

**BOARD DEVELOPMENT COMMITTEE**

**MINUTE OF MEETING HELD ON 16 SEPTEMBER 2024 HRS AT 1600 HRS VIA TEAMS**

<b>Present:</b>		
Caroline Stuart (CS) - Chair	Sharon Hodgson (SH)	Susan McLellan (SM)
<b>In attendance:</b>		
Lorraine Grierson (LG) – Governance Professional		
<b>Apologies:</b>		
Gillian Brydson (GB)	Sue Irving (SI)	Claire McLean (CMc)
Richard Nash (RN)		

**1. Welcome and Apologies for Absence | Verbal | Chair C Stuart**

1.1. The Chair welcomed everyone to the meeting and apologies were noted from G Brydson, C McLean, S Irving and R Nash. The meeting was confirmed as not quorate.

**1.2 Declaration of Interest and Connections | Verbal | Chair C Stuart**

1.2.1 The Chair reminded Members to indicate any declaration of interest or connection as appropriate throughout the course of the meeting. None were raised.

**FOR APPROVAL**

**2. Minutes of Previous Meetings and Matters Arising**

**2.1. Minute of Meeting held 29 May 2024 | Paper 2.1 | Chair C Stuart**

2.1.1. The minute was approved by members present as an accurate representation of the meeting but would be sent out to all members for final approval.

2.1.2. There were no matters arising.

**2.2. Action Log | Paper 2.2 | L. Grierson**

2.2.1. LG provided an update on the progress of current actions. Regarding action 1, nominations for Vice Chairs of Committees, FGP and L&T still require a Vice Chair and it was proposed that new members could take these roles in due course.

2.2.2. **The Committee noted the Action Log and agreed that actions 2-4 were now closed.**

### **3. Board Development Plan | Paper 3.1 | L Grierson**

- 3.1 LG introduced the paper and asked members to review the current Board Development/Action Plan and consider any actions to be included for session 2024-25. Members agreed that all actions in the current plan are now closed albeit some would be ongoing as a rolling occurrence.
- 3.2 The committee reviewed actions from the Board Self-Evaluation report and updated the commentary, whereby any outstanding actions would be added to the Board Development Plan 24-25. After discussion the following items will to be added to the new plan:
- Continue to support the Student Members of the board – S McLellan has agreed to act as mentor/support during their term.
  - CDN Training and Induction for all new members.
  - Evaluate induction process.
  - Arrange replacement of SIM in due course.
  - Continue to utilise governance space – board training/speakers/events.

### **4. Committee Membership | Paper 4.1 | L Grierson**

- 4.1 LG introduced the paper advising that new members had been added to the following Committees:
- K Duncan - Audit and L&T  
G Clark – FGP and HR Sub  
I McVicar - FGP and L&T  
A Irons – L&T and Audit
- 4.2 The proposed membership considered the importance of ensuring a balance between executive members and non-executive members on each committee so that the majority for voting are non-executives to allow for quoracy of meetings.
- L&T was not quorate for 1 meeting last session despite large membership. Although they have 10 members with the addition of the TU member - 5 are executive members and 5 are non-executive members. If one non-exec member does not attend meetings currently, this will affect the quorum as there needs to be 50% members, the majority of which should be non-exec.
  - HR Sub-committee was agreed in March 2023. This is made up of 3 non-exec and 2 exec members. Out of the 3 meetings, 2 have not been quorate.
  - Audit Committee – all 3 meetings have been quorate. The Chair of Audit Committee will be replaced by Jamie Ross.
  - FGP – Currently has 8 members, 4 of which are non-executive members (the Chair of the Board is considered a non-exec member).
  - Remuneration – currently has 8 members and both meetings last year were quorate.
- 4.3 The following board members will leave at the end of their terms in March and April 2025:
- Richard Nash, Chair of FGP and H&S Champion

- Will Dowson, SIM
- Gillian Brydson

- 4.4 G Brydson will step down as Chair of Audit and leave BDC and Jamie Ross will take up Chair of Audit in September 2024 and join Board of Development Committee
- 4.6 Members also agreed that Committee Chairs will act as mentor/support to the new members.

#### **FOR INFORMATION ONLY**

#### **5. AOCB | Verbal | C Stuart**

- 5.1. There was no other business. The meeting was adjourned at 17.10 hours.

#### **6. Date of the Next Meeting | Verbal | C Stuart**

- 6.1. The date of the next meeting is scheduled for 4 June 2025.



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Item 2.2  
BDC0924-2.2

Key	
<span style="color: orange;">■</span>	Ongoing
<span style="color: green;">■</span>	Closed
<span style="color: red;">■</span>	Overdue

## Board Development Committee Action Log 16.09.24

No	Meeting Date	Action	Lead	Deadline	Status	Commentary
1	6/2/24	Members agreed that the Chair of each Committee would nominate a 'stand-in' Chair from their members to act in the role when needed.	All Chairs	Dec 24	Ongoing	Rem Com – C McLean FGP – HR Sub – R Nash BDC – S Irving L&T / Audit – awaiting nomination  <b>Sept Update:</b> Postponed until membership confirmed with new starts.
2	29/5/24	LG to arrange an information session with Ex Finance Director for board members to help understand the layout of papers.	LG	Sept 24	Closed	A session with ExFD has been arranged for new members as part of the induction.
3	29/5/24	Stakeholder list and calendar of events to be presented at the board meeting.	LG	Jun 24	Closed	Stakeholder list presented at BoM 14/6/24.
4	29/5/24	Meeting to be scheduled for September to review Board Development/Action Plan			Closed	BDC meeting has been organised for 16/9/24

<b>Board Development Committee</b>		
<b>Agenda Item</b>	<b>3</b>	
<b>Paper Number</b>	<b>BDC0924-3.1</b>	
<b>Date of Meeting</b>	<b>16 September 2024</b>	
<b>Location</b>	<b>MS Teams</b>	
<b>Title of Paper</b>	<b>Board Development Plan</b>	
<b>Presented by</b>	<b>L Grierson</b>	
<b>Recommendation</b>	<b>Discussion</b>	
<b>Freedom of Information Disclosure Assessment</b>		
<b>FOI flag:</b>	X Disclosable    Non-disclosable	
<b>Reason/s for choice:</b>		
<b>Notes from author:</b> (When will it become disclosable? Has FOI Officer guidance been sought?)		
<b>Further comments/updates after initial submission</b>		
<b>Date added</b>	<b>Added by (name and role)</b>	<b>Comment/detail</b>

Read Time: 10 mins

**1. Recommendation**

- 1.1. The Board Development Committee are asked to review the Board Development Plan and consider actions for the 2024-25 Plan.

## 2. Executive Summary

- 2.1. The Board Development Plan is attached for Committee scrutiny together with the Self-Evaluation Report 2023-24.

## 3. Context

- 3.1. In accordance with the Code of Good Governance, Section D, the board must ensure its effectiveness through robust appointment process, induction, training, knowledge, skills, and evaluation. To ensure this occurs, the board development plan should be reviewed at least annually and updated as necessary.
- 3.2. The Committee are, therefore, asked to review the Plan and make recommendations for any development actions required.
- 3.3 Consideration should be given to:
- Use of Governance space before Board meetings and Board Strategy Day
  - New members to receive adequate training, support and knowledge to effectively embed them in their role and to build the 'new' team.
  - Succession planning and mentors for the new members
  - Self-Evaluation Report

## 4. Strategic Implications

- 4.1 The Code of Good Governance states: Every college and regional strategic body must be governed by an effective board that is collectively responsible for setting the strategy, demonstrating and upholding the values and ethos of the organisation.

This links into Strategic Priority 2 – People and Culture

## 5. Risk

Risk	Mitigations
Choose a risk	➤ No risk with this paper

## 6. Implications

<b>Financial</b>	ChooseY/N	
<b>Legal</b>	<b>YES</b>	It is mandatory for Board to comply with the Code of Good Governance principles. All colleges that receive funding from the Scottish Funding Council (SFC) or from a regional strategic body must comply with the Code as a term and condition of grant
<b>Learning and Teaching</b>	ChooseY/N	

<b>Equalities</b>	ChooseY/N	
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Lorraine Grierson  
Governance Professional

4/9/24

Board Development Plan 2023-24				
Code of Good Governance Criteria	Board Aims	Developments and Actions	Timescale	Update
<b>1. Leadership &amp; Strategy</b>	1.1 Strategy – keep strategy under review as events change. KPIs should align with strategic aims and have a clear link between Board and Committee activity and the strategic plan.	<ul style="list-style-type: none"> <li>• Ambition 2025 reviewed in October 2022 and strategic priorities updated.</li> <li>• Board will continue to monitor KPIs and strategic developments.</li> <li>• Strategy Event in May to further discuss financial stability and sustainability and longer term strategy.</li> <li>• Strategic Risk Register to be reviewed to ensure we have the right risks</li> </ul>	Strategy Day in May 2024	<p>Ambition 2030 was discussed at board strategy day May 24. This included potential risks.</p> <p><b>Complete</b></p>
	1.2 Keep Stakeholders updated to improve knowledge of Regional College Business	<ul style="list-style-type: none"> <li>• There is regular communication and meetings by the Principal and Chair direct with stakeholders, ie. MSPs, MPs, SoSe, D&amp;G Council, SFC, Crichton Trust, which are noted in reports to the Board and others as required.</li> <li>• The Principal is a Trustee for JISC and a member of Artificial Intelligence Leadership Circle. The Chair is a member of SFC and SPA. Both incorporate key messages in regular Board Reports.</li> </ul>	May 23	<b>Complete /ongoing</b>

		<ul style="list-style-type: none"> <li>Principal produces monthly briefings for all staff, and regularly hosts listening lunches, staff meetings and Managers meetings to share information. A monthly Business Newsletter is also being produced. Briefings and Newsletter to be shared with Board Members.</li> <li>The Chair to the Board has monthly meetings with SIM and Vice Chair.</li> </ul>		<p>Business Newsletter is sent to BoM</p> <p>Monthly meetings continue.</p> <p>Complete but ongoing</p>
	1.3 Develop/Maintain links with other Stakeholders	<ul style="list-style-type: none"> <li>Guest speakers to be invited to attend BoM and strategy days.</li> <li>Increased collaboration across the South of Scotland – Chair of the Board to follow up</li> </ul>	Ongoing	<p>Guest speakers invite to Strategy Day May 23 – Bill Webster, Bolton College Paul Smart, CDN Catherine McWilliam IoD.</p> <p>Robert Thorburn, BT Open Reach, David Batho, Jisc attended May 24 Strategy Day</p>
<b>2. Student Experience</b>	2.1 Ensure effective use of student members of the board	<ul style="list-style-type: none"> <li>Encourage reporting from SA on the effectiveness of the college to improve student voice.</li> <li>Student Association Constitution was reviewed and approved in 2022.</li> <li>Continued consideration of student satisfaction surveys.</li> <li>Continued monitored of PIs in respect of retention.</li> <li>New student members to meet with the Board Chair and Board Secretary to undertake induction training and training opportunities are taken up.</li> </ul>	<p>August 2023</p> <p>Ongoing</p> <p>Annually</p>	<p>Refer to SA Report Mar23</p> <p>Surveys are presented to L&amp;T</p> <p>Reported to L&amp;T and the BoM</p> <p>To be agreed at BDC and arranged for Aug23 – Complete</p>

		<ul style="list-style-type: none"> <li>Board to have more, links with staff and students – involve both in strategy days – staff and students attended the induction part and strategy days and board members enjoyed a walkaround meeting staff and students in the process.</li> <li>Consider regular presentations from staff/staff reps at L&amp;T meetings – to follow up with LT Chair and D Dickson.</li> </ul>		<p>– SA Members and TU Members have undergone induction and met with relevant parties.</p> <p>Bd members have attended Dfs and Str graduations.</p> <p>To be discussed at BDC Jun23. This has been concluded through the terms of reference review Sep 23. <b>Complete</b></p>
<b>3. Accountability</b>	3.1 Board Meetings - Review board agendas to make best use of time by ensuring papers for decision or substantive discussion come first and papers for noting are not discussed .	<ul style="list-style-type: none"> <li>All Terms of References were reviewed in April 2022 as part of the annual Evaluation process. Business Schedules for each committee have been created in line with strategic aims and legislative requirements to improve the effectiveness of meetings. This will continue to be monitored and reviewed.</li> <li>Papers for noting are not discussed unless a specific question arises.</li> </ul>	May 2023/24	<p><b>Complete and Ongoing annually.</b></p> <p><b>Completed Sep 23</b></p>
	3.2 Risks – The board must regularly review the risks to the College to ensure sustainability and incorporate/delete from the risk Register	<ul style="list-style-type: none"> <li>Further consideration has been given to the risk strategy and the 3 Lines of Defence have been added to each risk on the Risk Register showing mitigations and monitoring. Audit Committee continues to conduct deep-dives into individual risks.</li> <li>Individual Chairs to discuss their risks and consider for recommendation to</li> </ul>	Agreed BoM Aug 22  Ongoing	<b>Complete</b>

		<p>Audit that these are now closed and can be removed from the Risk Register</p> <ul style="list-style-type: none"> <li>All Board paper cover sheets have been updated to include strategic implications and risks.</li> <li>Board members to participate in significant project group activity to ensure board oversight.</li> <li>Management Capacity to be discussed by the BDC as an additional risk or another means of reporting.</li> </ul>		<p><b>Complete</b></p> <p>To be discussed at BoM on 2/10/23 re UWS – <b>complete</b></p> <p>This action moved to Rem Com (as appropriate committee) and has been discussed. A further paper is to be presented by Principal. <b>Part Complete</b></p>
<b>4. Board Effectiveness</b>	<p>4.1 Board Skills, Diversity and Succession Planning</p> <ul style="list-style-type: none"> <li>The Board Development Committee will review, on a regular on-going basis, the skills and diversity of the Board.</li> </ul>	<ul style="list-style-type: none"> <li>The Chair will undertake 1-1 development and review sessions with board members in May as part of the self-evaluation process. This will highlight individual development requirements. Attention will be made to changes of terms of appointment and tenure. Halfway review carried out in Nov and full year by May 2023.</li> </ul>	To be reviewed May 23	<b>Complete – May 23</b>
	4.2 Board member Development	<ul style="list-style-type: none"> <li>Members to consider 'Chair-shadowing' to ensure succession and development as discussed at the Bd Dev Committee in January 2023.</li> <li>Claire McLean is now E&amp;D champion for the board and she will attend the E&amp;D Forum meetings which are held quarterly.</li> </ul>	<p>May 2023</p> <p>Quarterly</p>	<p><b>To be discussed at BDC 6/23. Part Complete</b></p> <p><b>Complete</b></p>

		<ul style="list-style-type: none"> <li>• The Chair of FGP Committee will meet with new board members to discuss the finance model and position of the college.</li> <li>• All Chairs will encourage committee members to participate and have their say in discussions and decision making.</li> <li>• A skills audit refresh will take place for non-executives as part of the upcoming self-evaluation process.</li> <li>• A skills review will be discussed at the Bd Dev Comm in June 2023 with consideration to be given to recruit a member with financial expertise.</li> <li>• Consideration to be given to bringing on TU Observers onto the board before full implementation in August 2023.</li> <li>• HR sub committee to be considered and held 1 hour before FGP to ensure a thorough coverage of People element.</li> </ul>	<p>Arrange for Mar/Apr 23</p> <p>Ongoing</p> <p>May 23</p> <p>Jun 23</p> <p>BoM Mar 23</p> <p>Ongoing</p>	<p>Completed in May 23</p> <p>Ongoing</p> <p>Updated with new members and new members are currently completing Oct23 - Complete.</p> <p>BDC discussed membership and it was agreed that a new recruitment drive should begin before end of 2023. Recruitment drive has commenced May 24 - Complete</p> <p>Full implementation will take place Jan24. Consideration to Observers discussed at BDC. It was agreed at the Board to follow the onboarding process with the view to appointing in January 2024. TU members ratified at Board March 2024. HR Sub Committee approved by BoM March 23 – to be implemented in Aug 23 - Complete</p>
	<p>4.3 Continued work towards better financial reporting and reporting of business</p>	<ul style="list-style-type: none"> <li>• The Board continue to work to refine reporting. Data driven information is necessary for informed decisions and</li> </ul>	<p>Ongoing</p>	<p>Continued work towards better financial reporting and reporting of business intelligence data, PIs and</p>



	5.2 Board member induction New members underwent an induction session as part of the Strategy Event in August	<ul style="list-style-type: none"> <li>Feedback from new members in respect of their induction session has been positive. A presentation from ELT was provided and they had the opportunity to take a guided walk around the college and meet staff and students. Face to face inductions will continue.</li> </ul>		Complete
<b>6. Relationships &amp; Collaboration</b>	6.1 Increase collaboration and partnership working across south of Scotland.	<ul style="list-style-type: none"> <li>Contacts have been made with UWS, UoG to discuss partnership working.</li> <li>The UWS has now relocated to the College on Dumfries.</li> </ul>	Ongoing	Complete
	6.2 Ensure board members are invited to external events.	<ul style="list-style-type: none"> <li>Board members are invited to a variety of events including Award Ceremonies, graduation ceremonies, Ministerial visits and these have been well attended.</li> </ul>		Complete
	6.3 Encourage stakeholders to attend board meetings and strategy event.	<ul style="list-style-type: none"> <li>The Wheatley Group have been invited to attend the Board meeting in March 23.</li> <li>External stakeholders are invited to participate in board Strategy days.</li> </ul>		Complete



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# **DGC**

# **BOARD EVALUATION**

**Academic Year**  
**Aug 2023 – July 2024**

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Date: May 2024

The background of the page is a dark, blue-tinted photograph. It shows the silhouette of a building with a flat roof and a large array of solar panels in the foreground. A tall, thin pole with a circular structure at the top is visible on the left side.

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# Board Self-Evaluation

## Academic Year Aug 2023 – Jul 2024

### 1 **Attendance at Meetings**

Throughout 2023-24 the Board of Management meetings were held face to face, with the option of attending virtually via Teams.

All Committees were conducted virtually through Teams and will continue to do so.

- 👉 2 HR Sub Committee meetings had no quorum, however the papers for 1 meeting were incorporated into the FGP Meeting.
- 👉 1 Learning and Teaching Committee meeting had no quorum during this session.
- 👉 The Chair of the Board and Principal attended committees to which they have a right of attendance, in addition to their membership.
- 👉 All meetings were supported by members of the Executive Leadership Team and Directors.

Board of Management	3 meetings	73%	All quorate
Audit Committee	4 meetings	92%	All quorate
FGP Committee	4 meetings	76%	All quorate
HR Sub Committee	4 meetings	75%	2 not quorate
LT Committee	4 meetings	68%	1 not quorate
Remuneration Committee	3 meetings	71%	All quorate
Board Development Committee	2 meetings	53%	All quorate

## Individual Attendance 23-24

Name	Board	Audit	FGP	HR SUB	L&T	Rem	BDC
C Stuart (Chair)	4/4		4/4			3/3	2/2
S Irving	3/4	3/4		2/4		3/3	1/2
J Campbell	4/4		4/4				
A Hill	3/4	4/4		2/4	3/4	1/3	
R Nash	4/4		4/4			2/3	1/2
W Dowson	2/4	4/4				2/3	
M MacLeod	3/4	3/4			2/4		
G Brydson	2/4	4/4			4/4		1/2
E Black	0/4		0 /4		0 /4		
C McLean	3/4		3/4	4/4		1/3	0/2
S Hodgson	4/4				4/4	2/3	2/2
J Ross	4/4	4/4	4/4			3/3	
S McLellan	4/4		4/4	4/4	4/4		2/2
K Glendye	2/4		2/4	3 /4	3/4		
A Dogrultan	3/4				4/4		0/2
A Cameron	3/4				2/4		
David Burns	1/4		0/1				
Pete Woods	0/4				0 /1		
<b>Total membership</b>	<b>18</b>	<b>6</b>	<b>9</b>	<b>5</b>	<b>10</b>	<b>8</b>	<b>8</b>

## 1.1 Board Strategy Day

- 1.1.1 A productive annual Board Strategy Day was held on 13<sup>th</sup> May which was attended by 11 out of 18 board members, Executive Leadership Team, with SLT members joining for the afternoon session.
- 1.1.2 The day was facilitated by Futureproof Learning and strategic discussions focused on Mission 2030, partnerships and commercialisation, workforce 2030 and finance, and challenges ahead.
- 1.1.3 Guest speakers were Robert Thorburn, Director of Strategic Partnerships, BT Open Reach and David Batho from JISC who presented a Cyber Resilience and Posture Workshop.

## 2 Committee Membership

- Sharon Hodgson took over from Malcolm MacLeod as Chair of Learning and Teaching Committee in June 2023 taking her first meeting in September 2023. She also became a member of Board Development Committee and Remuneration Committee.

- Malcolm MacLeod became a member of Audit Committee, attending his first meeting in September 2023.
- An HR Sub Committee to FGP, was established in 2023 and held its first meeting on 13 September 2023 with Claire McLean appointed as Chair. This committee will focus on HR, Workforce and EDI business.
- G Brydson will relinquish her role as Chair of Audit Committee, however she will hand over to a new Chair at the September 2024 meeting.
- Sue Irving has agreed to extend her appointment as Vice Chair to the Board until March 2025.
- Will Dowson has agreed to extend his appointment as Senior Independent Member until March 2025.
- Two new Trade Union Staff members joined the board in March 2024. David Burns was invited to join FGP Committee and P Woods invited to join LT Committee.
- Claire McLean has been appointed as EDI Champion for the Board and attended and contributed to the college EDI Forum meetings.
- Richard Nash has been appointed as H&S Champion for the board and attended and contributed to the college H&S meetings.

### **3 Succession Planning**

- The Board currently has 2 vacant non-executive positions and a further 4 non-exec positions becoming vacant from September 2024 to Mar/Apr 2025 as tenures come to an end.
- Board member recruitment is currently taking place with the assistance of Aspen People. Interviews were held on 10<sup>th</sup> May and 3<sup>rd</sup> June. As part of the recruitment process the Board Development Committee considered the skills and expertise required to complement existing board member skills and the following key areas were identified:
  - Finance / Audit and Risk
  - Business Transformation
  - Education
  - Local Business / Commercial.
- A refresh of committee membership has been carried out by the Board Development Committee to ensure adequate numbers and expertise are attributed to the right Committees and an update presented to the Board on 14<sup>th</sup> June 2024.

### 3.1 Committee Vice Chairs

At the last BDC meeting in Feb 2024, it was agreed that Committee Chairs would select a Vice Chair for their Committee to provide cover when required and would aid board member development in Chairing and succession planning. Due to the impending appointments of new non-executive members and committee restructure this will be reviewed.

- 👉 FGP – *nominee required*
- 👉 HR Sub – R Nash (will be incorporated within FGP meeting)
- 👉 Audit – Chair stepping down from June 2024
- 👉 L&T – *nominee required*
- 👉 Rem Com – Claire McLean
- 👉 BDC – Sue Irving

## 4 Gender Balance Of Non-Executives of the Board

### 4.1 Equal opportunities

The Board Appointments Ministerial Guidance 2014 states: Section 26A of the 2005 Act provides that, among other things, when a regional college board makes appointments to its board, it must do so in a manner which encourages equal opportunities and in particular the observance of the equal opportunities' requirements.

4.2 Our non-executive balance is currently 50% male and 50% female which meets the above requirements.

2022-23		2023-24	
16 members (10 non-execs)		18 members (from March 2024) (10 non-execs)	
5 male = 50%	5 female = 50%	5 male = 50%	5 female = 50%

## 5 Board Training/Events Aug 23 - Jul 24

5.1 Below is a list of the various training and events attended by Board Members during the academic year:

- CDN Induction
- CDN Audit Training
- CDN Remuneration
- CDN Understanding your role in Regional Economic engagement
- DGC Digital Marketing Course
- Cyber Security JISC Presentation

College Mandatory Data Protection  
 College Mandatory EDI  
 College Mandatory Safeguarding

## 6 **College Mandatory Training**

6.1 Data Protection, Equality and Diversity, Safeguarding are mandatory for all Board Members and these short training sessions have taken place before each Board meeting.

## 7 **CDN Mandatory Training**

7.1 All new board members have completed their CDN Induction training.

7.2 All relevant board members have completed the CDN Audit training and Remuneration training.

## 8 **Feedback - Common Themes**

<b>Agendas/Papers</b>	<b>Comments</b>
<ul style="list-style-type: none"> <li>➤ Agendas too long but work in progress to slim down to enable bigger items to be discussed.</li> <li>➤ Stronger Focus on key outputs/priority decisions so that discussion time is clearly allocated/targeted.</li> <li>➤ Ensure papers are clearly marked with the desired outcome – what is being asked to be approved, noted, discussed</li> <li>➤ Over the last 12 months, some papers are excellent, others are either biased or don't go far enough. Board and committee papers are extraordinary long requiring a significant investment in time to thoroughly read them all. Especially when a voluntary role. It can be difficult to focus on the strategically important issues for discussion rather than minor commentary on less important ones. Somehow need to bring this focus.</li> </ul>	<ul style="list-style-type: none"> <li>➤ starting of papers to be introduced to Board agendas to remove items which have been considered at the Committees to prevent duplication.</li> </ul>
<p><b>Meetings</b></p> <ul style="list-style-type: none"> <li>➤ Ensure everyone has a voice at meetings.</li> <li>➤ Would like to see quieter Board members be a little more vocal or challenging/</li> </ul>	<ul style="list-style-type: none"> <li>➤ Chairs will continue to ask opinions from quieter members to ensure all are heard. It was reiterated that all opinions are valued, and each member brings a specific skillset.</li> </ul>

<p>Some members quieter in terms of asking questions around finances.</p> <ul style="list-style-type: none"> <li>➤ Attendance and quorums can be problematic.</li> </ul>	<ul style="list-style-type: none"> <li>➤ An information session with ExFD to be introduced to assist members and new members understand the financial/ funding process and reporting.</li> </ul>
<p><b>Strategy</b></p> <ul style="list-style-type: none"> <li>➤ A lot of time focused on finance and not enough time on strategy/ political/ environment/policy direction.</li> <li>➤ Board influence on strategy could be strengthened.</li> </ul>	
<p><b>Student Association</b></p> <ul style="list-style-type: none"> <li>➤ Making it easier to be understood by students and explain to them if needed.</li> <li>➤ Student Association papers need to be more evaluative so that progress/ improvements can be measured effectively. Less narrative, more evidence</li> <li>➤ Understanding the student association members are students and are not used to these sorts of meetings.</li> </ul>	<ul style="list-style-type: none"> <li>➤ More support for SA members to help them understand the process and requirements of their role. A staff board member has been appointed as Mentor to support and guide the new SA members throughout the year and help them challenge more and prepare for meetings. It is recognised that when they only serve 1 year, it can hinder their growth into the role.</li> </ul>
<p><b>Stakeholders</b></p> <ul style="list-style-type: none"> <li>➤ We would benefit by having more stakeholder input/engagement.</li> <li>➤ Discussion often strays into the issues of engagement with stakeholders and partners but there is little by way of discussion on how these challenges can be resolved.</li> <li>➤ There is more that can be done to utilise the skills around the Board table.</li> <li>➤ It would be helpful to know the expectations of the Board outside of the core meetings in a more structured way.</li> </ul>	<ul style="list-style-type: none"> <li>➤ An updated list of stakeholders and calendar of events to be brought to the next board meeting to assist board members in planning and attending stakeholder events and understanding their expectations outwith the board meetings.</li> </ul>
<p><b>College/ELT</b></p> <ul style="list-style-type: none"> <li>➤ Yes, more effective and professional support from IT. It has been unsatisfactory in my experience this year.</li> <li>➤ It is a pressure to the ELT for them all to attend meetings when we as a Board</li> </ul>	

<p>have identified the risk to capacity. While it is welcomed to have the breadth of responses from ELT it can also be efficient for the principal and vice principal only to be able to respond on behalf of ELT. While we recognise that students and staff representatives are full Board Members, the balance at times can be led by internal debate.</p>	
<p><b>Looking forward</b></p> <ul style="list-style-type: none"> <li>➤ Really would just say there needs to be scrutiny of external factors that will impact on college in years to come.</li> <li>➤ Challenge is to keep the college offering and look at new models in the light of fin cuts.</li> <li>➤ Curriculum design. How to be medium term focused not just short term. How to be creative and dynamic despite tight financial constraints</li> <li>➤ Continued focus on the opportunities for tertiary level education and alignment of funding across the university and college sectors.</li> <li>➤ Financial sustainability inevitably, and the potential of greater investment in commercialisation.</li> </ul>	

## 9 **Committee Evaluation Responses**

9.1 Full Committee Survey results can be accessed [here](#).

9.2 General Comments from Committees:

### **Finance and General Purposes Committee:**

- Well run committee expertly chaired by Richard.

*Is the Committee addressing all matters delegated to it by the Board and under its terms of reference and what assurance supports your answer?*

- Frequency of meetings and actions. Strategic risk register
- Financial and non-financial reports, across the wide remit of the committee.
- Internal Audit assurance
- Much of the remit is around financial scrutiny and plenty of performance data is provided to support that.

- 👉 Internal performance is discussed and measured concerning core funding and SFC funding. These are also measured through the strategic risk register.
- 👉 Feel that we haven't quite given the commercial slot enough airtime

### **HR Sub Committee**

- 👉 CMcL acknowledged that this is a relatively new committee established to ensure appropriate scrutiny of human resource matters and EDI within the organisation. Although relatively new, members were content that relevant business was being discussed and actions were being followed through.

*Is the Committee addressing all matters delegated to it by the Board and under its terms of reference? What assurance supports your answer?*

- 👉 There are clear deliverables and measures in place that are reported on periodically and available to the board in order to make decisions.
- 👉 There is a clear discussion and an itemised agenda which includes People Update which relates to KPI's.
- 👉 HR related data is scrutinised by the Committee at the level of detail appropriate to its role.

### **Audit Committee**

- 👉 Risk management - We have had some debate around the risk management and business continuity functions, and the ability of the committee to bring about or influence discussion to board or board development committee. I have welcomed the robust discussion about the best route for decision making and the managed disagreement and negotiation over some of the matters. This shows me that the committee is not simply and passively accepting of the recommendations of the ELT.

*Is the Committee addressing all matters delegated to it by the Board and under its terms of reference? What assurance supports your answer?*

- 👉 Internal performance is on the agenda at each meeting and members engage in scrutiny of this.
- 👉 Terms of reference and effective adherence to them
- 👉 The suite of performance measures agreed by the Board and by ELT with its external funding and scrutiny partners are reported to the audit committee by way of performance reporting and the risk registers. There is ample opportunity for debate and for further elaboration.
- 👉 Performance measures clearly set out and monitored in the audit reports which are presented to and debated by the Committee.
- 👉 Regular reviews of Risk Register, reviews of internal and external audit processes and general discussion at Audit Committee.

### **Learning and Teaching Committee**

*Overall comments:*

“To more effectively engage committee members I believe there needs to be a review of agenda and a move away from papers for discussion for no real purpose.”

“In terms of quality of outcomes for learners, this is a core function and therefore a key committee to provide oversight on the performance of staff and students. The committee discussed the importance of its role and function to seek assurance and confidence in what is happening within learning and teaching in the college and that it is moving in the right direction.”

- 👉 The management of papers on AdminControl is very helpful to review and track previous decisions and actions. The committee is well administered, very well chaired and with expert contributions from the ELT.”
- 👉 As I recall, there have been times where the quorum was not met and it was recommended that Learning and Teaching committee seek to recruit new membership.
- 👉 The quality of papers received are very good and informative and would like to see more regarding impact and measurement of progress.
- 👉 The terms of reference are clear and the performance reporting is regular and robust. As always, there are drill down areas to look at and we will take the opportunity to do this as we work throughout the year.”

*Is the Committee addressing all matters delegated to it by the Board and under its terms of reference? What assurance supports your answer?*

- 👉 Yes, the business schedule reflects all aspects of the ToR and this has been checked by the Board Secretary.
- 👉 “Risk register. Regular meetings with clear actions and minutes.”
- 👉 “There was recent example where the Committee's risk threshold was less than that of the ELT and the risk register was not amended in line with recommendation. I think this type of interaction should be welcomed as it is an example where the Committee, while wanting to support ELT and recognise improvement, sought to wait until national comparator measures were confirmed prior to amending the risk register. We should take reassurance from this. This is a key focus of this committee.”
- 👉 Discussions around performance indicators and student success are itemized on the agenda. These are analysed in relation to previous years.

### **Remuneration Committee**

*Is the Committee addressing all matters delegated to it by the Board and under its terms of reference? What assurance supports your answer?*

- 👉 Very detailed review of performance targets and remuneration.
- 👉 Additional information is always provided should it be required. And the Chair is very effective.
- 👉 Performance measures very clearly inform discussions over remuneration.

- The Committee seeks to maintain and improve as necessary the guidance to the Board and ELT on relevant areas of its Remit to ensure consistency and a framework that helps effective decision making.
- Comparative performance info is discussed, e.g. sector averages, and also individual performance is scrutinised.

**Board Development Committee**

Is the Committee addressing all matters delegated to it by the Board and under its terms of reference? What assurance supports your answer?

- We have raised issues and had meetings to try and remedy those issues raised.
- The remit of this committee is specific to performance of the board to meet governance regulations and standards.
- Committee performance is considered, though there is less emphasis on data than, for example, Audit. It feels appropriate to the Committee.

**10 Board Evaluation Responses**

Full report attached here:

- **14 out of 16 members completed the survey.**
- **Key comments are undernoted.**
- **Total average score: 99 out of 108**

**10.1 Section 1**

**Meetings – Preparation and Conduct Of Meetings**

Average Score – 22 out of 24

Q9. Taking into account your response to Section 1, please give an overall view of the preparations for and conduct of Board Meetings. Please provide any suggestions on how they could be improved in order to enhance their effectiveness.

2	anonymous	Please avoid late changes to Board papers as these override comments made in the Admincontrol app. I have noted more recently, amended papers are added separately if changed after main distribution.
4	anonymous	Agendas too long and is ongoing work in progress to slimline so that big items can be give the time they need
5	anonymous	I find the Board meeting extremely well organised; they are well prepared both in terms of papers in advance and executive team responses. The chairing is excellent, it is both positive and inclusive.

6	anonymous	They have vastly improved in the last 18 months which is fantastic to see. We need to ensure everyone has a voice during the meetings. Not a significant issue but one to watch.
7	anonymous	There could be a stronger focus on key outputs and priority decisions from Board meetings so that discussion time is clearly allocated/targeted
8	anonymous	need to ensure there is sufficient time to discuss and debate papers for approval - it's important to ensure that all members understand all papers and what they are being asked to approve.
9	anonymous	When having students on the board try to be reasonable and remember they are not used to these meetings and are students after all
10	anonymous	The agendas and papers can be very long and too detailed which can impact on the effectiveness of meetings.

**10.2 Section 2**  
**The Conduct of Business**  
Average – 14 out of 16

Q15. Taking account of your responses to Section 2, please provide an overall view of the way the Board of Management goes about its business and any changes that could be made to enhance its effectiveness.

1	anonymous	I reflect that on occasions there is a tendency to spend a disproportionate amount of time on finance (although appreciate that this is significant issue) and not enough time on strategy and political environment/policy direction.
3	anonymous	Continue to work on presentation of information - both paper and oral updates to give key points to the board
4	anonymous	It is a pressure to the ELT for them all to attend meetings when we as a Board have identified the risk to capacity. While it is welcomed to have the breadth of responses from ELT it can also be efficient for the principal and vice principal only to be able to respond on behalf of ELT. While we recognise that students and staff representatives are full Board Members, the balance at times can be led by internal debate.
5	anonymous	Board influence over future strategy and impact of annual strategy session could be strengthened
6	anonymous	Making it easier to be understood by students and explain to them if needed

**10.3 Section 3**  
**The Content and Quality Of Papers Provided For Meetings**

Average score – 6.7 out of 8

Q22. Taking into account your responses to Section 3, please provide an overall view of the content and quality of board papers and the preparation of the minutes. You may wish to consider, for example, which information could usefully be included/omitted from papers and whether too much or too little information is contained in the papers/minute.

2	anonymous	Over the last 12 months, some papers are excellent, others are either biased or don't go far enough. Board and committee papers are extraordinary long requiring a significant investment in time to thoroughly read them all. Especially when a voluntary role. It can be difficult to focus on the strategically important issues for discussion rather than minor commentary on less important ones. Somehow need to bring this focus.
3	anonymous	Student Association papers need to be more evaluative so that progress/ improvements can be measured effectively. Less narrative, more evidence
5	anonymous	It should be clear from the papers whether these are for noting, for information, for discussion and recommendation or for discussion and decision. The focus of agenda time should be for papers for decision, and this has been a significant improvement over the past year. ...
7	anonymous	it remains the case that the strategic context is often missing from papers. papers for discussion have on occasion had recommendations within them and more care needs to be demonstrated to ensure that these are presented as approval papers.
8	anonymous	It is clear the ELT is working effectively. It is not always clear the flow of information between the Board Committees and main Board fully reflects this. The updates from the ELT are becoming more effective in briefing the Board and preparing it fully to make effective decisions.
9	anonymous	The info provided can at times be duplicated so greater overall scrutiny of content pre-publication would be helpful. It's difficult to know what could be omitted but perhaps the recent approach of splitting out what is for information is a good way forward.

#### 10.4 **Section 4** **Membership**

Average score – 11 out of 12

Q24. Taking into account your responses to Section 4 , please provide an overall view of the appropriateness and effectiveness of the board membership.

1	anonymous	I have found it extremely helpful to tap into the expertise of the board members to inform some of the meatier strategic decisions before they come to the board.
3	anonymous	We have a committed Board with a wide and valuable range of talents and experience
5	anonymous	There is also the responsibility for Board members to ensure they offer the skill and experience that they have as they participate in Board discussion.
8	anonymous	There is more that can be done to utilise the skills around the Board table.
9	anonymous	Board membership appears well balanced with no one sector or profession dominating. The recent round of recruitment and focus of expertise demonstrates that the Board is aware of potential gaps and proactively addresses these.

### 10.5 **Section 5**

#### **Stakeholder Information**

Average score – 6.6 out of 8

Q28. Taking into account your responses to Section 5, please provide an overall view of the interaction with and information from stakeholders and suggest any improvements that could be made in communication with these bodies.

1	anonymous	I believe that we would benefit by having more stakeholder input.
4	anonymous	My response to Q 27 is not a criticism at all of the Board but more about the complexity of the landscape that we operate within, while many stakeholder plans and papers are available, I question whether it is the role of the ELT to share these with the Board, but better to focus on the key skills papers relevant to curriculum planning or the financial context.
6	anonymous	discussion often strays into the issues of engagement with stakeholders and partners but there is little by way of discussion on how these challenges can be resolved.
7	anonymous	The College operates in a complex and dynamic environment. Helping the Board understand the priority of the challenges and opportunities the College faces from the ELT's perspective will help focus discussions and draw on the Board's knowledge and skills.

### 10.7 **Section 6**

#### **Board Of Management and Members Support**

Average Score – 11.6 out of 12

Q33. Are there any specific comments you wish to make on the support provided to the board and board members?

1	anonymous	Superb and a real sea change in the advice/professionalism provided by Secretary
3	anonymous	Yes, more effective, and professional support from IT. It has been unsatisfactory in my experience this year
4	anonymous	Excellent support advice and minutes and general working of the board - great job
5	anonymous	The Board secretary provides excellent support to the Board. Her advice is timely, and sound and the governance arrangements are good. The action trackers and record keeping through the AdminControl arrangements give confidence to the Board that discussions and agreements are recorded and retained.
7	anonymous	It would be helpful to know the expectations of the Board outside of the core meetings in a more structured way.
8	anonymous	The Secretary's support is invaluable, and the quality of her work is excellent. Thank you, Lorraine!

## 10.8 Section 7

### **Performance of the Board Chair**

Average Score – 19.4 out of 20

Q40. Are there any specific comments you wish to make on the performance of the Board Chair?

1	anonymous	Caroline has made a real impact to the way the board governs and functions
2	anonymous	The Chair is effective, timekeeping for length of meetings is good.
4	anonymous	The chair of the Board has made a positive and significant impact to the operation of the college and support to the ELT. Together they have brought about significant improvements in outcomes for learners and in the reputation of the college.
5	anonymous	Chair has engendered an open and collaborative atmosphere at Board level. Board meetings (as per feedback above) could be more strongly focused on 2-3 key decisions/outputs.

7	anonymous	The structure and focus of Board meetings could be improved. The Chair's updates could be more closely aligned with the Board Agenda.
8	anonymous	I value the Chair's commitment, energy and knowledge. She operates in a very inclusive way which has created a positive Board culture.

**10.9 Section 8  
Governance**

Average score – 7.5 out of 8

Q44. Are there any other comments you wish to make on the operational effectiveness of the board ensuring the maintenance of good governance and fulfilling its corporate responsibilities?

1	anonymous	I'd say 'Very Good' rather than 'Excellent'. We can always continue to improve
2	anonymous	Governance has improved with all actions addressed from last review and a good review just had
3	anonymous	In particularly challenging times, the college board has documented its concerns over the risks facing the college and has used influence, where it can, to challenge the ongoing funding concerns. Some of the key risks facing the sector are out with the Board control but it has acted to challenge and support the ELT in managing these risks within the finances available.
4	anonymous	Strengthen stakeholder engagement to provide more direct insight into expectations of stakeholders and impacts of the College
5	anonymous	The governance framework now in place is enabling effective Board activities and I am grateful to the Board Secretary, ELT and Chair for the changes made.

**10.10 Section 9  
Forward Look**

Q45. What are the key issues that you feel need to be addressed by the Board for the future?

2	anonymous	Funding for the future of delivery in college - although this is discussed at length with many suggestions as how the college moves forward.
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3	anonymous	Really would just say there needs to be scrutiny of external factors that will impact on college in years to come.
5	anonymous	Length of Board Papers and focussing on the strategic important issues.
6	anonymous	Timely customer service from IT
7	anonymous	Challenge is to keep the college offering and look at new models in the light of fin cuts
8	anonymous	Continued focus on the opportunities for tertiary level education and alignment of funding across the university and college sectors.
9	anonymous	Continue to focus on the sustainability of the college in the ever changing and demanding environment.
10	anonymous	Curriculum design. How to be medium term focused not just short term. How to be creative and dynamic despite tight financial constraints
11	anonymous	any shift in policy at a nation and/or regional level; funding challenges which will prevail for the next few years at least and of course performance and the student experience.
14	anonymous	Financial sustainability inevitably, and the potential of greater investment in commercialisation.