

Board of Management

Meeting of the Performance and Nominations Committee

MINUTE OF THE 4th MEETING HELD ON TUESDAY 12 MAY 2020 AT 1600 HRS (PNC4) VIA VIDEO CONFERENCE

Present	
Lesley Woolfries (LW) (Convener)	Alisdair Barron (AB)
Jim Gallacher (JG)	Paul Little (PL) (Principal)
George Galloway (GG)	
Karen Kelly (KK)	
In attendance	
Paul Clark (PC) (College Secretary/Minute)	
Apologies for absence	
None received; Graham Mitchell (GM) not present.	

Item PNC4-1	Apologies for Absence	
Paper No:	Lead: Convener	Action requested: Note
Decision/Noted	No apologies for absence received.	

Item PNC4-2	Declarations of Interest	
Paper No:	Lead: Convener	Action requested: Note
Decision/Noted	<p>The members involved declared an interest in the tenure extension discussions.</p> <p>It was noted and welcomed that the Principal had been elected as President of the Glasgow Chamber of Commerce, of which one Board member referred to in the tenure extensions paper was CEO. (See discussion below),</p>	

Item PNC4-3.1	Minute of the Performance & Nominations Committee meeting held on 9 April 2020	
Paper No: PNC4-A	Lead: Convener	Action requested: Approve
Discussion/ Matters Arising	<p>LW welcomed the SMT update reports.</p> <p>It was noted that the timing of the accounts submission and audit has still to be confirmed (VP S. Thompson). All other actions complete.</p> <p>Regarding the external review of Board Effectiveness, LW reported that the procurement documentation has been completed, however this</p>	

Decision/Noted

exercise is postponed due to Covid-19 until further notice.
Minutes approved.

Item PNC4-3.2	Board of Management Tenures	
Item PNC4-3.2.1	Board Members' Tenure Extension Proposal	
Paper No: PNC4-B	Lead: P Clark	Action requested: Approve
Discussion/ Matters Arising	<p>LW outlined the makeup of the GCRB panel to progress the appointment of the College Chair, noting that this was a separate process from the approval of other Board member tenure extensions.</p> <p>PC introduced the proposals, and invited consideration of extending the tenures of three current Board members and that of the Chair as described in the proposal paper. PC pointed out that the ministerial guidance for the appointment of Board members applies, and that the College is an assigned college to a regional strategic body – GCRB.</p> <p>The Committee discussed matters relating to equality and balanced representation on the board, and in particular gender balance, referencing the legal requirements. It was noted that the extension of the period of tenure for the Board Chair was also under consideration over the same period (although appointment of the Chair was subject to a different process) and that consideration of the current proposals would be seen in that context.</p> <p>The Committee also recognised the issue of the Vice Chair and Chair potentially concluding their second periods of tenure at the same time, noting also that the current Vice Chair is also the Senior Independent Member. The Committee considered that this would not present a difficulty, and could in any case be further addressed within the four-year period to July 2024.</p> <p>The Committee also considered the periods of tenure of the other non-executive Board members, noting that many would conclude in 2023 and one other in 2022. The Committee agreed that a sufficient “stagger” of tenures and appointments would therefore be facilitated by the proposal to extend the periods of tenure of those referred to in this proposal (as well as the current Board Chair) by a four-year term.</p> <p>The College Secretary highlighted that he had contacted all staff and student members providing copies of the papers under discussion, and had received support for the proposals, with no dissent.</p> <p>The Committee noted that one Board member being proposed for tenure extension, Stuart Patrick, was the CEO of the Glasgow Chamber of Commerce, and that recently the Principal had been appointed as the President of the Chamber. The Committee invited the Principal’s comments regarding any potential conflict of interest. The Committee accepted his assurance that no such conflict was likely, and that any perceived conflict would be managed as required. AB also confirmed that he had spoken to SP regarding this matter, and had received assurances that SP would declare any such conflict, and should this emerge, he would</p>	

withdraw as necessary from influencing or taking part in any decision-making concerned.

The Board Chair acknowledged the experience, professionalism, and honesty of both individuals involved, with which the Committee concurred. It was noted that these assurances had been discussed and confirmed at the time of the Principal's appointment to the Chamber Presidency. It was also noted that the Principal sits on the Board of the Scottish Funding Council, and similarly would manage any potential conflict.

The performance of all three members was considered, and the Board Chair confirmed that appraisals of all three had been undertaken satisfactorily. The Committee also considered the skills balance of the Board and concluded that this would be satisfactorily maintained under the proposals.

It was recognised that the interests of the College would be best served, and the strategic aims of the College best supported, by the extensions to the periods of tenure for all three members, for a full four-year period. It was recognised that these extensions would provide greater benefits to the College than the recruitment of more new members, especially as there had been 6 new non-executive Board appointments in 2019. Members pointed out that the approval of this proposal was especially important in the context of the current public health crisis.

The Chair expressed some concern that the Regional Board's interpretation was that, as Chair, his membership of the Board should not be considered alongside the other members. This was contrary to his interpretation of the legislation that he was, as Chair, a full Board member.

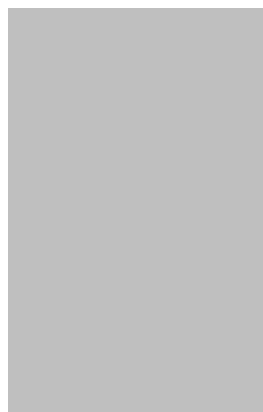
In discussion of the Skills matrix of the Board, KK pointed out that many Board members have an understanding of legal matters across a wide range of specialisms, and that the legal side of the Board's skill base was stronger than indicated. JG requested clarification of the student success indicator table.

The proposals within the paper were approved.

Decision/Noted

Approved; College Secretary to forward the proposal, with record of considerations from a draft minute, to GCRB.

Item PNC4-3.2	Board of Management Tenures	
Item PNC4-3.2.2	Board Chair Extension Proposal	
Paper No: PNC4-B	Lead: P Clark	Action requested: Approve
Discussion/ Matters Arising	<p>The Committee considered the proposal to extend the tenure for the current Board Chair, Mr Alisdair Barron, for a further four years. PC indicated that, as the responsibility for appointing the College's Chair lay with the Regional Strategic Body, GCRB, the proposal would be considered by a panel of members of GCRB convened by the Chair of the Regional Board.</p> <p>As with the proposal to extend the tenures of the other Board members (above) the College Secretary confirmed that he had contacted all staff and student members, and had received support for the proposal, with no</p>	



dissent. The Board considered this proposal in the context of the background and information outlined in the proposal paper.

No conflicts of interest were perceived.

The Committee offered their full support for the proposals, and requested that the College Secretary indicate this to the Board Secretary of GCRB.

LW outlined the process for evaluation of the Chair through individual Board members, indicating full support for the Chair and his continued Chairmanship.

Decision/Noted

Approved
College Secretary to advise GCRB Board Secretary;
LW to present paper to GCRB Panel indicating Committee's full support.

Item PNC4-4.1 Principal's Report

**Paper No:
Verbal**

Lead: P Little Action requested: Approve

**Discussion/
Matters Arising**

The Principal provided some context to the period of remote working of which this was week 9. ELT have had 4 meetings. SMT 14 meetings. Migration back will now be a focus. There are now 47 students in halls, and 247 at sea.

PL noted that officially we are now only 6 weeks from staff summer holidays. In theory, staff will be back within 13 weeks and students back within 15 weeks. It is therefore important that planning for face-to-face learning and teaching takes place, and that we are actively planning for a return to the College buildings, but only when safe to do so.

It is recognised that online learning and teaching needs developed. Some courses will be entirely online in future, i.e. non-practical courses. VP Dr Carney and Depute Principal Dr Lodge are working on scenarios for learning and teaching and for physically being in the buildings. There will be a phased return.

There is an awareness of the unfamiliarity of first year students with the College. Classes may be one third of the size they are now. There will be full consultation and communication with staff. The principle is redesign, rather than recovery.

PL reported on meetings with the Glasgow Resilience Council, and concerns over the complications from UK divergence of lockdown easing approaches; also reports from high level ministerial group, and with the first minister's office. PL emphasised the importance of the role of City of Glasgow College as an influencer of approach to return to campuses. PL assured the Committee that any approach would be agreed with the full Board.

PL indicated that the experience of being in the College buildings will be very different on the return. Staff and students need to be confident that they are safe.

Digital transformation is now a priority. The College has 10 learning

technologists, but around 2000 courses.

The Principal highlighted three key issues:

- Sense giving – plan, reassure, in a time of turbulence
- Influencing – maximise financial support from SFC in the face of huge deficit, and the appropriate use of the College’s cash funds.
- Positioning of the College – to be stronger following the crisis; changes in the sector, internal restructuring, appointments to be made.

The Committee queried with regard to senior members of staff returning to the College buildings. PL indicated that staff holidays notwithstanding, early/mid August might be a working basis for the start of a phased return, with estates staff and senior staff among the first.

LW pointed to the considerable demand for PPE, and queried the availability of appropriate materials. PL reported that some processes of procurement have begun, and some PPE can be created within the College. PL highlighted that there was a need to prepare for the next similar crisis, which may be a variation of the current virus, or a new crisis.

LW queried whether the fall-off of student engagement was significant. PL reported that student motivation was a key consideration, as was student access to appropriate resources.

AB reinforced the need to progress mindful preparation. The Board needs to ensure that the staff feel safe and confident, and a focus on safety is clear. AB also highlighted that our student community has a different set of needs to those of university students. It was agreed that communication, internal and external, was vital. AB suggested that sectoral realignment, and tertiary restructuring was very possible.

The Committee considered the position of the College as a charity facing a very large deficit. KK indicated that we need to document carefully the extraordinary events that were causing it. This requires to be auditable.

PL reported that the CJRS (Furlough) Scheme was being considered, however it is very likely that a deficit budget will be inevitable. CJRS represents an opportunity to access public monies, so it is important that this be considered (along with SFC funding arrangements, and any other offset possibilities).

Committee agreed that documentation of expenditure is a priority. Committee agreed that PL progress restructuring, and the filling of key posts – e.g. Director of Excellence and Director of Communication.

Decision/Noted

Committee approved the filling of key posts as above; Action PL

Item PNC4-5.1		Strategic Risk Review	
Paper No: PNC4-C	Lead: P Clark	Action requested: Approve	
Discussion/ Matters Arising	PC introduced the review of strategic risks, including the current Risk Register, and Risk Management Action Plans (MAPs) for the highest scoring Risks, new risks, and significant risk score changes.		

	<p>It was noted that Strategic risks have been reviewed in the current review cycle to May 2020, involving senior Risk “owners”.</p> <p>One new risk has been proposed to be included as a Level 1 Risk in the College’s Risk Register: Risk 27: “Failure to manage acute threats relating to coronavirus outbreak” which includes a number of immediate and short-term risks . The draft Risk MAP for this risk was considered. A score of 3x4=12 was suggested (for consideration of Audit & Assurance Committee)</p> <p>All risks have been updated in consideration of the Covid-19 crisis, and it was noted that several risks have be rescored to reflect the threats to the College from the perspectives of Business Development Performance, including commercial and international income dependencies, Business Continuity, Income Diversification, and the financial position of the College overall. All these risks are now all scored high (RED).</p> <p>KK indicated support of the risk scores as presented. There was discussion regarding the level of detail required in the Risk MAPs. While some context is required, it was agreed that some editing of the historic positions was preferred. PC indicated that an Assurance Framework was agreed, which is aligned to the Risk Register.</p>
Decision/Noted	PC to review risk MAPs with a view to editing for briefer content; Aug/Sept 2020

Item PNC4-6 Any Other Notified Business	
Item PNC4-6.1 Timing of Board and Committee Meetings	
Paper No: Verbal	Lead: P Clark Action requested: Approve
Discussion/ Matters Arising	<p>It was agreed that earlier Committee and Board meetings (e.g. 3pm) were preferable in the current situation.</p> <p>The Board meeting in June would be at 4pm. Committee meetings at 3pm.</p>
Decision/Noted	

Item PNC4-7 Disclosability of Papers	
Paper No: Verbal	Lead: Convener Action requested: Note
Decision/Noted	Agreed as indicated.

Item PNC4-8 Date of Next Meeting	
Paper No:	Lead: Convener Action requested: Note
Decision/Noted	Tuesday 23 June 2020

ANNEX TO THE MINUTE

Item	Description	Owner	Target Date
PNC4-3.2	Forward the proposals for tenure extensions, (with record of considerations from a draft minute) to GCRB.	PC	Asap
PNC4-3.2	Advise GCRB of Committee's support for Chair tenure extension	PC	Asap
PNC4-3.2	Present paper to GCRB Panel	LW	May 2020
PNC4-4.1	Director of Excellence and Director of Communication posts to be recruited	PL	Asap
PNC4-5.1	Review Risk MAPs and edit content	PC	Sept 2020

ACTION POINTS ARISING FROM PREVIOUS MEETINGS

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