

Board of Management

Meeting of the Board of Management

MINUTE OF 3rd MEETING HELD ON WEDNESDAY 4 DECEMBER 2019 AT 1700 HRS
(BoM3)

| Present | |
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| Alisdair Barron (AB) (Chair) | Karen Kelly (KK) |
| David Cullen (DC) | Robyn Lambert (RL) |
| Dylan Duff (DD) | Paul Little (PL) |
| David Eaton (DE) | May Miller (MM) (Co-optee) |
| Sarah Erskine (SE) | Graham Mitchell (GM) |
| Jim Gallacher (JG) | Ronnie Quinn (RQ) |
| George Galloway (GG) | Audrey Sullivan (AS) |
| Lorna Hamilton (LH) | Lesley Woolfries (LW) |
| Paul Hillard (PH) (Co-optee) | Rebekah Widdowfield (RW) |
| In attendance | |
| Paul Clark (PC) | Stuart Thompson (ST) |
| Guy Clinton (GC) | Cate Wilson (CW) |
| Aileen Ireland (AI) | |
| Sheila Lodge (SL) | Ann Butcher (Minute) |
| Apologies for absence | |
| Stuart Patrick (SP) | |

| Item BoM3-1 | Apologies for Absence | |
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| Paper No: | Lead: Chair | Action requested: Note |
| Decision/Noted | Apologies for absence were received from SP. | |

| Item BoM3-2 | Declarations of Interest | |
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| Paper No: | Lead: Chair | Action requested: Note |
| Decision/Noted | None | |

| Item BoM3-3.1 | Minute of the Previous Board of Management Meeting held on Wednesday 9 October 2019 | |
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| Paper No: BoM3-A | Lead: Chair | Action requested: Approve |
| Decision/Noted | Subject to one minor amendment, the minute was approved. | |
| | <p>MATTERS ARISING Charles Oakley Building An updated Business Case proposal is being developed by the Associate Director, Innovation and STEM for further consideration by the Finance &</p> | |

Physical Resources Committee (FPRC). Following approval, this will be submitted to the Scottish Funding Council.

Item 5.1 was taken at this time. GC attended the meeting. GM arrived during discussion.

| Item BoM3-5.1 | | Internal Audit of Data Protection/GDPR Update | |
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| Paper No: BoM3-F | Lead: S Lodge | Action requested: Note | |
| Discussion/ Matters Arising | <p>GC, Data Protection Officer attended the meeting to provide an update on the progress of actions relating to the recommendations provided within the Data Protection/GDPR Internal Audit Report.</p> <p>GC provided members with an update following an initial gap analysis of data repositories which had recently been carried out. Areas identified as requiring immediate reinforcement have now been updated and improved. It is anticipated that the College will be “Article 30 document compliant” by the end of this year.</p> <p>A Holding and Disposal of Data Policy is being developed along with a review of the current Data Protection Policy. These will be submitted to the relevant Board Committee and if required, full Board for approval.</p> <p>GDPR training will be provided in all departments including nominations of Head of Privacy roles. Members suggested that in addition, a general awareness training programme should also be provided to all staff.</p> <p>It is expected that full data governance for the Article 30 project will be achieved by the end of March 2020.</p> | | |
| Decision/Noted | <ul style="list-style-type: none"> • To note the update on progress made against the Data Protection Internal Audit recommendations. • To note that awareness training will be provided to all staff. • To submit DP Policies to relevant Committee(s) for review/approval. | | |

GC left the meeting.

| Item BoM3-3.2 | | Annual Report & Financial Statements 2018-19 | |
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| Paper No: BoM3-B | Lead: S Thompson | Action requested: Discuss | |
| Discussion/ Matters Arising | <p>PC provided members with a brief overview of the narrative section, developed with reference to individual Committee Annual Reports. At the request of the FPR Committee, this has now been made more concise. The overall content of the Report will be further refined and reduced in future. RW suggested that an info graphic be provided, highlighting key achievements. PC will consider adding summary information in this format.</p> <p>ST provided an overview of the Financial Statements for 2018-19. He highlighted that whilst the statements record a deficit of £6.576m, the full financial statements show an underlying operating surplus of £1.201m. This follows adjustments made for depreciation, payment to Forth Valley College (FVC) for the sale of North Hanover Street building and, pension and early retirement adjustments. ST further highlighted that the College continues to operate with a healthy cash balance of £8.2m at the year end.</p> | | |

This balance will reduce back to the ongoing average of £7m (28 days expenditure) over the course of 2019-20.

Members noted the Parliamentary Report and were assured that this provides satisfactory transparency in terms of the ongoing fraud investigation. ST added that as agreed at the recent meeting of the Audit Committee, the net cost of the potential loss will be adjusted to the gross amount. Formal credit notes have now been received from a supplier who has accepted failure to comply with agreed College procurement procedures. The reduction in the overall cost to the College will now be reflected within the Report. It was noted that the recovery of additional credit notes and equipment is also ongoing. Any additional recovery costs will be compensated against the College insurance claim. Civil recovery is also being investigated.

With reference to the ongoing police investigation, MM questioned the legality of providing this information publicly. Whilst it was recognised that the accounts would not be in the public domain until after Parliamentary approval (around April 2020), the External Audit report would be in public domain by the end of this year. It was agreed that in the meantime, due to the ongoing police investigation, the report would remain non-disclosable.

Members noted that the Internal Audit Forensic Report is as yet incomplete. Once finalised, this will be circulated to all Board members for further information. The Audit Committee is still reviewing the Report and a number of recommendations, with required actions, is currently being considered.

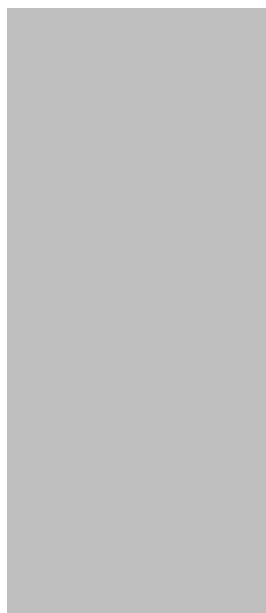
ST further informed that use of the proceeds from the sale of NHS had been fully disclosed within the accounts including £343k being accrued in the balance sheet. External Audit had considered that this accrual was an unadjusted audit difference and should be moved from accruals to income. It has since been agreed that this adjustment will not be reflected within the financial statements, on the basis of immaterial impact. This amount will be held in reserve for use in funding any ongoing operational costs for the Charles Oakley building.

KK requested clarification on the outcome, particularly in terms of gains or liabilities, following the sale of the North Hanover Street site. ST considered that there was currently no liability to the College and the potential for overage was not currently known as this would be dependent on the success of the newly planned accommodation build. He further reminded that all proceeds of the sale including overage, would revert back to the Scottish Funding Council. A full report will be submitted to the FPR Committee.

Decision/Noted

To approve the Annual Report 2018-19.
That the document be considered as non-disclosable.

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| Item BoM3-3.3 | Strategic Risk Register | |
| Paper No: BoM3-C | Lead: P Clark | Action requested: Approve |
| Discussion/ Matters Arising | The current status of the highest scoring risks were considered. The following progress was noted: | |



Risk 6 – *Negative Impact upon College Reputation* – it was noted that potential outcomes from the fraud investigations and associated media coverage were still ongoing. It was agreed that the Risk Score remain at 15 (RED).

Risk 12 – *Failure of Business Continuity* – The Internal Audit report of Business Continuity Plans has now been undertaken with an assurance rating of Good being received. The Risk Score has now been changed from 15 (RED) to 10 (AMBER).

Risk 25 – *Failure of IT System Security* – the Cyber Essentials+ - accreditation has now been achieved and the Risk Score has been reduced to 10 (AMBER).

The Board noted that on average, the overall Risk Scores have reduced on average over the past 6 months.

Decision/Noted

To note and approve the revised Risk Register dated 21 11 19.

Item BoM3-3.4 External Board Effectiveness Review

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| Paper No: BoM3-D | Lead: P Clark | Action requested: Approve |
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| Discussion/ Matters Arising | PC reminded the Board of the requirement for Boards to undertake self-evaluation annually, with externally facilitated reviews required every 3 years . Sector Board Secretaries have proposed an amendment to the requirement for reviews from every 3 years to “from 3 to 5 years”. This has yet to be agreed by the Good Governance Steering Group, however flexibility for a staggered approach over calendar year 2020 has been agreed. As a consequence, the Board must complete an external review by the end of calendar year 2020. It was therefore proposed to procure an external facilitator service to facilitate the review. This was agreed. | |
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| Decision/Noted | LW & PC to progress the procurement of an external facilitator for Board Effectiveness Review. | |
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Item BoM3-4.1 Students’ Association Update

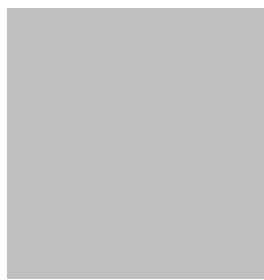
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| Paper No: BoM3-E | Lead: D Duff/R Lambert | Action requested: Discuss |
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| Discussion/ Matters Arising | <p>DD updated members on the following Students’ Association (SA) activities:</p> <ul style="list-style-type: none"> • Election schedules for Faculty Rep Elections have now been amended. Over 40 nominations for Faculty Reps were received with 3-4 Reps for all Faculties now elected. • A monthly Social Media Blackout Campaign has now been implemented to encourage staff and students to have less screen time. • The SA were also involved in the Regional Board scoring process for the Mental Health Tendering. | |
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| Decision/Noted | To note the update report. | |
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| Item BoM3-4.2 | Chair's Remarks | |
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| Paper No: Verbal | Lead: | Action requested: |
| Discussion/ Matters Arising | <p>AB informed that the three Glasgow College Chairs have met with GCRB to discuss the role of College Boards. He further advised that 2 new Trade Union observer representatives have been invited to participate in Regional Board meetings.</p> <p>AB congratulated all students (including DD) who graduated at the recent Winter Graduation Ceremony. He added that this year's event was the largest he had attended. The guest speakers offered exceptional advice to all graduating students.</p> | |
| Decision/Noted | To note the update. | |

| Item BoM3-4.3 | Principal's Report | |
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| Paper No: Verbal | Lead: Principal | Action requested: Discuss |
| Discussion/ Matters Arising | <p>The Principal advised that the support staff job evaluation process is ongoing with 151 role evaluations forms being submitted to date. He further reminded of the formal dispute raised by EIS/FELA (following implementation of the NWP) which particularly referred to working hours being 'determined locally'. NJNC Joint Secretaries have stated that local Recognition and Procedures Agreements would 'determine the process to be applied'. This is now subject to further consultation through the College Lecturer Negotiation Committee.</p> <p>The following points were noted:</p> <ul style="list-style-type: none"> • Dr Claire Carney has been appointed Vice Principal, Student Experience and will join the College on 6 January 2020. A replacement position for the current Performance and Improvement Director will be considered in early 2020. • With reference to enrolments, it was noted that August 2019 Full Time applications were down from last year. Further Full Time enrolments are planned for January 2020 to recover any shortfall. It is anticipated that the College will meet the credit target for 2019-20. • CoGC finished in the top two at the recent WorldSkills UK Live National finals with 12 medals including five gold, two silver and five bronze. • PL has recently met with senior officials and ministers including Paul Kett, Director General DfE, Gayle Tierney, Minister for Training & Skills for HE Parliament of Victoria, Australia, Mairi Gougeon, Minister for Rural Affairs & the Natural Environment. Over the last few months, the College has also welcomed delegations from Shanghai, Tunisia, India and Holland. | |



- A report by Professor Sir Anton Muscatelli, Vice-Chancellor of the University of Glasgow on Universities on the universities' role in driving innovation in Scotland has now been published. A similar College report on Economic Impact (commissioned by Derek Mackay, Finance Minister) has been produced by PL and Audrey Cumberland, Principal, Edinburgh College, and will be published early 2020.

Decision/Noted

To note the update report.

Item BoM3-6.1.1 was taken at this time. JG and SE left the meeting during the discussion.

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| Item BoM3-6 | Reports from Board Committees |
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| Item BoM3-6.1 | Committee Items for Approval |
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| Item BoM3-6.1.1 | Annual Procurement Report |
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| Paper No: BoM3-G | Lead: S Thompson | Action requested: Approve |
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| Discussion/ Matters Arising | <p>The Board received an overview of the annual procurement activity during 2018-19 which, subject to inclusion of details on the recent fraud investigation, was endorsed for approval at the last meeting of the FPRC. KK added that given disclosability issues within other College reports, the Committee felt that due to the close connection to procurement, this matter would need to be mentioned briefly within the Report. This text has now been provided. Members considered the level of disclosable detail required. It was agreed that the detail should be consistent with the Annual Report, however given the ongoing police investigation, this should be made relevant to the procurement processes and procedures.</p> <p>It was further agreed that independent legal advice should be sought on the information and level of detail disclosed within all relevant College documentation prior to publication.</p> <p>Members further noted that the PECOS purchasing system has now been fully implemented. This has ensured further compliance with the non-compliant spend now reduced from 21% to 7% over the past 3 years.</p> |
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Decision/Noted

- Seek legal advice on information disclosed within relevant College documentation.
- Review detail required under Section 9 within the Report.
- To approve the Report subject to the above.

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| Item BoM3-6.2 | Committee Items for Noting/Information |
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| Item BoM3-6.2.1 | External Audit Annual Report 2018-19 |
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| Paper No: BoM3-H | Lead: | Action requested: |
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| Discussion/ Matters Arising | <p>The Board noted the Report which outlines the main elements and findings of the External Audit for 2018-19.</p> <p>ST highlighted that overall the Report was very positive. External Audit made reference to the increased level of cash held by the College at the year end and highlighted that the Board should review this prior to the end of each financial year. Several "one-off" transactions have caused an increased cash balance however the balance will reduce back to the</p> |
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| | <p>ongoing average of 28 days expenditure. No recommendations were made on this issue. The 4 recommendations highlighted within the action plan have been accepted and implementation dates have been agreed.</p> <p>External Audit have provided an unqualified opinion on the financial statements, the regularity of transactions and other prescribed matters.</p> <p>It was agreed that pending legal advice, this document would remain 'non disclosable'.</p> |
| Decision/Noted | <p>To note the Report.</p> <p>That the report remain non-disclosable pending legal advice as above.</p> |

| Item BoM3-6.2.2 Internal Audit Annual Report 2018-19 | | | |
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| Paper No: BoM3-I | <table border="1"> <tr> <td>Lead:</td> <td>Action requested:</td> </tr> </table> | Lead: | Action requested: |
| Lead: | Action requested: | | |
| Decision/Noted | <p>The summary of all the internal audit work carried out on behalf of the College during 2018-19 was noted. The document will remain 'non disclosable' pending legal advice.</p> | | |

Item 4.4 was taken at this time.

| Item BoM3-4.4 Board Member Appraisals | | | |
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| Paper No: Verbal | <table border="1"> <tr> <td>Lead: P Clark</td> <td>Action requested: Discuss</td> </tr> </table> | Lead: P Clark | Action requested: Discuss |
| Lead: P Clark | Action requested: Discuss | | |
| Discussion/ Matters Arising | <p>PC reminded of the requirement under the Code of Good Governance to undertake Board member appraisals on an annual basis. He further highlighted that a number of members' tenures will conclude in July 2020. In the event of application for extension, appraisals would need to be completed in advance.</p> | | |
| Decision/Noted | <p>To circulate appraisal pro forma for completion and return.</p> | | |

| Item BoM3-6.2.3 Health and Safety Annual Report 2018-19 | | | |
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| Paper No: BoM3-J | <table border="1"> <tr> <td>Lead: P Clark</td> <td>Action requested: Discuss</td> </tr> </table> | Lead: P Clark | Action requested: Discuss |
| Lead: P Clark | Action requested: Discuss | | |
| Discussion/ Matters Arising | <p>SL provided a brief overview of the Health and Safety Annual Report for 2018-19. The following matters were highlighted:</p> <ul style="list-style-type: none"> • A slight decrease in the total number of accidents and incidents have been reported with the most significant in relation to sharp contact. Appropriate preventative measures are being considered and will be put in place. RIDDOR reportable accidents have significantly decreased. • 100 staff with management responsibilities have been undertaking Institution of Occupational Safety and Health (IOSH) Managing Safely courses with the final course in May 2020. • Health and Safety management action plans are being produced by all Faculties. • The newly implemented First Aid Procedures continue to work well. • Defibrillators are now located throughout the building and are fully accessible. | | |

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| Decision/Noted | To note the update Report. |

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| Item BoM3-6.3 | Committee Minutes |
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| Item BoM3-6.3.1 | Learning and Teaching Committee – 5 November 2019 |
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| Paper No: BoM3-K | Lead: Convener | Action requested: Discuss |
| Discussion/ Matters Arising | DE advised that with the appointment of the new Vice Principal Student Experience, the Programme of Work and structure of the agenda for the Committee are under review. | |
| Decision/Noted | To note the draft minute. | |

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| Item BoM3-6.3.2 | Audit Committee – 18 September 2019 + 13 November 2019 |
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| Paper No: BoM3-L + BoM3-M | Lead: Convener | Action requested: Discuss |
| Discussion/ Matters Arising | Two closed sessions have now been held specifically to discuss the ongoing fraud investigations. The Internal Audit Forensic Report is being further assessed and follow up actions on budget management and procurement are being considered. For openness and completeness, two representatives from GCRB were present at the November Audit Committee meeting. It is anticipated that a full report will be provided to GCRB in due course. | |
| Decision/Noted | To note the minute of 18 September and the draft minute of 13 November 2019. | |

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| Item BoM3-6.3.3 | Performance and Nominations Committee – 23 September 2019 |
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| Paper No: BoM3-N | Lead: Convener | Action requested: Discuss |
| Discussion/ Matters Arising | The partial student success rates were highlighted. Members were reassured that the PNC is currently reviewing the Performance Management Strategy with a view to improving overall performance. A gap analysis will be undertaken for underperforming areas. | |
| Decision/Noted | To note the draft minute. | |

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| Item BoM3-6.3.4 | Remuneration Committee – 23 September 2019 |
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| Paper No: BoM3-O | Lead: Convener | Action requested: Discuss |
| Decision/Noted | To note the draft minute. | |

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| Item BoM3-6.3.5 | Art Foundation – 2 October 2019 |
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| Paper No: BoM3-P | Lead: Convener | Action requested: Discuss |
| Decision/Noted | To note the draft minute. | |

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| Item BoM3-6.3.6 | Finance & Physical Resources Committee – 2 October + 20 November 2019 | |
| Paper No: BoM3-Q + BoM3-R | Lead: Convener | Action requested: Discuss |
| Decision/Noted | To note the minute of the meeting held on 2 October. The draft minute of 20 November was not available at the meeting. | |

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| Item BoM3-6.3.7 | Students, Staff & Equalities Committee – 23 October 2019 | |
| Paper No: BoM3-S | Lead: Convener | Action requested: Discuss |
| Decision/Noted | To note the draft minute. | |

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| Item BoM3-6.3.8 | Development Committee – 30 October 2019 | |
| Paper No: BoM3-T | Lead: Convener | Action requested: Discuss |
| Decision/Noted | To note the draft minute. To note that a Vice Convener has yet to be appointed. | |

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| Item BoM3-7 | Any Other Notified Business | |
| Paper No: Verbal | Lead: Chair | Action requested: |
| Decision/Noted | There was no other notified business. | |

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| Item BoM3-8 | Disclosability of Papers | |
| Paper No: Verbal | Lead: P Clark | Action requested: Note |
| Decision/Noted | In addition to those currently submitted as non-disclosable, papers BoM3-G, BoM3-H, BoM3-I were agreed as non-disclosable at this time. | |

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| Item BoM2-9 | Date of Next Meeting | |
| Paper No: | Lead: | Action requested: Note |
| Decision/Noted | Burns Supper – 23 January 2020 Date of Next Meeting – 12 February 2020 | |

CW advised members that this would be the last Board and Committee meeting they would be in attendance as this stage of the governance research project was now concluded. CW expressed her sincere gratitude for allowing the project unprecedented access to the work of the Board and its Committees. A full report would be made available in due course.

The meeting closed at 1935 hours

ANNEX TO THE MINUTE

ACTION POINTS ARISING FROM THE MEETING

| Item | Description | Owner | Target Date |
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| BoM3-6.1.1 | Annual Procurement Report: Seek legal advice on information disclosed within relevant College documentation. | PC | ASAP |
| BoM3-6.1.1 | Annual Procurement Report: Review detail required under Section 9. | ST | ASAP |
| BoM3-4.4 | Board Member Appraisal: Circulate appraisal pro forma for completion and return. | PC/ALL | ASAP |

ACTION POINTS ARISING FROM PREVIOUS MEETINGS

| Item | Description | Owner | Target Date |
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| BoM2-2.1 | Student Profile and Performance 2018-19: Provide a more detailed breakdown of the success outcomes for the key student groups. | PC (for DD/GP) | BoM Mtg 04 12 19 |
| BoM1-6 | TDAP Update: <ul style="list-style-type: none"> Next L&T meeting; SL to expand on financial impact/ business case. | SL | 05/11/19 |
| BoM1-9 | Board Tenures: AB to complete Board member appraisals | AB | 2019-20 |
| BoM1-15 | Data Protection Audit Update: SL to provide GDPR update in near future. | SL | TBC |
| | PC to ensure Board member training and development includes 'responsibilities as a charity trustee'. | PC | Ongoing |
| | A series of Faculty presentations to be incorporated into Board work plans to ensure Board members are fully informed of the College industry related activities. | PC | Ongoing |
| BoM2-5 | Property Disposals/Development Update: Continue to develop a strategy for a regional innovation centre in collaboration with GCRB. | FS | Ongoing |
| BoM3-15 | AONB: Board Member Links with Faculties: Consider reportage process to Board Committees. | PC | Ongoing |