

## Board of Management

### Meeting of the Performance and Nominations Committee

MINUTE OF THE 3<sup>rd</sup> MEETING HELD ON THURSDAY 9 APRIL 2020 AT 1500 HRS (PNC3) VIA VIDEO CONFERENCE

| Present                                    |                                  |
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| Alisdair Barron (AB)                       | Paul Little (PL) (Principal)     |
| Jim Gallacher (JG)                         | Graham Mitchell (GM)             |
| George Galloway (GG)                       | Lesley Woolfries (LW) (Convener) |
| Karen Kelly (KK)                           |                                  |
| In attendance                              |                                  |
| Paul Clark (PC) (College Secretary/Minute) |                                  |
| Apologies for absence                      |                                  |
| None                                       |                                  |

| Item PNC3-1    | Apologies for Absence              |                        |
|----------------|------------------------------------|------------------------|
| Paper No:      | Lead: Convener                     | Action requested: Note |
| Decision/Noted | No apologies for absence received. |                        |

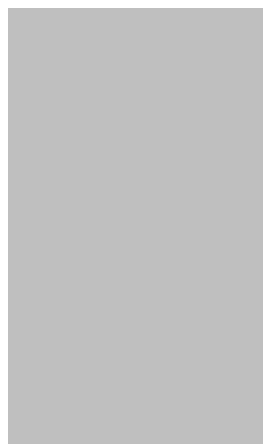
| Item PNC3-2    | Declarations of Interest |                        |
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| Paper No:      | Lead: Convener           | Action requested: Note |
| Decision/Noted | None.                    |                        |

| Item PNC3-3.1                  | Minute of the Performance & Nominations Committee meeting held on 20 January 2020   |                           |
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| Paper No:<br>PNC3-A            | Lead: Convener  | Action requested: Approve |
| Discussion/<br>Matters Arising | <p>The Committee reviewed the minutes from 20 January 2020.</p> <p>Note: under Development Plan action, note that KK had agreed to join the proposed working group referring to the External Review of Board Effectiveness rather than Board Development Plan. (n.b this WG has now been superseded).</p> <p>LW/PC updated the Committee on the necessary amendment to the proposed timing for completing the External Effectiveness Review due to Covid-19 impact. Agreed to follow the timeline as set out in the documentation, which would apply once the process is initiated. LW to liaise with PC to progress the Chair evaluation report.</p> <p>Actions – updated and completed.</p> |                           |

**Decision/Noted**

Minutes approved.

| Item PNC3-3.2                  | Strategic Risk Review  |                           |
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| Paper No:<br>PNC3-B            | Lead: P Clark  | Action requested: Approve |
| Discussion/<br>Matters Arising | <p>PC introduced the strategic Risk review, and reported that a significant review of risks has been initiated with SMT. This review will be the first one undertaken since the closure of the College buildings on March 17<sup>th</sup>, and will involve an assessment of strategic risks associated with the current Covid-19 crisis.</p> <p>PC further reported that SMT members have been invited to consider significant new ways of working in the management of the crisis, including opportunities that may arise in the ongoing analysis of risk management. It is to be noted that the whole College is currently engaged in risk management, from the strategic platform through all operational levels.</p> <p>PC reported that all College Strategic Risks will be reviewed by each Board Committee in turn, and a final report on this round of risk reviews will go to the full Board in due course.</p> <p>PC reported that he had received the draft Internal Audit Report on Risk, which had provided an assurance assessment of <u>Good</u>, the highest level of assessment available. The final report will go to the Audit Committee.</p> <p>The Principal reported that there had been 8 SMT meetings since closure, and the risks dealt with have been both acute and ongoing, including the care of around 60 students in residence at the Halls of Residence, unable to get home due to Covid-19 restrictions on travel. PL indicated that 250 Merchant Navy Officers are still at sea. PL also reported that some of the College’s PPE will be retained for use at the Halls.</p> <p>It was noted that Staff/Student illness will also have an impact on the Risk Register, as well as the growing mental health issues. It was suggested that an “acute” risk be included to reflect the immediate serious risks associated with the crisis – to include, for example the current situation at the Halls of Residence.</p> <p>PC reported on further contact with the consultant who has supported the development of the Business Recovery Plans (part of the College’s Business Continuity Planning).</p> <p>PL reported on a meeting with the Minister, Universities, other agencies, etc. and communication of the potential for further community response from the College. The Committee discussed a number of forms that this might take, including staff and students volunteering, for which there may be a variety of motivations. It was noted that some students were training for work in a care and/or health environment, and some may choose to take up voluntary roles to enhance their experience.</p> <p>The Principal also outlined some of the key stakeholder and government contacts, which the College has. The Principal also updated the Committee with regard to the offer and proposed distribution of College resources in terms of a community response. Among other initiatives, the</p> |                           |



Principal referred to other examples, including several members of staff who are going in to the College making face guards.

LW requested that any liabilities and insurances be checked.

PL referred to the immediate financial exposure, which the College faces, and also the current cash position of the College. This would be regarded as an “acute” risk in the current circumstances. PC to circulate the Finance paper (as circulated to SMT) to PNC.

PC to circulate the full draft Risk Review paper once this current review has been completed.

**Decision/Noted**

**Actions:**

Insurance and liability to be reviewed: PL (asap)

PC to circulate draft Risk paper to PNC once completed; PC (on completion)

PC to circulate SMT Financial assumptions paper to PNC (asap)

| <b>Item PNC3-3.3</b>                   |  | <b>Standing Orders: 2020 Revision</b> |  |
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| <b>Paper No:<br/>PNC3-C</b>            | Lead: P Clark  | Action requested: Approve             |  |
| <b>Discussion/<br/>Matters Arising</b> | <p>PC introduced the paper, which included considerations for revisions to the Board of Management Standing Orders, one of the key components of the College’s Articles of Governance.</p> <p>It was highlighted that the Board of Management Standing Orders were last reviewed in January 2017, and are due for further review, given changes to operational practice.</p> <p>The objectives are to ensure that the Board’s Standing Orders continue to be fit for purpose, and are clearly understood and agreed as such by the Board. PC indicated that the proposed revisions are in line with the Model Standing Orders agreed within the sector (Secretary to the Board Network, CDN).</p> <p>It was noted that prior to the Covid-19 public health crisis, which forced the closure of the College campus buildings in March 2020, Board members had increasingly sought to attend meeting via videoconference or teleconference solutions. Since the point of closure on 17th March 2020, this mode of facilitating meetings has become the norm within the College. The current revision seeks to ensure that the current Standing Orders reflect and accommodate this practice. This was agreed.</p> <p>The paper noted that with an increasing number of executive members on College Boards, it is important that Boards are seen to be acting at all times in the public interest, free of any perception or implication of conflict of interest. To ensure this visibility and transparency, and in the interests of good governance, consideration should be given to the size and makeup of Board and Board Committee quorums, and non-executive Convenerships, to ensure that a balance in favour of non-executive influence at decision-making points is preserved, and that transparent and appropriate challenge to the executive is maintained. This was agreed.</p> |                                       |  |

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|                | PC proposed that the suggested amendments support the College Value of Integrity, Honesty, and Transparency. |
|                | The Committee reviewed the suggested amendments to the Standing Orders, and approved changes as proposed.    |
| Decision/Noted | Approved;  |

| Item PNC3-4.1 |  | Committee Terms of Reference Review |  |
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| Paper No:<br>PNC3-D | Lead: P Clark | Action requested: Discuss |
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| Discussion/<br>Matters Arising | PC introduced the alteration to the Committee Terms of Reference, as previously agreed by the Committee (September 2019). |
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| Decision/Noted | Approved; |
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| Item PNC3-5 |  | Any Other Notified Business |  |
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| Paper No: | Lead: | Action requested: |
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| Decision/Noted | <p>PNC noted the following:</p> <ol style="list-style-type: none"> <li>1. There is no requirement for a Remuneration Committee meeting today.</li> <li>2. The intention is for PNC to meet more regularly; next meeting to be in early May (tbc).</li> <li>3. Some Committees may not meet. Art Foundation suspended until further notice.</li> <li>4. KK noted that there is a need to know what is to happen with the statutory accounts, and whether the timescale for completion has been revised. GM noted the need to check the timescale of the Finance External Audit. FPRC and Audit Committees to proceed to schedule.</li> </ol> |
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|  | <p>Item 2. PC to arrange date for PNC in early May.</p> <p>Item 4. PC to check with ST re timing of accounts submission and audit.</p> |
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| Item PNC3-6 |  | Disclosability of Papers |  |
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| Paper No:<br>Verbal | Lead: Convener | Action requested: Note |
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| Decision/Noted | Unchanged. |
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| Item PNC3-7 |  | Date of Next Meeting |  |
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| Paper No: | Lead: Convener | Action requested: Note |
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| Decision/Noted | Early May – date to be arranged (PC) |
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## ANNEX TO THE MINUTE

### ACTION POINTS ARISING FROM THE MEETING

| Item     | Description  | Owner | Target Date             |
|----------|--|-------|-------------------------|
| PNC3-3.1 | Check insurances and liabilities for staff entering College premises during lockdown | PL/PC | Asap                    |
| PNC3-3.1 | Circulate finalised Risk Review to PNC   | PC    | On completion           |
| PNC3-3.1 | Circulate financial assumptions paper to PNC   | PC    | Asap<br><b>Complete</b> |
| PNC3-5   | Arrange further PNC meeting date (May)   | PC    | Asap                    |
| PNC3-5   | Check timing of accounts submission and audit  | PC/ST | Asap                    |

### ACTION POINTS ARISING FROM PREVIOUS MEETINGS

| Item      | Description  | Owner | Target Date                 |
|-----------|--|-------|-----------------------------|
| PNC2-3.2  | PC to progress external review with LW                           | PC/LW | 30.3.20<br><b>Complete</b>  |
| PNC2-4.1  | AB and PC to clarify Board member position re. tenure extension. | AB/PC | 30.3.20<br><b>Complete</b>  |
| PNC2-5.1  | PC to arrange Chair/Board member individual meetings with AB.    | PC    | 30.3.20<br><b>Complete</b>  |
| PNC1-3.2  | Amend Report text as agreed                                      | PC    | 13.10.19<br><b>Complete</b> |
| PNC1-3.3  | Amend Programme of Work as agreed                                | PC    | 13.10.19<br><b>Complete</b> |
| PNC1-4.1  | Review ToRs as agreed  | PC    | 13.10.19<br><b>Complete</b> |
| IPNC1-4.2 | Develop presentation into a paper for the Board                  | DD    | 09.09.19<br><b>Complete</b> |