

## Board of Management

### Meeting of the Board of Management

MINUTE OF 3<sup>rd</sup> MEETING HELD ON WEDNESDAY 5 DECEMBER 2018 AT 1700 HRS  
(BoM3)

<b>Present</b>	
Alisdair Barron (AB) (Chair)	Paul Little (PL)
George Black (GB)	Colin McMurray (CM)
David Eaton (DE)	George McVerry (GMcV)
Jim Gallacher (JG)	Graham Mitchell (GM)
George Galloway (GG)	Anne Peters (AP)
Tracey Howe (TH)	Alex Robertson (AR)
Karen Kelly (KK)	Lesley Woolfries (LW)
Milea Leone (ML)	
<b>In attendance</b>	
Paul Clark (PC)	Ann Butcher (Minute)
Fares Samara (FS) (Item 4 only)	
<b>Apologies for absence</b>	
Stuart Patrick (SP)	Eric Tottman-Trayner (ETT)

<b>Item BoM3-1</b>	<b>Apologies for Absence</b>	
<b>Paper No:</b>	Lead: Chair	Action requested: Note
<b>Decision/Noted</b>	Apologies for absence were received from KK, SP and ETT.	

<b>Item BoM3-2</b>	<b>Declarations of Interest</b>	
<b>Paper No:</b>	Lead: Chair	Action requested: Note
<b>Decision/Noted</b>	There were no declarations of interest raised.	

<b>Item BoM3-3</b>	<b>Minute of the Previous Board of Management Meeting held on Wednesday 10 October 2018</b>	
<b>Paper No:</b> BoM3-A	Lead: Chair	Action requested: Approve
<b>Decision/Noted</b>	That subject to one minor amendment, the minute be approved.	

<b>Item BoM3-4</b>	<b>Annual Report and Accounts 2017-18</b>	
<b>Paper No:</b> BoM3-B	Lead: P Clark/S Thompson	Action requested: Approve
<b>Discussion/ Matters Arising</b>	PC introduced the narrative section within the Annual Report and Accounts 2017-18 which has been developed with reference to the individual Board Committee Annual Reports, and also includes examples	

from each Faculty of student and staff successes during 2017-18. The narrative section (excluding the financial statements, summary Performance Overview and Governance Statements) will be fully designed and published as the College Annual Review 2017-18.

ST provided a review of the Financial Statements. The following main elements were particularly highlighted and were discussed:

- The College resource performance for the financial year 17-18 was budgeted at a break even position of 82k with actual position at 218k.
- The total College cash budget spend for priorities was noted at £1.1m.
- The College made an underlying surplus of £0.6m - an increase from £0.3m in 2016-17. However, the College continues to operate in a challenging financial climate and is facing a significant increase in staff costs over the next 2 years, mainly due to harmonisation of pay levels across the sector. The College had net current liabilities of £4.0m at the year-end due to the inclusion of the NPD contract liability; however, the College continues to operate with a healthy cash balance. PL highlighted the ongoing challenge to replace equipment.

TH suggested that a more detailed financial breakdown on resources spent on Academic Teaching should be provided separately to students. ST will discuss this, including possible format with ML.

- The excellent internal audit report findings for 17-18 were noted. The report shows that all outcomes from audit reviews were either satisfactory or good. No medium or high recommendations were made.
- The summary of key Strategic Risks were noted. The Risks have now been RAG rated and are managed and monitored throughout the year via appropriate Board Committees. An additional note has also been added to the Report, advising that the Risk 23 score (relating to Regional grant funding) has been reduced during 18-19 to AMBER. This reflects the mitigation measures of robust curriculum planning and continued close involvement with GCRB.
- The detail of the remuneration and pension interests of senior management, and summary of all voluntary severance packages agreed during 17-18, were also noted. It was noted that these figures have been audited by Scott Moncrieff.

**Decision/Noted**

The Annual Report 2017-18 was approved.

*Item 7 was taken at this time.*

<b>Item BoM3-7</b>	<b>Property Disposals/Development Update</b>	
<b>Paper No: BoM3-E</b>	Lead: F Samara	Action requested: Discuss
<b>Discussion/ Matters Arising</b>	FS updated members on the disposal and development of NHS and CoB sites:	

### North Hanover Street (NHS)

A deposit of £1.5 m has been received in a joint account with the balance to be paid when the sale concludes. Completion of missives has been delayed until the removal of the current telecom masts from the NHS roof is complete. Plans for the move of the existing contract to COB have now been approved with completion expected by 28 12 18.

SFC has requested a date for the receipt of sale which should conclude by April 2019 with a longstop date of October 2019.

### Charles Oakley Building (COB)

GSA have informed the College that they no longer wish to use COB. A Renunciation Notice has been produced between CoGC and GSA in order to terminate the Licence to Occupy. This will ensure that '*neither party has any obligations to the other party outstanding in respect of the Licence or the Property before or after the Renunciation Date*'. Committee members noted the termination of this agreement.

An Outline Business Case (OBC) for the redevelopment of COB into an Innovation Hub is being produced. The OBC will build on the initial feasibility study developed in conjunction with Hub West and will be presented to the next meeting of the FPRC.

#### Decision/Noted

- To note the progress with respect to the disposal of NHS site.
- To note the progress on the development of an innovation centre in COB.

*FS left the meeting at this time.*

Item BoM3-5		GCRB Memorandum of Understanding	
Paper No: BoM3-C	Lead: A Barron/P Clark	Action requested: Discuss	
Discussion/ Matters Arising	PC reminded that the Board had recorded their concerns with regard to the lack of provision for recourse to independent arbitration in the event of a failure of conflict resolution with respect to the MoU with GCRB. GCRB had confirmed that the matter had been considered by Principals and Chairs. As a result, an amendment to the GCRB Funding appeals procedure has been made which addressed the concerns expressed by the Board. The amendments were highlighted. AB commended approval of the MoU.		
Decision/Noted	To endorse the GCRB Memorandum of Understanding.		

Item BoM3-6		Strategic Risk Register	
Paper No: BoM3-D	Lead: P Clark	Action requested: Discuss	
Discussion/ Matters Arising	PC provided a brief review on the current status of the highest scoring risks (RAG rated RED) and Risks with significant change to score.		
	TH advised that the matter of cybersecurity controls had been discussed at the last meeting of the FPRC. She had raised some concern with regard to the College Firewall and Intrusion Prevention Systems being at		

'end of life' and sought assurance that this was being addressed.

ST informed that in relation to the adoption of the UK Government Cyber Essentials Plus certification, an external provider has now completed a pre-assessment with 7 recommendations being made. An action plan has been produced with a timescale for completion by March 2019. He assured that whilst the College was not currently fully compliant, it was generally well-protected and more robust processes will be in place by March.

TH raised further concern regarding cyber security in relation to the ethical hacking programme being undertaken within the College. ST confirmed that a discrete "closed off" area within the College network system had been secured for this purpose. ST indicated that the current firewall is sufficient to ensure that the College system will not be hacked.

PL advised that the IT resource has been further strengthened within the reorganisation structure and a new IT Director would be in place by 10 12 18. The matter will be further expedited.

**Decision/Noted**

- To note the high scoring risks.
- To note and approve the revised Risk Register dated November 2018.

**Item BoM3-8      Students' Association (SA) Update**

**Paper No:**  
BoM3-F

Lead: M Leone

Action requested: Discuss

**Discussion/  
Matters Arising**

- ML and AR provided members with the following update on Students' Association activities:
- Development of the Student Mental Health Agreement in partnership with the Mental Health Coordinator is ongoing.
  - The Mental Health theme will continue through the annual 'Be Inspired' conference for Class Reps which is being held tomorrow (06 12 18).
  - Reduction on the amount of graded units and assessments being undertaken in open classrooms is being discussed and will be addressed.
  - A Students' Association Strategic Plan is being developed.
  - The new Students' Association website will go live later this month.

**Decision/Noted**

To note the update report.

**Item BoM3-9      Leadership Reorganisation Update**

**Paper No:**  
Verbal

Lead: P Little

Action requested: Discuss

**Discussion/  
Matters Arising**

PL advised that 70 appointments have been made to leadership posts in the new structure. External recruitments are underway for the Dean of Creative Industries and the HR Director (which is not related to the reorganisation). A shortlist is being prepared for the position of Dean of Nautical and STEM with interviews expected during January 2019. Vacancies for 2 Associate Deans, 1 Associate Director and 11 Curriculum

	<p>Heads are being progressed.</p> <p>45 applications for voluntary severance have been approved. 7 staff members have yet to leave on a planned phased basis.</p> <p>24 Senior Lecturers (SLs) have chosen not to apply for promoted posts with a further 11 SLs being unsuccessful. 35 SLs will therefore revert to Lecturer positions with salary protection for a period of 4 years as per the national agreement. EIS are seeking to maintain the SL role for these 35 positions.</p> <p>The weekly Leadership Development Programme is well underway with positive reviews received. PL welcomed Board members to attend where possible.</p> <p>ST has now formally taken on the responsibility as Vice Principal Corporate Services. FS has agreed to take on the additional responsibility of strategic leadership to the Faculty of Nautical Science and STEM. He will retain his existing Vice Principal responsibilities with the exception of the IT function which has transferred to ST.</p> <p>The new IT Director will take up post on 10 12 18 and an HR Consultant is providing support in HR until the new HR Director is recruited. N Crawford and J Weatherill have left to pursue other interests.</p>
<b>Decision/Noted</b>	To note the update report.

<b>Item BoM2-8</b>	<b>National Bargaining Update</b>	
<b>Paper No: BoM2-F</b>	Lead: Chair	Action requested: ~Discuss
<b>Discussion/ Matters Arising</b>	<p>PL advised that the EIS have notified Colleges of their intention to ballot members for strike actions based on the management's 3 year cost of living pay offer. The ballot will close on 19 12 18.</p> <p>The Board noted that the 2 year cost of living pay award and core terms and conditions has been accepted by support staff unions.</p>	
<b>Decision/Noted</b>	To note the update report.	

<b>Item BoM2-10</b>	<b>Chair's Remarks</b>	
<b>Paper No: Verbal</b>	Lead: Chair	Action requested: Discuss
<b>Discussion/ Matters Arising</b>	<p>AB advised members on his attendance at Colleges Scotland event to launch the College Sector Statement of Ambition today (05 12 18). The Minister for FE, HE and Science, Richard Lochhead MSP emphasised the benefits of nonlinear lifelong learning which was both interesting and inspirational.</p>	
<b>Decision/Noted</b>	To note the update report.	

<b>Item BoM2-11</b>	<b>Principal's Report</b>
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<b>Paper No: Verbal</b>	Lead: P Little	Action requested: Discuss
<b>Discussion/ Matters Arising</b>	<p>PL reported that full time enrolments are currently 340 below budget. The potential to increase enrolments through January start courses will be progressed. First choice applications are down by 8% from last year and still currently stand at 20 000.</p> <p>The following key matters were highlighted:</p> <ul style="list-style-type: none"> <li>• As previously mentioned, Richard Lochhead MSP has officially taken up his role as Cabinet Secretary and Minister for Further Education, Higher Education and Science.</li> <li>• Karen Watt has been appointed the new Chief Executive of the SFC.</li> <li>• Alan Sherry, Principal, Glasgow Kelvin College has announced his forthcoming retiral.</li> <li>• Change to the SFC funding formula is anticipated.</li> <li>• The statue of St Mungo in Bell's Park has now been officially unveiled.</li> <li>• The College welcomed South African High Commissioner, Her Excellency, Nomatamba Tambo whilst hosting the Nelson Mandela Scottish memorial Foundation anniversary dinner.</li> <li>• Sam Ross, Catering Assistant has been included in the BBC's 100 inspiring and influential women from around the world in 2018. Sam was a keynote speaker at the World Downs Syndrome Congress earlier this year.</li> <li>• The College retained No 1 ranking at the UK for Skills at this year's WorldSkills UK LIVE event. Board members were encouraged to attend future events.</li> <li>• The annual winter graduation ceremonies saw some 3 000 students receive their various qualifications. The quality of speakers was exceptional.</li> <li>• An Honorary Fellowship was awarded to Dame Ruth Silver in recognition of her outstanding commitment to education and widening access across the UK.</li> <li>• Two of the College's BA Degree Photography students have designed this year's Christmas card for Young Enterprise Scotland (YES).</li> </ul>	
<b>Decision/Noted</b>	To note the update report.	

<b>Item BoM2-13</b>	<b>Board Recruitment</b>	
<b>Paper No: Verbal</b>	Lead: P Clark	Action requested: Note
<b>Discussion/ Matters Arising</b>	<p>PC confirmed that the Board member application pack was submitted to PNC and was approved for circulation. Board member vacancies will now be advertised with shortlisting expected January 2019 with interviews planned for February 2019. GCRB have been kept fully informed of the process and will be provided with proposed appointments for final approval.</p> <p>AB informed that due to various personal reasons ie business commitments, resignations have been received T Howe, A Peters and E Tottman-Trayner. AB recognised and appreciated their hard work and</p>	

	overall influence in the creation and ongoing development of the College. He will write to individuals on behalf of the Board.
Decision/Noted	To note the update.

<b>Item BoM3-14</b>	<b>Brexit Update</b>	
Paper No: BoM3-H	Lead: P Little	Action requested: Note
Decision/Noted	To note the report and the possible impacts. The Board was reassured that the College is ready to adapt and flex to capture both the opportunities and risks presented by Brexit.	

<b>Item BoM3-15</b>	<b>GCRB Briefing</b>	
Paper No: BoM3-I	Lead: P Clark	Action requested: Note
Decision/Noted	To note the Glasgow Region update for Board members.	

*PL, ST and SL left the meeting at this time.*

<b>Item BoM2-16</b>	<b>Reports from Board Committees</b>	
<b>Item BoM2-16.1</b>	<b>Committee Items for Approval</b>	
<b>Item BoM2-16.1.1</b>	<b>Performance &amp; Nominations Committee – Terms of Reference</b>	
Paper Nos: BoM3-J	Lead: P Clark	Action requested: Approve
Decision/Noted	To approve the revised PNC Terms of Reference.	

<b>Item BoM2-16.2</b>	<b>Committee Items for Noting/Information</b>	
<b>Item BoM2-16.2.1</b>	<b>External Audit Annual Report 2017-18</b>	
Paper Nos: BoM3-K	Lead:	Action requested: Note
Decision/Noted	To note the External Auditor's unqualified opinion on the annual accounts, regularity and other prescribed matters.	

<b>Item BoM2-16.2.2</b>	<b>Internal Audit Annual Report 2017-18</b>	
Paper Nos: BoM3-K	Lead:	Action requested: Note
Decision/Noted	To note the Internal Auditor's opinion that the College has adequate and effective arrangements for risk management, control and governance and that proper arrangements are in place to promote and secure Value for Money.	

<b>Item BoM2-16.2.3</b>	<b>Health &amp; Safety Annual Report 2017-18</b>	
Paper Nos: BoM3-K	Lead:	Action requested: Note
Discussion/ Matters Arising	KK confirmed that the Report was submitted at the last meeting of Finance & Physical Resources Committee (FPRC) with no major concerns being raised. AB enquired whether a 'Lessons Learned' report,	

	following on from Incident Reportage, was provided. Whilst this was being undertaken, it was agreed that this should be provided to the FPRC at future meetings.
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| Decision/Noted | <ul style="list-style-type: none"> <li>To note the Health &amp; Safety Report as endorsed by FPRC.</li> <li>To provide an Incident Lessons Learned report to FPRC.</li> </ul> |
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<b>Item BoM3-16.3</b>	<b>Committee Minutes</b>
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<b>Item BoM3-16.3.1</b>	<b>Students, Staff &amp; Equalities Committee</b>
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Paper Nos: BoM3-N	Lead: Convener	Action requested: Note
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Decision/Noted	To note the draft minute of the Students, Staff and Equalities Committee meeting held on 24 October 2018.
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<b>Item BoM3-16.3.2</b>	<b>Development Committee</b>
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Paper Nos: BoM3-O	Lead: Convener	Action requested: Note
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Decision/Noted	To note the draft minute of the Development Committee meeting held on 31 October 2018. PC confirmed that ST will attend further meetings to provide additional advice in terms of the financial impact of commercial and international activity.
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<b>Item BoM2-16.3.3</b>	<b>Learning &amp; Teaching Committee</b>
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Paper Nos: BoM2-L	Lead: Convener	Action requested: Note
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Decision/Noted	To note the draft minute of the Learning and Teaching Committee meeting held on 6 November 2018. Members particularly noted that the proposals for repurposing the Academic Board, which included a new related College Committee Structure, was approved.
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<b>Item BoM2-16.3.4</b>	<b>Audit Committee</b>
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Paper Nos: BoM2-M	Lead: Convener	Action requested: Note
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Decision/Noted	To note the draft minute of the Audit Committee meeting held on 14 November 2018. GM raised some concern with regard to composition of the membership particularly now that ETT has resigned. It was noted that GMcV has committed to join this Committee. This will be further reviewed following the appointment of new members.
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<b>Item BoM3-16.3.5</b>	<b>Performance &amp; Nomination Committee</b>
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Paper Nos: BoM3-S	Lead: Convener	Action requested: Note
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Decision/Noted	To note the draft minute of the Performance and Nominations Committee meeting held on 28 November 2018.
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<b>Item BoM3-16.3.6</b>	<b>Remuneration Committee</b>
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Paper Nos:	Lead: Convener	Action requested: Note
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<b>BoM3-T</b>	
<b>Decision/Noted</b>	<p>To note the draft minute of the Remuneration Committee held on 28 November 2018. With respect to the Principal's remuneration, LW reported that the Committee has agreed to follow public sector pay guidance and as such appropriate government public sector pay policy for 16/17, 17/18 and 18/19 would be applied to the Principal's salary with 16/17 and 17/18 increased being applied immediately.</p> <p>The Committee also agreed to consider proposals for the provision of private health cover and further development towards the principal's further study towards a doctorate.</p>

<b>Item BoM3-17</b>	<b>Any Other Notified Business</b>	
<b>Paper No:</b>	Lead: Convener	Action requested: Note
<b>Decision/Noted</b>	None.	

<b>Item BoM3-18</b>	<b>Disclosability of Papers</b>	
<b>Paper No:</b> Verbal	Lead: P Clark	Action requested: Note
<b>Decision/Noted</b>	That the disclosability status of the papers from this meeting remain as stated at this point.	

<b>Item BoM3-19</b>	<b>Date of Next Meeting</b>	
<b>Paper No:</b>	Lead: Convener	Action requested: Note
<b>Decision/Noted</b>	<p>Wednesday 13 February 2019</p> <p><b>Key Dates:</b> Burns Supper – 24 January 2019 Education Symposium – 6-7 February 2019</p>	

*The meeting closed at 1920 hours*

## ANNEX TO THE MINUTE

### ACTION POINTS ARISING FROM THE MEETING

Item	Description	Owner	Target Date
	None		

### ACTION POINTS ARISING FROM PREVIOUS MEETINGS

Item	Description	Owner	Target Date
BoM2-5	<b>Property Disposals/Development Update:</b> Seek clarification from GSA on their intentions to lease COB and further consider progressing a deed of renunciation.	FS	ASAP <b>Complete</b>
BoM2-5	<b>Property Disposals/Development Update:</b> Continue to develop a strategy for a regional innovation centre in collaboration with GCRB.	FS	Ongoing
BoM3-15	<b>AONB: Board Member Links with Faculties:</b> Consider reportage process to Board Committees.	PC	Ongoing
BoM2-7	<b>Board Member Appraisals:</b> Members to complete and return appraisal forms.	ALL	Ongoing
BoM6-3	<b>Matters Arising:</b> Provide update paper on FM between Regional Strategic Body and Assigned College.	ST	Ongoing
BoM5-7	<b>College Equality Statutory Reports:</b> Circulate link to the online ED&I tutorial.	PC	Ongoing