BOARD DEVELOPMENT COMMITTEE 04.05.22

MINUTE OF MEETING HELD ON 4 MAY 2022 AT 16:00

Present	
Hugh Carr	Will Dowson
Caroline Stuart	Malcolm MacLeod
In Attendance	
Dorothy McMinn (Secretariat)	
Apologies for absence	
Lorraine Grierson	Danielle Hughes

Item **1**	**Welcome and Apologies for Absence**		
Verbal	Lead: H. Carr	Action Requested	**Note**
Discussion	The Chair welcomed everyone to the meeting and apologies were offered on behalf of the Secretary to the Board and Student member.		
Decision	N/A		
Action	N/A		

Item **2**	**Declaration of Interest**		
Verbal	Lead: H. Carr	Action Requested	**Note**
Discussion	No declarations of interest were received.		
Decision	N/A		
Action	N/A		

Item **3**	**Action Log**		
Paper No: BDC05.22-A	Lead: C. Stuart	Action Requested	**Note**
Discussion	It was noted that the Equality and Diversity report would be presented to the next Board of Management (BOM) meeting. All other actions were noted as complete.		
Decision	The Equalities and Diversity Officer would present the report to BOM.		
Action	The Secretary to the Board would ensure that the Equality and Diversity Report was added as an item to the next BOM Meeting Agenda.		

BOARD DEVELOPMENT COMMITTEE
MINUTE OF MEETING HELD ON 04 MAY 2022 AT 16:00

Item **4**	Minute of the last meeting 9 March 2022		
Paper No: BDC05.22-B	Lead: C. Stuart	Action Requested	**Note**
Discussion	The Minute of the meeting held on 9 March 2022 was approved.		
Decision	N/A		
Action	N/A		

Item **5**	Matter Arising		
VERBAL	Lead: C. Stuart	Action Requested	**Approval**
Discussion	No matters arising		
Decision	N/A		
Action	N/A		

Item **6**	Induction Plan		
Paper No: BDC05.22-C	Lead: C Stuart	Action Requested	**Note**
Discussion	An induction plan was being developed for newly appointed Board members and the Secretary to the Board and Executive Office would schedule meetings with key staff members as appropriate. It was confirmed that: • CDN Board training would be available. • New members would be invited to attend a special Board Meeting scheduled for 27 May 2022. • It was agreed that new and existing Board members participate in DGC Cyber Training, which was mandatory for all staff. • The Chair of the Finance Committee would meet with all new members as part of their induction, to discuss the financial model and position of the College. • The Secretary to the Board would circulate a full induction pack to new members. • The Secretary to the Board would collate biographies, including photographs, for all new members. • A mop up session would take place in the Autumn, at which time members would be asked for any feedback/observations on the induction process.		
Decision	It was agreed that the Secretary to the Board and Executive Office would progress completion of the DGC induction plan for new members.		
Action	The Secretary to the Board and Executive Office would arrange and monitor completion of the induction process.		

Item **7**	Skills Audit, Committee Membership and Terms of Appointment		
Paper No: BDC05.22-D	Lead: C Stuart	Action Requested	**Note**
Discussion	Confidential to members only.		
Decision	It was agreed that the Chair would progress the suggested changes to DGC Committee membership.		

BOARD DEVELOPMENT COMMITTEE
MINUTE OF MEETING HELD ON 04 MAY 2022 AT 16:00

Action	The Chair and Secretary to the Board would progress suggested revisions to Committee membership and vacancy nomination process.

Item 8	Board and Committee Evaluation		
Paper No: BDC05.22-E	Lead: C Stuart	Action Requested	**Note**
Discussion	It was reported that an annual report for committees would be developed around evaluation. The recently completed survey following Board Evaluation would be added to the Agenda for the June BOM meeting. A meeting would be scheduled later in the year for further discussion. The purpose of reportage, i.e., discussion, approval, noting, for information was discussed and it was agreed that clarity should be given to all members, enhancing the general understanding of what is taking place. It was agreed that all Board and Committee documentation would be published seven days prior to the meeting and any late papers would not be circulated.		
Decision	It was agreed that the Board Evaluation Survey would be added as an Agenda item to the next Board Meeting.		
Action	The Secretary to the Board would ensure that the Board Evaluation Survey was added to the next BOM Agenda.		

Item 9	Code of Good Governance Checklist		
Paper No: BDC05.22-G	Lead:	Action Requested	**Note**
Discussion	It was agreed that this item would be further discussed in September 2022.		
Decision	The Code of Good Governance Checklist would be the subject of discussion at the September 2022 BOM Meeting.		
Action	The Secretary to the Board would ensure that this item was added to the September BOM Agenda.		

Item 10	External Effectiveness Review – Action Plan update		
Paper No: BDC05.22-H	Lead: H. Carr	Action Requested	**Note**
Discussion	HC provided members with an update on the EER Action Plan, stating that most actions had progressed, with a few outstanding items. It was agreed that Board Reports had improved but more work was required. Appropriate support for the Secretary to the Board was ongoing. It was noted that Terms of Reference for DGC Committees had been reviewed and a further review would take place in 2023. It was agreed that Data Protection/Cyber Security should be added to the plan. W Dowson left the meeting at 18.15.		
Decision	It was agreed that Data Protection/Cyber Security be added to the EER Action Plan.		
Action	The Secretary to the Board would ensure that Data Protection/Cyber Security was added to the EER Action Plan.		

Item 11	Any Other Business		
Verbal	Lead: C Stuart	Action Requested	**Note**
Discussion	No other business was raised.		
Decision	N/A		

Action	N/A

Additional comments: *The date of the next Audit Committee Meeting is to be confirmed.*

DGC
Dumfries and Galloway College
One step ahead

BOARD DEVELOPMENT COMMITTEE

Key	
🟧	Ongoing
🟩	Closed
🟦	Open

ACTION LOG 04.05.22

Board Development Committee

No	Meeting Date	Action	Lead	Deadline	Status	Comment
1	09.03.21	The Secretary to the Board to organise the removal of the 2019/20 calendar.	LG	Mar 21	**Closed**	Calendar removed.
2	09.03.21	The Executive Assistant to issue a reminder for profiles to be updated.	AE	Apr 21	**Closed**	All profiles were updated.
3	09.03.21	The Secretary to the Board will progress recruitment of the Equality and Diversity Champion	LG		**Ongoing**	To discuss at the 4 May 2022 meeting.
4	09.03.21	The Chair and Secretary to the Board would develop a schedule of Board meetings which would be subject to change	LG	Apr 21	**Closed**	Complete – Calendar prepared and circulated.
5	09.03.21	Terms of Reference - The Secretary to the Board to amend paragraph 2 , to show that meetings will comprise of the Chair plus 3 non non-exec members, plus one staff member plus one student member, quorum will equal to 3 of six members in attendance with at	LG	Apr 21	**Closed**	Complete - Terms of reference updated.

Board Development Committee ACTION LOG 04.05.2

		Board Development Committee				
		least two non-exec members.				
6	09.03.21	Vice Chair – Job Description - The secretary to the Board would circulate paper BDC03-21-E to the committee.	LG	Mar 21	**Closed**	Complete – paper circulated.
7	04.05.22 Item 3	The Equality and Diversity Report would be presented to the June 2022 BOM Meeting. The Secretary to the Board would ensure this was added to the BOM Agenda.	LG	June 22	**Ongoing**	
8	04.05.22 Item 6	The Secretary to the Board is to progress completion of the DGC induction plan for new Board Members	LG	July 22	**Ongoing**	
9	04.05.22 Item 7	The Chair would progress suggested changes to DGC Committee membership to take account arrival of new members.	CS	June 22	**Ongoing**	
10	04.05.22 Item 8	The Board Evaluation Survey would be added as an Agenda item to the June 2022 BOM Agenda	LG	June 22	**Ongoing**	
11	04.05.22 Item 9	The Secretary to the Board would ensure that the Code of Good Governance Checklist was added to the September 2022 BOM Agenda	LG	August 22	**Ongoing**	
12	04.05.22 Item 10	The Secretary to the Board would add Data Protection/Cyber Security as items on the External Effectiveness Review Action Plan	LG	July 22	**Ongoing**	

Board Development Committee

Date of Meeting	<u>04 May 2022</u>
Subject of Paper	Induction Plan
Paper No.	BDC05.22- C
Agenda Item	6
FOISA Status	Disclosable
Primary Lead	L Grierson
Date of production	29 April 2022
Intended Outcome	Discussion

Financial Implications:	NO
Equality and Diversity Implications:	N/A
Learner and Learning Implications:	
Risks Assessed:	N/A
Publicly Available:	YES

BOARD MEMBER INDUCTION

Introduction

1.1   The purpose of the induction process is to welcome and support new board members from the outset, and help them understand the College, the environment in which it operates and their role in making the college a success.

1.2   The induction process will ensure a consistent approach for new board members and furnish them with all the relevant information they require to fulfil their role and contribute effectively.

Scope

The induction process will introduce new members to key personnel within the Board and Executive team. A documentation pack to assist their understanding and importance of the role, context, and legislation pertinent to Board Membership will be provided in AdminControl for easy access.

The induction process will also ensure mandatory training and CDN induction training is completed.

Recommendation

The Committee is asked to review and Induction process.

L Grierson
Secretary to the Board
29/4/22

Dumfries and Galloway College – Board of Management Induction Checklist 2022

NAME -

MEETING SCHEDULE	DATE	COMPLETE Y/N
MEETINGS		
Chair of the Board – Caroline Stuart		
Senior Independent Member – Will Dowson		
Executive Team: Joanna Campbell, Principal Douglas Dickson, VP Learning, Skills & Student Experience Scott Proctor, VP Finance, Strategy and Sustainability (Vacant) VP People and Transformation		
Secretary to the Board – Lorraine Grierson		
Meeting with relevant Chair of Committee **(allocate Mentor)**		
Student Association – Amy Farley – President / Danielle Hughes – Vice President		

Dumfries and Galloway College – Board of Management Induction Checklist 2022

Tour of facilities		

INDUCTION PACK (documents also held in admin control)	
	✔

TRAINING		
1	College Development Network (CDN) – (Board Secretary to arrange membership) • Board Induction - 24 May 2022 https://eu.eventscloud.com/boardinductionmay22 Remuneration Module Audit Module Other relevant modules.	Date completed
2	College Modules: GDPR Safeguarding Equality and Diversity	Date completed
3	Admin Control	Date completed
COLLEGE SUPPORTING DOCUMENTATION (Admin Control)		

Dumfries and Galloway College – Board of Management Induction Checklist 2022

4	DGC Governance Manual • Statutory and Regulatory Responsibilities • Standing Orders • Scheme of Delegation • Code of Conduct for Board members • Registration of Interests • Terms of Reference	
5	Ambition 2025 – 5 year Strategy and KPIs	

ADDITIONAL SUPPORTING INFORMATION (Admin Control)	
6	Guide to key functions, constitution and proceedings of Incorporated College Boards – a summary of the legislation as it applies to the College	
7	Code of Conduct	
8	CDN Guide for Board Members in the College Sector – Guidance Notes https://www.cdn.ac.uk/wp-content/uploads/2016/02/College-Board-Member-Guide-2015.pdf Strategy Discussion (cdn.ac.uk) Code of Good Governance for Scotland's Colleges https://www.cdn.ac.uk/wp-content/uploads/2016/02/Code-of-Good-Governance-for-Scotlands-Colleges-August-2016.pdf	

Dumfries and Galloway College – Board of Management Induction Checklist 2022

	A Board Development Framework https://www.cdn.ac.uk/wp-content/uploads/2016/02/Guidance-Notes-for-Boards-in-the-College-Sector.pdf	

BOARD INFORMATION		
9	Board Committee Membership	
10	Board Calendar	
11	Last Board agenda / last Board approved Minutes	
12	Register of Interests form: *Date issued:* *Date Returned:*	
13	Appointment letter (including Terms and Conditions)	
14	Travel and Subsidence Policy and Info re making a claim	
15	College Policies - Equality and Diversity; GDPR; Safeguarding; Health and Safety, Fraud and Corruption, Anti-Bribery, Freedom of Information, Whistleblowing, Prevention of Harassment and Bullying policies (Intranet)	
16	College Organisation Structure	

17	**Arrangements to be made for:**	
	• Bio and Photo	**Red'd**

Dumfries and Galloway College – Board of Management Induction Checklist 2022

	• Set up CDN membership • College Email • AdminControl • Board Mentor	
18	Formal acceptance received by Secretary – issued:	
19	Disclosure Scotland confirmation received by the Secretary – issued:	

On Completion:

Signed - Board member   …………………………………………………………………………………………

Date   …………………………………………………………………………………………

Signed – Board Secretary   …………………………………………………………………………………………

Date   …………………………………………………………………………………………

Attached to your letter of appointment will be:
The Terms and conditions for Board members.

Links to the following reference documents: these are included with terms of appointment
• Financial Memorandum with SFC
• Scottish Public Finance Manual (SPFM)
• Regional Outcome Agreement

![DGC Dumfries and Galloway College - One step ahead]

Dumfries and Galloway College – Board of Management Induction Checklist 2022

Further Information

Some useful sites for other background and supporting information:

- Dumfries and Galloway College website - https://www.dumgal.ac.uk
- College Board Website -   https://board.dumgal.ac.uk/files/category/governance-downloads/
- Scottish Funding Council - https://www.sfc.ac.uk/
  http://www.sfc.ac.uk/web/FILES/Guidance_Governance/Financial_Memorandum_with_higher_education_institutions_-_1_December_2014.pdf

- Colleges Scotland -   https://collegesscotland.ac.uk/
- College Development Network - https://www.cdn.ac.uk/
- Standards Commission for Scotland - https://www.standardscommissionscotland.org.uk/
- Office of the Scottish Charity Regulator - https://www.oscr.org.uk/

Board Development Committee

Date of Meeting	04 May 2022
Subject of Paper	EER Action Plan Update
Paper No.	BDC05.22- H
Agenda Item	10
FOISA Status	Disclosable
Primary Lead	Hugh Carr
Date of production	01 May 2022
Intended Outcome	Discussion

Financial Implications:	N/A
Equality and Diversity Implications:	N/A
Risks Assessed:	N/A
Publicly Available:	N/A

Board of Management

Introduction

1. This report updates the Action Plan arising form the External Effectiveness Review caried out by CDN in autumn 2020.

Recommendations

The Committee is recommended to NOTE the report, and to ensure that the outstanding and ongoing actions are appropriately completed prior to the next EER which should be arranged for summer 2023.

Hugh Carr
Vice Chair of the Board of Management
1 May 2022

Dumfries and Galloway College

Board Development Action Plan – May 2022

	Recommendation	Action	Responsibility	Status
1.	1. Ensure Governance Statement is fully informed on all required assurance 2. As a high priority, undertake a review of compliance with the Code of Good Governance for Scotland's Colleges	1. Develop schedule of assurances required to inform Annual Governance Statement, including source, timing and reporting responsibility, including financial, probity, compliance and people risks; 2. Audit committee with internal audit to review compliance and report	1. Chair, Committee Chairs, Secretary and Principal 2. Chair of Audit	1. Complete; 2020/21 assurance was satisfactory 2. Complete
2.	To accompany the implementation of the strategic plan, to develop KPIs and a comprehensive business report, for each board meeting, with improved accountability for college performance to date and including variances from agreed targets, management interventions where necessary, and anticipated impact.	1. Develop Principal's report; 2. seek feedback from Board members, and revise as appropriate	Principal	1. Structure of report has been developed and feedback sought

	Recommendation	Action	Responsibility	Status
3.	To establish a support and development programme for the Board Secretary	1. Establish mentoring programme. Support development of networking in liaison with other colleges. 2. Research & consider formal qualification	1. Chair 2. Secretary	1. Support network established via Colleges Scotland 2. Secretary now working towards CIPFA governance certificate
4.	1. Development of better focused governing agendas and reporting addressing the implementation of the college's strategic and operational objectives in relation to targets, timescales, strategic expectations. 2. Ensure the standard reporting format for governance papers includes • 'learner and learning implications' and 'financial health implications' • clear recommendations to Board members (to approve, to support, to endorse, to request, to congratulate etc)	1. Work with CDN and governance network to observe and then implement best practice 2. Revise and roll out new Board and Committee report template	1. Chair, Secretary, Committee Chairs, Principal 2. Chair and Secretary	1. Agenda planning improved by Committee Chairs 2. New Board template developed and used for all papers
5.	Support college senior staff to improve the production of succinct, analytical, accountable written reports with clear recommendations to the governing board	Through individual performance and development planning	Principal	Standardised and improved format of reports now achieved

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	Recommendation	Action	Responsibility	Status
6.	Planning the Audit and Risk Committee agendas for the college year, to go beyond the internal audit reviews to become a learner focused Audit and Risk Committee. 1. Strengthened membership of the Audit and Risk Committee with a programme of training in assurance mapping. 2. Assign management team lead to Audit committee	1. Develop scope of Audit committee ToR; explore enhanced / extended risk assessment and audit scope 2. Expand size and skillset of audit committee membership 3. Assign VP to lead Audit Committee engagement – VP Finance and Commercial Services	1. Chair and Chair of Audit 2. Chair 3. Chair, Chair of Audit Committee and Principal	1. All Committee ToR updated 2. Committee membership strengthened, and will be renewed with new Board members in summer 2022 3. VP Finance and Sustainability to be EMT lead
7.	1. A review of the committee structure and committee performance to ensure each of the standing committees assists the governing board in the achievement of its responsibilities. 2. Complete the current review of terms of reference and agenda planning for each committee.	1. Review Committee memberships and structure 2. Agree revised ToR and agenda plans	1. Board 2. Chair and Committee Chairs	**1.** Committee memberships reviewed March 2021; **to be annually revised, starting May 2022** 2. All ToR revised and updated as appropriate

	Recommendation	Action	Responsibility	Status
8.	Raise the profile of annual reports for • health and safety • safeguarding • equality and diversity with action plans for the coming period Make arrangements for interim (6 monthly) reviews of progress in relation to action plans.	1. As part of induction material, develop a Compliance Framework for Board detailing scope of obligations 2. Develop standard reporting templates for compliance reporting 3. Establish annual assurance report and 6 monthly update reports 4. Consider H&S and Safeguarding Champion roles as well as E&D	1. Secretary and VP Corporate Services, and appropriate support staff 2. 3. 4. Chair and Audit Ctte	1. Now included in annual reporting cycle
9.	Consideration should be given to how the governance space is used to support Board decision making including use of more board creative time and development activities.		Chair	2 (virtual) Board awaydays in 2021/22; in face meetings now resuming. Clear linkage to new Board member induction, and change in Board Chair

	Recommendation	Action	Responsibility	Status
10.	To prepare and deliver a comprehensive induction programme for new members of the Board	Ensure induction covers all relevant aspects, responsibilities and people, and use sector resources effectively Consider induction needs of new permanent Chair	Secretary and Chair	Complete and ready for new Board members **Schedule prepared for new members but we do not believe that this has been actioned.**
11.	Consider the formation of a stakeholder policy and framework for relationships and collaboration. This could begin with a stakeholder mapping exercise.	Develop (update) stakeholder mapping, and develop approach to stakeholder engagement (including recognition of ongoing work)	Principal	Underway as part of Vision 2025 implementation
12.	Development of an action plan to build upon the appraisal of the Interim Chair			Superseded by change of Chair
13.	Board member development on the role, performance, leadership and accountability of a governing board of a college			Included in recruitment criteria and Board induction programme
14.	Data Protection/Cyber Security	??	??	??