rob Orr	Gillian Brydson	

Item 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, and apologies were offered on behalf of Gillian Brydson and Rob Orr.</p> <p>The Head of Corporate Services joined the meeting to apprise members of the College's recent success at the College Development Network (CDN) awards, where Dumfries and Galloway College had won the prestigious environmental Sustainability Action Award and thanked both staff and students for their support. The Board congratulated College staff on their success.</p> <p>The Head of Corporate Services left the meeting.</p>		

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	Vice Chair Nominations		
Paper No: Verbal	Lead: L. Grierson	Action Requested	Note
Discussion/Noted	<p>It was reported that no nominations had been received for the position of Vice Chair to Board of Management or Chair of the Audit Committee. Following discussion, members accepted HC's offer to fulfil both of these roles on the appointment of a new Chair to Board of Management until the end of his tenure in July 2022.</p>		
Decision	<p>H Carr agreed to act as Vice Chair to the Board of Management and Chair of the Audit Committee on the new Chair's appointment until July 2022.</p>		

Action The Secretary to the Board to formally progress the agreed action in due course.

Item 4	Action Log		
Paper No: BOM12-21-A	Lead: L. Grierson	Action Requested	Note
Discussion/Noted	The Secretary to the Board confirmed that actions were complete. Further, it was confirmed that the College's Values Project would be presented to the January 2022 Board of Management Meeting and would be facilitated by Action Provocateurs.		
Decision	Action Provocateurs to present progress on the College's Values Project at the next Board of Management Meeting.		
Action	The Secretary to the Board would ensure this item was added to the January 2022 Agenda.		

Item 5	Minute of the last meeting held on 28 October 2021		
Paper No: BOM12-21-B	Lead: H. Carr	Action Requested	Discussion
Discussion/Noted	The Minute of the meeting held on 28 October 2021 was approved.		
Decision	Members approved the Minute of the Meeting held on 28 October 2021.		
Action	No action required.		

Item 6	Matters Arising		
Paper No: Verbal	Lead: H. Carr	Action Requested	Discussion
Discussion/Noted	No matters arising.		
Decision	N/A		
Action	N/A		

Item 7	External Audit Annual Report		
Paper No: BOM12-21-C	Lead: D. Eardley	Action Requested	Approval
Discussion/Noted	<p>It was noted that 2020/21 was the penultimate year of the audit contract with AZETS.</p> <p>The Audit Report presented aligned with the College's Annual Accounts and had been discussed at the recent Audit Committee. It was confirmed that following final checks, the College's Annual Accounts would be e-signed. It was reported that the accounts had achieved unqualified opinions across the relevant areas. Once the accounts had been signed off by the Board of Management, they would be authorised by AZETS.</p> <p>The accounts would be emailed to the Chair and Principal for e-signature and forwarded to AZETS for authorisation.</p>		
Decision	A final check of the College's accounts would take place and AZETS would arrange for the final version to be emailed to individuals for e-signature.		
Action	DE would progress the distribution of the final accounts for e-signature.		

Item 8	Financial Statements		
Paper No: BOM12-21-C	Lead: S. Proctor	Action Requested	Approval

Discussion/Noted	<p>The Vice Principal, Finance and Commercial Services thanked the Head of Finance and Finance team for the work undertaken to complete the financial statements.</p> <p>The statements referenced sustainability and financial planning, with the risk around continued funding and timing of funding (annual rather than longer term) being included.</p> <p>It was agreed that SP and DE would progress the following amends:</p> <ul style="list-style-type: none"> • Further formatting and spell check of the full document would be carried out and page numbers for financial statements to be checked. • Pages 8 and 12: credit numbers should align, and descriptor given. • Page 17: The statement advised that copy documentation could be viewed on AdminNet should be revised as this statement would mean little to the general public. • Page 19: Board member, EB, start date to be verified. • Page 33: Salary bandings to be included <p>The Board of Management formally endorsed the Financial Statements and provided approval for signature of the annual accounts.</p>
Decision	The Financial Statements were duly approved by Board of Management.
Action	SP/DE agreed to progress any amendments to the documentation and request an e-signature from the Chair and Principal in due course.

Item 8.1	Letter of Representation		
Paper No: BOM12.21-D1	Lead: S. Proctor	Action Requested	Approval
Discussion/Noted	It was noted that a standard Letter of Representation had been provided by AZETS, which was authorised by Board of Management. This would be e-signed by the Chair and Principal.		
Decision	The Letter of Representation was duly approved by Board of Management.		
Action	SP/DE would arrange for the Letter of Representation to be e-signed by the Chair and Principal.		

Item 8.2	Audit Annual Report		
Paper No: BOM12.21-D2	Lead: N. Johnson	Action Requested	Approval
Discussion/Noted	<p>The Chair of the Audit Committee introduced the Audit Committee Annual Report, which provided detail of committee activity in the last year. It was noted that the Report had been presented to the Audit Committee and it was agreed that good progress on actions had been made and that the report was a fair reflection of activities carried out.</p> <p>DE left the meeting at 15:40 hrs.</p>		
Decision	Board of Management approved the Audit Committee Annual Report for 2020/21.		
Action	N/A		

Item 9	Committee Terms of Reference for all Committees / Mapping		
Paper No: BOM12.21-E	Lead: L. Grierson	Action Requested	Approval
Discussion/Noted	<p>The Secretary to the Board confirmed that each Board Committee had carried out a formal review of their Terms of Reference and the revised Terms of Reference had been presented and endorsed by individual Committees.</p> <p>It was agreed that “Corporate Parenting” would sit within the Learning & Teaching Committee rather than the Finance and General-Purpose Committee.</p>		

	Approval of the revised Terms of Reference was sought from Board of Management.
Decision	The Board of Management provided approval for the Committee Terms of Reference.
Action	The Secretary to the Board would ensure that “Corporate Parenting” was incorporated into the Learning and Teaching Committee.

Item 10	Strategic Risk Register		
Paper No: BOM12.21-F	Lead: L. Grierson	Action Requested	Approval
Discussion/Noted	<p>It was reported that the Strategic Risk Register detailed ten risks to the College, with three being amber or above. Three risks had been assigned to the Board of Management:</p> <p>Risk 1 Failure of College strategy to meet the needs of the Dumfries and Galloway Region and/or national priorities</p> <p>Risk 5 Business Continuity Incident – e.g., Fire, MIS failure, Failure of Emergency procedures, Threats to Health</p> <p>Risk 6 Failure to meet regulatory obligations</p> <p>There had been one amendment, to Risk 3 (Failure to Achieve Institutional Sustainability), which had reduced in grading.</p> <p>Discussion centred around risk appetite, and it was agreed that there is some subjectivity around the risks, and it was important that members understand the risks that sit behind the ratings. It was agreed that the Executive Leadership Team would re-visit risk analysis and include management definitions to explain risks and mitigations. This would be further discussed at the next Board meeting.</p> <p>RN felt that Risk 1 should be graded lower because of the work being carried out regionally with partners. It was agreed to reduce likelihood and increase impact.</p> <p>WD suggested the inclusion of Omicron variant to Risk 5, and it was agreed that this would be clarified, and a monthly snapshot provided.</p>		
Decision	The content of the Risk Register report was noted. The Executive Team would review risks and provide management definitions to give a better understanding of the risk behind the grading.		
Action	The Secretary to the Board would make suggested amends to the register and add further discussion of the Risk Register to the next Board Agenda.		

Item 11	Chair’s Report		
Paper No: BOM12.21-G	Lead: H. Carr	Action Requested	Discussion
Discussion/Noted	<p>The Board noted the content of the Chair’s Report. In addition, the Chair highlighted:</p> <ul style="list-style-type: none"> • RO had tendered his resignation from the Board of Management • Individual Board appraisals were now underway. • Board recruitment would go live week commencing 20 December 2021 and would be facilitated by Aspen People. 		
Decision	The content of the Chair’s Report was noted.		
Action	N/A		

Item 12	Principal's Report (Confidential Verbal update re Workforce 2025 for non-executive members only)		
Paper No: BOM12.21-H	Lead: J. Campbell	Action Requested	Discussion
Discussion/Noted	The report provided an update on strategy and partnership opportunities, since the last update on 28 October 2021. Redacted – confidential to the Board ...		
Decision	The content of the Principal's Report was noted		
Action	N/A		

Item 13	Performance Report		
Paper No: BOM12.21-I	Lead: J. Campbell	Action Requested	Discussion
Discussion/Noted	The report provided an update on progress towards Ambition 2025 and Strategic Objectives. Redacted – confidential to the board ...		
Decision	The content of the Performance Report was noted		
Action	N/A		

Item 14	Appraisals (Confidential for Board Members only)		
Item 14.1	Chairs Appraisal (Confidential for Board Members only)		
Paper No: BOM12.21-J	Lead: W. Dowson	Action Requested	Discussion
Discussion/Noted	Chair of Board of Management, DD and SP left the meeting for this item to be read – 17:24 hrs. This is minuted in a confidential paper.		
Item 14.2	Principal's Appraisal (Confidential for Board Members only)		
Paper No: BOM12.21-K	Lead: H. Carr	Action Requested	Discussion
Discussion/Noted	The Principal left the meeting at this point and this is minuted in a confidential paper.		

Item 15	Revised Salary Structure for Senior Staff – (Confidential to Board Members only)		
Paper No: BOM12.21-L	Lead: S. Irving	Action Requested	Noting
Discussion/Noted	This item to be read at the end of the meeting alongside the confidential Remuneration Committee minutes.		

Item 16	Committee Minutes		
Item 16.1	Finance and General-Purpose Committee Minute		
Paper No: BOM12.21-M	Lead: R. Nash	Action Requested	Noting
Discussion/Noted	<p>The Chair of Finance and General-Purpose Committee provided an update to Board members. Key areas:</p> <ul style="list-style-type: none"> • The Audit Committee had endorsed the Annual Audit Report. • ... • Positive commercial income reported. • Efficiency savings being explored. • A new Summary Contribution Report had been introduced to provide additional departmental detail relating to contribution. • A first draft Digital Transformation Roadmap had been developed, however, required further work. • Facilities: pushing for Net Zero ahead of 2030 target. • AK, HR Consultant had provided his first HR update, and a few minor changes are required. 		
Decision	The update provided by the Chair of the F&GP Committee was noted.		

Action	N/A		
Item 16.2	Learning and Teaching Committee (L&T) Minute		
Paper No: BOM12-21-N	Lead: M. McLeod	Action Requested	Noting
Discussion/Noted	<p>The Chair of L&T Committee provided an update to Board members. It was noted that:</p> <ol style="list-style-type: none"> 1. The work of L&T is bedding down, with lots of opportunity for discussion. 2. Use of data had been discussed to provide a better appreciation of what is being done to get the College on front foot and to identify mitigation actions required. 3. Risk Register: Considerable discussion had taken place on the three risks assigned to the L&T Committee and had provided clarity on the direction of travel. 4. Draft Minute – IW had been in attendance not apology. 		
Decision	The update provided by the Chair of the L&T Committee was noted.		
Action	The Secretary to the Board would have Ian White noted as being in attendance.		
Item 16.3	Audit Committee Minute		
Paper No: BOM12-21-O	Lead: N. Johnson	Action Requested	Noting
Discussion/Noted	<p>The Chair of the Audit Committee provided an update to Board members. It was reported that:</p> <ul style="list-style-type: none"> • Two internal reports had been completed - Further Education Statistic Report and Student Support Funds. • ... • External Audit – It was noted that this was AZETs penultimate year acting as External Auditors for the College and new external auditors will be appointed by Audit Scotland. <p>All executive leaders and executive members left the meeting at 17.54 hrs.</p>		
Decision	The update provided by the Chair of the Audit Committee was noted.		
Action	N/A		
Item 16.5	Confidential Minutes – Remuneration Committee (Board Members only)		
Paper No: BOM12.21-Q	Lead: S. Irving	Action Requested	Noting
Discussion/Noted	<p>The Chair of Remuneration Committee provided a verbal update to Board members in respect of the new Senior Staff Pay and Performance Policy ... It was noted that much consideration had been given to the Policy, details of which were outlined to members. It was advised that the policy will be reviewed every 3 years at which point, the benchmarking of salaries would take place. Members were asked to ratify this process, the Policy..., which they did.</p>		
Decision	N/A		
Action	N/A		
Item 16.5.1	Confidential Minute Remuneration Committee (Board Members only) 7/10/21		
Paper No: BOM12.21-Q1	Lead: S. Irving	Action Requested	Noting
Discussion/Noted	<p>The Chair of Remuneration Committee provided a verbal update to Board members as per above.</p>		
Decision	N/A		
Action	N/A		
Item 16.5.2	Confidential Minute Remuneration Committee (Board Members only) 27/10/21		

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Item 5
BOM01.22-C

Paper No: BOM12.21-Q2	Lead: S. Irving	Action Requested	Noting
Discussion/Noted	The Chair of Remuneration Committee provided a verbal update to Board members as per above.		
Decision	N/A		
Action	N/A		

Item 16.5.3	Confidential Minute Remuneration Committee (Board Members only) 7/10/21		
Paper No: BOM12.21-Q3	Lead: S. Irving	Action Requested	Noting
Discussion/Noted	The Chair of the Remuneration Committee provided a verbal update to Board members as per above.		
Decision	N/A		
Action	N/A		

Item 17	Any Other Business		
Paper No: Verbal	Lead: H. Carr	Action Requested	Noting
Discussion/Noted	It was noted that an onboarding process for the new Chair to the Board of Management was being developed and early link up with key stakeholders would be included. RN requested that strong supporting mechanisms be put in place for new Non-Executive Members to the Board of Management. RN asked Student Association Board members if there were any items they wished to raise? No items raised at this meeting.		
Decision	N/A		
Action	The Secretary to the Board would provide an update on progress around the onboarding process as appropriate.		

Date of Next Meeting

The next Board of Management Meeting is scheduled for 27 January 2022 at 15:00hrs